

RIO VERDE HORSEMEN'S ASSOCIATION ("RVHA")

An Arizona Corporation, identified herein as "Association"

BYLAWS

Revised 01/20/2014

ARTICLE I - MEMBERS

Section 1. Members. Any person 18 years of age or older who fits the criteria below may apply to the Board of Directors for membership. All membership dues are reviewed and set annually by the board. There shall be four (4) classes of membership:

- a) **Voting Single Membership.** A voting member shall own, in whole or in part, real property in the unincorporated area of Maricopa County, Arizona, lying east of the Scottsdale city limits, south of the Tonto National Forest, north of the McDowell Mountain Regional Park, and west of the Verde River, excluding the communities of Tonto Verde, Rio Verde and Vista Verde.
- b) **Voting Household Membership.** Voting household members include up to four (4) persons 18 years of age or older living at a single address at least one of whom is a property owner in the same area as §1a) above. A voting household membership allows four (4) residents of that address to vote.
- c) **Non-voting Single Associate Membership.** An associate member is anyone 18 years of age or older and not a property owner of the area described in a) or b) above. Associate members do not have voting privileges but receive all the other benefits of membership.
- d) **Non-voting Associate Household Membership.** Non-voting household members include up to four (4) persons 18 years of age or older and not a property owner of the area described in a) or b) above. Non-voting associate household members do not have voting privileges but receive all of the other benefits of membership.

Section 2. Conditions for Membership. The Board of Directors shall approve membership based on compliance with the following condition for membership as well as other such conditions as may be prescribed by the board from time to time: a) Members shall support the mission statement of RVHA, namely: The Rio Verde Horsemen's Association is dedicated to protecting all horse properties, large and small facilities alike, and preserving horse privileges along with our rural lifestyle. The Association is committed to uniting our horse community in working toward these goals. Membership is open to all, horse owners and non-horse owners alike, who support our purpose. We are not a Homeowners Association; we do not restrict, regulate or police.

Section 3. Annual Dues. Dues shall be annual, based on the calendar year. Dues shall be fixed by the board prior to November 1st of each year, for the ensuing year. Dues for new and renewing members received between July 1st and November 1st of each year shall be discounted by 50%. Dues received after November 1st of each year shall be applied to membership for the following year.

Section 4. Expiration of membership. All memberships expire on December 31st of each calendar year with the exception of §3 above.

Section 5. Termination of membership. Membership in the Association may be terminated by: (i) member's written or verbal notice to the Board of Directors, (ii) failure to pay annual dues, or (iii) a three-fourths (3/4) vote of the board due to violation of conditions stated in §2 above.

Section 6. Member's rights upon termination of membership. In the event of a termination of membership, regardless of how terminated, the member shall not receive a refund, in whole or in part, of the annual dues paid by that member.

Section 7. Voting rights and powers. Each voting member shall be entitled to one (1) vote. Associate members are not entitled to vote.

Section 8. Prohibited member actions. No members, board members or officers shall state or infer association with the RVHA in an unauthorized manner. Doing so may result in expulsion from the RVHA.

ARTICLE II - DIRECTORS

Section 1. Directors. The Association shall have nine (9) directors, elected from the voting membership at large, except no two directors can reside at a single household address.

Section 2. Election. Board of Directors are elected for a two (2) year term with staggered elections electing at least four (4) board members every year.

Section 3. Eligibility.

- a) Each director must be a voting member of the Association.
- b) All directors must be bondable.

Section 4. Term. Each director shall hold office until the annual meeting when their term expires and until their successor has been elected.

Section 5. Regular meeting. Regular and special meetings of the Board of Directors shall be held at such times and places as determined by the board. Although individual Association members have no vote at a meeting of the board, regular board meetings shall be open to any member of the Association. Notice of regular board meetings shall be provided to all Association members at least three (3) days in advance of the meeting.

Section 6. Special meetings. Special meetings of the Board of Directors may be called by the president or by any two (2) members of the board by giving at least two (2) days (48 hours) notice, written or oral, to each member of the board unless notice is waived. Special meetings of the board shall be held at such times and places as determined by the board.

Section 7. Emergency actions. The president of the Association or a majority of the members of the Board of Directors may contact members of the board regarding affairs of the Association, which may require immediate action on the part of the board. Emergency actions are those actions, which cannot be postponed until the next scheduled regular board meeting. The affirmative or negative answer of the majority of the board shall have the same force and effect as if the board had met in a duly called special meeting.

Section 8. Quorum. At all meetings of the Board of Directors, a majority of the voting members of the board shall constitute a quorum for the transaction of business. If a quorum exists, the affirmative vote by the majority of those present shall be the act of the board. If, at any meeting of the board, there is less than a quorum present, those present shall adjourn the meeting.

Section 9. Resignation or removal from the Board of Directors. Any board member may be removed with cause by a two-thirds (2/3) vote of the full board. Malfeasance, misfeasance, misappropriation of funds, violations of fiduciary responsibility and any action placing the Association or its reputation at risk, in the sole determination of the board, constitute cause for removal. Any board member missing three (3) consecutive regular board meetings without cause may be removed from the

board, effective immediately, by a two-thirds (2/3) vote of the full board. Said person shall be notified in writing. Any board member wishing to resign shall give written or verbal notice to the board indicating his intention to resign, including the date his resignation will be effective.

ARTICLE III - DUTIES OF THE BOARD OF DIRECTORS

Section 1. To appoint the officers from the elected Board of Directors to serve until the next annual election.

Section 2. To transact the business and supervise the affairs of the Association in the interim between duly called meetings of the members.

Section 3. To determine the time and place of general membership meetings and to report to the members the business transacted since the preceding meeting. Approved minutes of all Board of Director meetings shall be posted on the Association's website.

Section 4. To determine which officers, directors, or other persons acting on behalf of the Association shall be bonded, and fix and approve the bond of each and to obtain adequate insurance for the Association.

Section 5. To create standing and special committees as the need for them arises and to designate the powers and duties of the same.

Section 6. To approve the appointment of the chair of all committees.

Section 7. To select a depository for Association funds.

Section 8. To appoint a replacement for any office or director, should a vacancy occur. Said appointees shall serve until their term expires.

Section 9. To determine the time and place of the annual meeting and to appoint an election committee sixty (60) days prior to the annual meeting.

Section 10. To provide for reimbursement of expenses incurred by the members of the Board of Directors or any other person authorized by the board to act on behalf of the Association.

ARTICLE IV - OFFICERS

Section 1. Officers. The officers of this Association shall consist of president, vice president, secretary, and treasurer.

Section 2. Eligibility.

- a) President must have served at least one year on the Board of Directors unless no such qualified person is willing to serve.
- b) Each officer must be a voting member of the Association.
- c) All officers must be bondable.

Section 3. Term Limitations. The president, duly elected by the Board of Directors, although subject to election every year, shall have a term limit of four (4) years, unless no such qualified person is willing to serve. Each officer shall hold office until a successor has been elected or until said officer's resignation or removal.

ARTICLE V - DUTIES OF OFFICERS

Section 1. President. The president shall preside at all meetings of the members of the Association and shall be the chair of the Board of Directors. The president shall vote only in the case of a directors' tie vote. The president shall appoint the chair of all committees, with the approval of the board, and shall

be an ex-officio member of all committees. The president may appoint the Association's Parliamentarian to be present at meetings. The president shall perform such other duties as may be assigned to the president by the board. The president shall serve until the president resigns, is replaced by the board or the president's term has expired.

Section 2. Vice President. The vice president shall assume and discharge the duties of the president in the president's absence. In the event of a vacancy occurring in the office of the president, the vice president shall assume the duties of the president until the next annual meeting. The vice president shall perform such other duties as may be assigned by the board.

Section 3. Secretary. The secretary shall keep the minutes of all meetings of the Association, retain custody of the Association's computer and shall perform other such duties as may be assigned to the secretary by the board.

Section 4. Treasurer. The treasurer shall receive and have charge of all funds of this Association and keep a record of all receipts and disbursements. The treasurer shall also:

- a) Submit a written financial report at each regularly scheduled meeting of the Board of Directors.
- b) Submit a written annual/fiscal report to the Association at each annual meeting.

The treasurer shall perform such duties as may be assigned by the board.

Section 5. Spending Authority. Either the president or treasurer is authorized to make expenditures on behalf of the Association. Spending limits are established by the board and are based on the financial needs of the Association to operate on a monthly and annual basis. Spending limits may be modified by the board as the needs of the Association change. The president and treasurer may not exceed amounts approved by the board.

ARTICLE VI - MEMBERSHIP DUES

Section 1. Every application for membership shall be accompanied by the annual membership dues. Should an application for membership not be approved by the membership committee, the annual dues shall be refunded.

Section 2. Annual membership dues for renewing members shall be due and payable on December 1st of each year. Memberships expire December 31st. A one-month grace period allows delinquent members to receive email communications from the Association.

ARTICLE VII - MEMBERSHIP MEETINGS

Section 1. Regular meetings. The time, place, and frequency of regular meetings shall be determined by the Board of Directors.

Section 2. Annual meeting. The annual meeting for the Association shall be held each year, at such time and place as shall be determined by the Board of Directors.

Section 3. Special meetings. Special meetings of the members of the Association for any purpose may be held when called by a majority of the Board of Directors, or by not less than twenty percent (20%) of the voting members of the Association.

Section 4. Notice of meetings. Written notice of any general membership meeting, annual meeting, or special meeting shall be mailed or emailed to each member at least ten (10) days prior to such meeting. Such notice shall state the time and place for holding such meeting, the major purpose of such meeting, and whether such meeting is a general membership meeting, annual meeting, or special meeting.

Section 5. Quorum. To call a vote at a general membership meeting requires a simple majority vote. Voting by proxy is expressly prohibited.

ARTICLE VIII - ELECTIONS

Section 1. For each annual election, the membership shall elect sufficient directors to fill all vacancies.

Section 2. Election committee. The election committee shall consist of one (1) member of the Board of Directors and one (1) voting member from the general membership. The committee's duties are:

- a) Inform and recruit prospective candidates and nominees from the voting membership by distributing information including the procedure and deadline for submitting an application for candidacy.
- b) Accept and review the applications and nominations of all candidates to ensure each meets the eligibility requirements.
- c) Give written notice to all candidate applicants and nominees of their acceptance as candidates or the denial of their candidacy due to eligibility requirements.
- d) Establish the voting deadline and initiate distribution of ballots, including candidates' applications, to the voting membership.
- e) Announce election results.

Section 3. A count of all the votes tendered by the deadline shall constitute an election. With respect to the open director positions, those candidates with the highest number of votes shall be declared elected. In case of a tie, the choice shall be decided by coin toss.

ARTICLE IX - FISCAL YEAR

Section 1. The fiscal year of the Association shall be the calendar year.

ARTICLE X - PARLIAMENTARY AUTHORITY

Section 1. Robert's Rules of Order, Revised, shall govern all meetings of the Board of Directors and the Association in all cases in which they do not conflict with the bylaws of the Association.

ARTICLE XI - AMENDMENTS

Section 1. These bylaws may be amended by a simple majority vote of the membership votes received.

Section 2. There shall be a standing bylaws committee approved by the Board of Directors. The committee shall review and make, if necessary, recommendations to the board for amendments or changes to the bylaws. The board shall approve or deny the recommended changes and then submit by email, or by alternate methods if requested, the approved changes to the general membership for a vote.