

# WICKENBURG SADDLE CLUB

## BY-LAWS

### ARTICLE I

#### NAME AND LOCATION

The name of the corporation shall be:

Wickenburg Saddle Club

And its principal place of business shall be in the town of Wickenburg, County of Maricopa and the State of Arizona, but it may establish other places of business within the State of Arizona as the Board of Directors may designate where meetings of the Members and Directors may be held and any and all corporate business transacted.

### ARTICLE II

#### MEMBERS

##### Section 1. Membership Qualification

The membership of the corporation shall be those individuals of eighteen years of age, or more, and not eligible for Junior Saddle Club membership, who upon proper written application to the Board of Directors are elected by a majority of the Director's present at any Regular or Special meeting of the Board of Directors at which a quorum is present.

##### Section 2. Dues and Expenses

All new members shall pay such initiation fee as may be fixed by the Board of Directors. All members shall, in order to retain their membership, pay such dues as may be fixed by the Board of Directors. All members shall, in order to retain their membership, pay their respective share, as assessed by the Board of Directors, of the expense of any event sponsored by the corporation.

##### Section 3. Expulsion of Members

Any member failing to pay any initiation fee, dues or assessment within 90 days from the date of payment is due may thereby forfeit membership in the corporation. Any member may be expelled from membership for cause by a vote of the majority of the Board of Directors provided that the charges against such member shall be first presented in writing by another member and

the members so charged notified in writing of the charges and given an opportunity for a hearing before the Board of Directors. The decision of the Board of Directors shall be conclusive.

## **ARTICLE III**

### **MEETINGS OF THE MEMBERS**

#### **Section 1. Annual Meetings**

The annual meeting of the Members shall be held on the third Monday of November in each year at such hour and place within the State of Arizona as shall be designated by the President. The call for annual meeting of members shall be given by the President, and notice thereof shall be given by mail to each of the members at his last known address, said notice to be deposited in the U.S. Post Office in Wickenburg, Arizona at least one week prior to the time of such meeting.

#### **Section 2. Special Meetings**

Special meeting of the members may be called at any time by the President, or a majority of the Directors or by a number of members, representing one-third of the total number of Members, and notice of the time and place and purpose of the meeting shall be given in the same manner as the notice of the Annual Meeting.

#### **Section 3. Quorum**

At all meetings of members a majority of the members shall constitute a quorum and the action of the majority of the members present at any meeting at which there is a quorum is valid as an act of the membership. No member may be represented, or vote, at any meeting by proxy.

## **ARTICLE IV**

### **DIRECTORS**

#### **Section 1. Powers**

Subject to the limitations of the Articles of Incorporation, of the By-Laws and the laws of the State of Arizona, all corporate powers shall be exercised by or under authority of, and the business affairs of the corporation shall be controlled by, a Board of Directors, consisting of the number of persons, not less than three, from time to time specified by the Articles of Incorporation or amendments thereto, or fixed or changed by amendments to these By-Laws.

## Section 2. Regular Meetings

Regular meetings of the Board of Directors shall be called by the President once a month at such hour and place within the State of Arizona as may be designated in the notice of such meeting.

## Section 3. Special Meetings

Special meetings of the Board of Directors shall be called at any hour and place within the State of Arizona and for any purpose or purposes by the President, or, if he be absent or unable to act or refuses to act, by the Vice-President or by any two Directors.

## Section 4. Notice of Meetings

Sufficient notice of the hour and place of any meeting. Regular or Special, shall be given to each Director.

## Section 5. Waiver of Notice

When all the Directors are present at any meeting of the Directors, however called or noticed, and sign a written consent thereto on the record of such meeting, or, if a majority of the Directors are present, and if those not present sign a waiver of notice of such meeting, whether prior to or after the holding of such meeting, the transactions thereof are as valid as if held at a meeting regularly called and noticed.

## Section 6. Quorum

At all meetings of the Board of Directors a majority of the Directors as fixed by these By-Laws shall constitute a quorum and the action of the majority of the Directors present at any meeting at which there is a quorum is valid as a corporate act.

## Section 7. Election of Directors

The Board of Directors shall consist of seven members as follows:

- a. The immediate past President.
- b. Three members elected for one year.
- c. Three members elected for two years.
- d. Thereafter three members elected each year for two years.

## Section 8. Vacancies

Vacancies in the Board of Directors may be filled by a majority of the remaining Directors, though less than a quorum, and each Director so elected shall hold office until the expiration of the term of the Director whose vacancy he fills.

## **ARTICLE V**

### **OFFICERS**

#### Section 1. Number

The officers shall be a President, one Vice-President, a Secretary and a Treasurer, which officers shall be elected by, and hold office at the pleasure of the Board of Directors.

#### Section 2. Election

After their election the Directors shall meet and organize by electing from their own numbers a President, a Vice-President, a Secretary and a Treasurer. Any two or more of which offices may be held by the same person except those of the President and Secretary.

#### Section 3. President

The President shall be the chief executive officer of the corporation and shall, subject to the control of the Board of Directors, have general supervision, direction and control of the business of the corporation. He shall preside at all of the meetings of the control of the business of the corporation. He shall preside at all of the meetings of the members and of the Board of Directors. He shall, unless otherwise provided, be an ex-officio member of all standing committees and shall have the general powers and duties of management usually vested in the office of president of a corporation and shall have such powers and duties as may be prescribed by the Board of Directors or the By-Laws.

#### Section 4. Vice President

The Vice-President shall in the absence or disability of the President, perform the duties and exercise the powers of the President, and shall have such other powers and duties as may be prescribed by the Board of Directors or by the By-Laws.

#### Section 5. Secretary

The Secretary shall keep or cause to be kept a book of minutes at the principal office of the corporation or such other place within the State of Arizona as the Board of Directors may designate, of all meetings of the members and the Board of Directors with the time and place of holding, the notice thereof given, whether regular or special, and if special how authorized, the names of those present at meeting of the Board of Directors and of the proceedings of all meeting together with an accurate record of the names of Members of the Corporation.

The Secretary shall give or cause to be given notice, as required by the By-Laws or by the laws of the State of Arizona to be given, of all meetings of members and of the Board of Directors called in accordance with the By-Laws, and shall keep the seal of the corporation and affix said seal to all documents requiring a seal, and shall have such other powers and duties as may be prescribed by the Board of Directors or by the By-Laws.

#### Section 6. Treasurer

The Treasurer shall receive and deposit to the credit of the corporation in such depository as may be designated by the Board of Directors all the funds of the corporation and keep an accurate and complete record thereof and pay them out on the check of the corporation signed in the manner prescribed by the Board of Directors.

The Treasurer shall send out all notices of dues and assessments and keep an accurate record thereof and shall have such other powers and duties as may be prescribed by the Board of Directors or by the By-Laws.

## **ARTICLE VI**

### **CORPORATE RECORDS AND REPORTS**

#### Section 1. Records

The corporation shall maintain adequate and correct accounts, books, records of its business and properties. All of such books, records and accounts shall be kept at its principal place of business.

#### Section 2. Inspection

All books, records and accounts shall be open to inspection by the Directors at any time.

#### Section 3. Certification of By-Laws

The original copy of these By-Laws, as amended or otherwise altered to date, certified by the Secretary, and shall be open to the inspections of the Directors in the same manner as other records of the corporation as provided in Section 2 of this Article.

#### Section 4. Annual Report

The Directors shall cause to be sent to each Director and each member of the corporation, not later than 30 days after the closing date of the fiscal year, a balance sheet as of the closing date of such last year, together with a statement of profit and loss for the year ended on that date. These financial statements shall be certified to by the President or Treasurer or a certified public accountant.

## **ARTICLE VII**

### **PROPERTY RIGHTS**

The members of the corporation shall have no property rights whatever in the corporation or its assets. Upon any dissolution of the corporation, all remaining assets thereof shall be paid and distributed to a charitable corporation to be selected by the Board of Directors.

## **ARTICLE VIII**

### **CORPORATE SEAL**

The corporate seal shall be circular in form, and shall have inscribed thereon the name of the corporation, the date of its incorporation and the word, Arizona.

## **ARTICLE IX**

### **AMENDMENTS**

These By-Laws may be repealed or amended or new By-Laws may be adopted at any meeting of the Board of Directors called for that purpose, by a vote of a majority of the Board of Directors.

**CONSTITUTION ADOPTED: Wickenburg, AZ – November 6, 1954**

**AMENDMENT TO BY-LAWS**

**DECEMBER 30, 1967**

### **DUES**

Any new member paying dues on or after October 1, 2011 will have paid up membership for the following year.

AMENDMENT TO BY-LAWS  
NOVEMBER 23, 1976

BOARD MEMBERS

Any member of the Board of Directors who misses two consecutive Board Meeting unexcused will be brought before the Board of Directors for dismissal.

AMENDMENT TO BY-LAWS  
NOVEMBER 28, 1979

AGE OF RIDERS FOR COMPLETION OF EVENTS

If a participants 18<sup>th</sup> birthday lands after January 1<sup>st</sup>, he is able to compete that particular calendar year or through December 31 of said year.

AMENDMENT TO BY-LAWS  
JUNE 8, 1981

The Wickenburg Saddle Club shall sponsor a Junior Saddle Club for children whose parents or guardians are members of the Wickenburg Saddle Club and shall provide the direction by a Junior Sponsor and WSC Board of Directors.

The Board of Directors shall appoint a point secretary annually for approval by the Junior Board of Directors. The duties of the point secretary shall be designated by both the Junior and Senior Boards.

The By-Laws and Amendments were reviewed and amended on June 8, 1981.

AMENDMENT TO BY-LAWS  
DECEMBER 22, 1981

The point secretary shall be appointed for a two-year plus a one-year advisory term.

AMENDMENT TO BY-LAWS  
JANUARY 1988

For Rule #4 of Rules for point gymkhanas, horse shows and all riding events. The same horse may be used by more than one rider to acquire points except in a horse show or riding events

where two or more members are in the same age group. The person not riding his/her designated horse must get prior Board approval for a change of horse to acquire points.

ADDENDUM TO BY-LAWS  
JANUARY 2002

Addendum to Article V, Section 5: Secretary's term will be a 1 year term. Co- Sec. will be elected with other officers and said Co-Sec will assist Secretary for 1 year and then assume the Secretary's position the following year for 1 year.