

## **CHINO VALLEY EQUESTRIAN ASSOCIATIONS BY-LAWS**

*These by-laws are adopted pursuant to the Articles of Incorporation of the Chino Valley Equestrian Association for the purpose of establishing rules and policies for the governing of the operations and activities of the Association.*

### **ARTICLE I: NAME AND PURPOSE**

**Section 1:** The name of the association shall be the “CHINO VALLEY EQUESTRIAN ASSOCIATION”.

**Section 2:** The purpose of the CHINO VALLEY EQUESTRIAN ASSOCIATION (CVEA) shall be:

A. Providing multipurpose facility primarily focused on promoting and preserving the equestrian life style. Host activities for educational events that support all disciplines of horsemanship as well as community events”

**Section 3:** CVEA IS A 501(C)3 Non-Profit Corporation and as such shall not be conducted or operated for profit.

### **ARTICLE II: MEMBERSHIP**

**Section 1:** Eligibility: membership in CVEA is open to any person who would like to make a positive contribution to the equine community through participation, volunteering, or sponsorship of CVEA. Types of CVEA membership shall include:

- A. Individual membership shall be open to any person eighteen years of age or older.
- B. Junior membership shall be open to any person under eighteen years of age who is sponsored by a parent or legal guardian.
- C. Family membership is defined as two or more individuals living in the same home.
- D. A member in good standing is defined as a member having complied with all their specific membership obligations, while not being subject to any form of disciplinary action including but not limited to, suspension within the last twelve (12) months.

**Section 2:** CVEA Membership Dues

- A. The Board Members shall determine the membership dues.
- B. The following levels of membership shall include, but are not limited to Individual Membership:

1. Individual
2. Junior membership
3. Family membership

C. Receipt of dues:

1. CVEA membership dues shall be paid on or before the first of January of each year.
2. If a member's dues are not received by March 1, the person's membership in CVEA will be terminated by the Board.
3. Upon reapplication for membership and the submission of entire year's unpaid membership dues, the former member will be reinstated as a CVEA member in good standing.

**Section 3: CVEA Membership Application**

- A. Each member will be required to complete and sign an Application for Membership, a Release and Waiver of Liability, and a CVEA Code of Conduct.
- B. Minors applying for Junior Membership and their parent or legal guardian will be required to sign an Application for Membership, a Release and Waiver of Liability, and a CVEA Code of Conduct.
- C. Dues will be collected upon submission of all Application of Membership documents.
- D. An electronic copy of the CVEA by-laws is available on the CVEA website.

**Section 4: Termination of CVEA Membership**

- A. Any member may terminate his/her membership by submitting a letter of resignation to the Secretary.
- B. Any member may be terminated by a majority vote of the CVEA Board as provided for in the CVEA Code of Conduct when there is a quorum.
- C. All applications and related paperwork will remain in the Membership archives for seven (7) years, regardless of the member's status.

**ARTICLE III: MEETINGS AND VOTING**

## **Section 1: Types of CVEA Meetings**

### **A. Board Meeting**

1. Board Meetings shall be held on the second Thursday of each month at a time and location to be announced by the Secretary.
  - a. The times and locations of all CVEA meetings shall be made available by the Secretary at the direction of the President.
  - b. The CVEA Board may change the times and locations of all CVEA meetings.
2. Attendance at Board meetings is an obligation of all Board Members.
3. Board meetings will not be open to the General Membership.
4. The President will prepare an agenda for each meeting.
5. The Secretary will distribute the agenda for each meeting.
6. The Secretary will prepare and distribute minutes of each Board Meeting within a week of each meeting.
7. A Quorum
  - a. There shall be nine (9) members elected to the CVEA Board unless otherwise amended at the Annual Meeting.
  - b. Five (5) of nine (9) members shall be present to constitute a quorum.
  - c. A quorum must be present at all CVEA meetings in order to vote on any motion, and a simple majority of that quorum shall carry the motion.

### **B. Special Board Meeting**

1. A Special Board Meeting may be called at the request of at least two members of the Board, with the President's approval.
2. Notice of a Special Board Meeting will be published by the Secretary to the Board with the time, place, and purpose of the meeting, and each Board Member will acknowledge the notice.
3. The Special Board Meeting may be conducted face-to-face or virtually.

4. Attendance and participation for Special Board Meetings is an obligation of all Board members.
5. A quorum must be established before any motion may be put to a vote.
6. Minutes of Special Board meetings will be made available to the Board by the Secretary within one week of all Special meetings.

#### C. General Membership Meeting

1. General Membership Meetings shall be held at a minimum of twice yearly at a time and place to be designated by the Board and published by the Secretary.
2. Attendance at the General Membership Meeting is an obligation for all Board Members.
3. General Membership Meetings are open to all CVEA Members as well as the public and serve as an opportunity for the Board to establish an ongoing dialogue with all interested members.
4. An agenda for the General Membership Meetings shall be prepared by the President and distributed by the Secretary for all General Membership Meetings.
5. Members, as well as the public at large, may request that they be included on the agenda by contacting the Secretary before each General Membership Meeting OR be recognized from the floor at the time of each meeting.
6. Minutes of General membership Meetings will be made available by the Secretary within one week of all General Membership Meetings.

#### D. Annual Election Membership Meeting

1. The Annual Election Membership Meeting is held during the fourth quarter of the year at the discretion of the CVEA Board.
2. Attendance at the Annual Election Membership Meeting is an obligation of the Board.
3. An agenda for the Annual Election Membership Meeting shall be prepared by the President and made available by the Secretary at least 20 days prior to the meeting.
4. The Annual Election Membership Meeting is an opportunity for CVEA members to participate in the operation of CVEA by voting on leadership positions, putting forth ideas for CVEA for the new year, and socializing with all those present.

5. Actions that will take place during the Annual Election Membership Meeting shall include but not be limited, to the following when there is a quorum present;
  - a. The CVEA Treasurer shall give a financial report of the prior year.
  - b. CVEA membership will vote to fill all Board full-term positions that may be open for election
6. CVEA Board shall immediately install the new Board Officers and Board Members-AtLarge.
7. All records, manuals, and books shall be turned over to the Board from outgoing Board members.

## **ARTICLE IV GOVERNING BODY: CVEA BOARD MEMBERS**

### **Section 1: The Board Members**

- A. The Governing Body of the Chino Valley Equestrian Association, called the CVEA Board of Directors, shall supervise, and control all the business, property, affairs, funds, and assume all powers and responsibilities pursuant to the operation of the Chino Valley Equestrian Park (CVEP).
- B. The CVEA Board Members shall serve in their respective capacities with regard to all CVEA Incorporation Documents, by-laws, Code of Conduct, and any other rules and procedures agreed on by the Board.
- C. The CVEA Board Members shall consist of four Executive Board Members (President, Vice President, Treasurer, and Secretary), five Members-At-Large, and one Alternate Board Member.
- D. Terms of office:
  1. All Board Members terms of office will be for two years.
  2. All Board members may run for three consecutive terms.
  3. Following completion of three consecutive terms or resignation, a member in good standing must remain off the Board for at least one year. He/she may then seek nomination and election again.

- E. Any CVEA member in good standing is eligible to run for any Board position, including Executive positions, with the exception of President and Vice President which have additional prior requirements.

## **Section 2: Termination of Board Members**

### **A. Self-Termination**

1. A Board member may resign from the Board by submitting a written letter or an electronic resignation to the Secretary.
2. Upon termination of their position, the Board Member must relinquish all CVEA property not limited to, but to include: keys, Board Member notebook, records pertaining to their position, books, records and funds.

### **B. Board Termination**

1. A Board Member may be removed from the Board for violations of the CVEA Code of Conduct or failure to meet their obligations to the Board.
  - a. A written Notice of Warning of the Board Member's violation(s) or failure(s) will be given to the Board member by the Secretary at the direction of the President.
  - b. The Board member is required to demonstrate immediate, ongoing, and sustained improvement to remain on the Board
  - c. Further issues or concerns, or other Code of Conduct violations, may result in removal from the CVEA Board at the time such issues occur.
  - d. Code of Conduct violations can result in immediate removal from the Board of Directors.
2. Upon termination of their position, the Board Member must relinquish all CVEA property not limited to, but to include: keys, Board Member notebook, records pertaining to their position, books, records and funds.

## **Section 3: Duties of the Executive Board**

### **A. The President shall:**

1. Have been a member of the Board for 1 year.
2. Preside at all CVEA meetings.

3. May be allowed to be absent from no more than two (2) meetings per year.
4. Be an ex-officio member of all committees, except the Nominations Committee.
5. Appoint and/or remove Board Members as committee chairperson.
6. Counsel any Board member who fails to meet their obligations to CVEA that they must immediately remedy the situation and shall notify the entire Board through the Secretary of this counsel by letter or electronically.
7. Shall prepare an agenda for each meeting and direct the Secretary to publish it.
8. Appoint himself/herself to chair a committee if such an appointment does not interfere with any other duties of the President.
9. Be a co-signer on all financial accounts for CVEA along with the Treasurer.
10. Have limited ability to meet CVEA expenditures on a day-to-day basis, fully understanding that any capital expenditure including but not limited to, purchase of equipment, buildings and materials, and any labor must have Board approval.
11. Have the responsibility to provide itemized accounting along with receipts to the Treasurer in a timely manner.
12. Share with the Vice President the duties of Liaison with the Town of Chino Valley, Arizona.

B. The Vice President shall:

1. Have the powers to execute the duties of the President in case of the President's absence, incapacity, or death.
2. May be allowed to be absent from no more than two (2) meetings per year.
3. Share with the President the duties of Liaison with the Town of Chino Valley, Arizona.
4. At the president's direction he/she can be appointed to chair a committee if such an appointment does not interfere with any other duties of the Vice President.
5. Be an ex-officio member of all committees.

6. Ensure that the membership committee is maintaining a roll of all CVEA members as well as physical and email addresses.
7. Have the responsibility to provide itemized accounting along with receipts to the Treasurer in a timely manner.

C. The Secretary shall:

1. Keep a written record of all CVEA meetings.
2. May be allowed to be absent from no more than two (2) meetings per year.
3. Record attendance of the Board Members at all CVEA meetings.
4. Share in handling and distribution of all correspondence of the CVEA in a timely manner and with the other members of the Board when appropriate.
5. Notify the CVEA Board of the time and location of all official meetings and the General Membership of the time and location of General Membership and Annual Election Membership Meeting.
6. Publish minutes of meetings to each Board Member no later than one week after each meeting.
7. Maintain online access of forms and documents for CVEA Board members.
8. Prepare, update yearly, and distribute to all incoming Board Members a notebook of pertinent CVEA materials, including, but not limited to:
  - a. CVEA by-laws.
  - b. CVEA Article of Incorporation.
  - c. CVEA Lease with the Town of Chino Valley, AZ and attachments.
  - d. Copies of all insurance policies held by CVEA.
  - e. Membership Application.
  - f. Code of Conduct and Release of Liability.
  - g. All CVEA Board Members, their emails and phone numbers.



- h. Emergency protocols and phone numbers.
  - i. Any and all other documents deemed necessary for the Board to have.
9. Volunteer or be appointed chair of a committee if the duties of Secretary do not interfere with such added duty.
  10. The Secretary shall prepare the ballot and any written statements to be presented at the Annual General Membership Meeting.
  11. In coordination with the Nomination Committee, the Secretary shall ensure that Nominees vetting has been completed and all documentation has been signed, and a written statement of their qualifications is ready to be presented at the Annual Election Membership Meeting.

D. The Treasurer shall:

1. Manage all monies due or belonging to CVEA.
2. May be allowed to be absent from no more than two (2) meetings per year.
3. Be a co-signer on all financial accounts along with the president.
4. Pay all bills for CVEA.
5. Be responsible for collecting money and receipts given or earned for CVEA in a manner consistent with financial practices for non-profit organization.
6. Keep and itemized account of all receipts and disbursements for a period of seven (7) years in accordance with IRS regulations.
7. See that any required state, federal, and corporate tax documents are prepared and filed in a timely manner.
8. Present a Treasurer's Report to the Board Members at all Board Meetings.
9. Have the responsibility to provide itemized accounting to the Board Members at every monthly Board Meetings.
10. Present a Treasurer's Report at each Annual Meeting that accounts for all monies received and expended during the previous fiscal year. This report will be made available upon request.

11. Volunteer or be appointed chair of a committee if the duties of the Treasurer do not interfere with such added duty.
12. See that all annual 501(c)3 Corporation filings are done on a timely basis.
13. Have limited ability to meet CVEA expenditures on a day-to-day basis, and any capital expenditure including, but not limited to purchases of equipment, buildings and materials, and any labor must have Board approval.

**Section 4: Duties of the Board Members-at-Large**

A. The five members of the CVEA Board who are not Executive Board Members are considered Board Members-at-Large.

1. Each Board Member-at-Large shall:

- a. Be an active participant in achieving the goals of CVEA.
- b. May be allowed to be absent from no more than two (2) meetings per year.
- c. Chair one or more of the CVEA committees.
- d. If a Board Member-at Large does not volunteer to chair a committee, the President shall appoint that member to a committee.
- e. Have the responsibility to provide itemized accounting along with receipts to the Treasurer in a timely manner.

**Section 5: Duties of the Alternate Board Member**

A. The Alternate Board Member is solely an apprentice role and cannot assume any Board Member authority or privilege.

1. The Alternate Board Member is an active participant in achieving the goals of CVEA.
2. The Alternate Board Member is not voted in by the Members, but selected by majority vote of the Board.
3. May be allowed to be absent from no more than two (2) meetings per year.
4. Act as a Board Member in training to learn, observe and understand the workings of CVEA and its Board.

5. The Alternate Board Member does not have voting rights and is at no time considered part of a quorum.
6. Be willing to be voted into an open Board Member position if one were to become available.
7. Be willing to step down from the role if the Board determined it was necessary, for any reason.

## **ARTICLE V. BOARD NOMINATIONS AND BOARD ELECTIONS**

### **Section 1: Nominations for Board Positions, Including Executive Directors**

- A. Any CVEA member in good standing may be nominated by another member in good standing, or may nominate themselves, to any open Board position, excluding the President and Vice President positions, by notifying the Chairperson of the Nomination Committee.
  1. Presidential nominee must have served at least one year on the Board to run for President.
  2. Vice Presidential nominee must have served as least one year on the Board to run for Vice President.
- B. The Board shall appoint a three-member Nominations Committee: one member from the Board as oversight and three members from the General Membership who are in good standing, whose duty it is to solicit and verify nominations for the Board openings, excluding the President's and the Vice President's positions, not later than 90-days before the Annual Election Meeting.
  1. The Nominations Committee shall elect a Chair, whose duty it will be to present a verified slate of nominees to the Secretary not later than thirty (30) days before the Annual Election Meeting.
  2. The Board will certify the slate of nominations not later than (30) days before the Annual Election Meeting by a majority vote when a quorum is present.
- C. Nominees must appear at the final Annual Election meeting of the fiscal year to accept or decline their nominations and may address the Board and General Membership at that time.
- D. The Secretary shall notify the General Membership of the slate of nominees no later than fifteen (15) days before the annual General Membership Meeting.
- E. Nominees may submit a written statement of their qualifications to the Secretary.

- F. The Secretary shall prepare the ballot and any written statements to be presented at the Annual Meeting.
- G. In the event that there are no current Board Members that meet the requirements to assume an Executive Position; the President will nominate an individual member who is in good standing to temporarily fill this position, with majority Board vote.
  - 1. Candidates shall be chosen by:
    - a. Former Executive Board Members who are willing to assume the role;
    - b. Former Board Members who are willing to assume the role;
    - c. Current Board Member who does not meet requirements, but is willing to assume the role;
    - d. A member of CVEA, who does not meet requirements, but is willing to assume the role.

**Section 2: Elections of Board Positions, Excluding the President and Vice President Positions**

- A. The voting for Board Positions shall occur as follows:
  - 1. The President will call the meeting to order, so the board can install, elect, and/or appoint Board Members and Committee Chairs.
  - 2. The Secretary will determine a quorum.
  - 3. Voting shall occur as follows:
    - a. Voting will be by secret ballot, regardless of whether the ballot is paper or electronic.
    - b. The Nominations Committee will verify and count the votes.
    - c. The Nominations Chair will prepare a report of the results.
    - d. The President or designee will announce the results.

**Section 3: Staggered Elections and Special Circumstance**

- A. The following will occur upon the adoption of these CVEA by-laws by General Membership Vote for the Annual Election membership Meeting.

1. The President and Treasurer and three most senior Members-at-Large positions will be open to election during the odd years' Annual Election Membership Meeting for a two-year term and shall be open to election every two years unless otherwise amended herein.
  2. The Vice President and Secretary and two most senior Members at Large positions will be open to election during the even years' Annual Election Membership meeting for a two-year term and shall be open to election every two years unless otherwise amended herein.
- B. If a Board Member resigns or is otherwise unable to complete their term, as either an Executive Board Member or a Member-at-Large, then the Board will elect from the General Membership a person to fill in for the remainder of said term with the following exception:
1. In the event that the President resigns or is otherwise unable to complete their term, the Vice President will automatically assume the Presidency for the completion of their term.
  2. The Vice president's position will then be filled from the Board Members and nominated and elected by the Board for the remainder of that term.
  3. The Board Member's position will then be filled from the General Membership and nominated and de voted by the Board to complete the remainder of that term.
  4. All vacancies and/or resignations shall be written and delivered to the Secretary and action shall be taken to immediately fill the vacancy for the remainder of those elected terms.
  5. The Board will seek replacements from the General Membership and include the dates that nominations are due and voting will take place.
  6. Any member in good standing may apply for any vacant Board position except the President's and Vice President's positions, and if elected by the Board, will fulfill the remaining time of that position.

## **ARTICLE VI: COMMITTEES**

### **Section 1: Types, Formations, and Operations of Committees.**

#### **A. Standing Committees**

1. A Standing Committee shall be defined as a committee whose purpose is necessary and ongoing to CVEA and be created by the Board with a majority vote when a quorum is present.
2. The Board shall draft or solicit a Statement of Purpose for each Standing Committee that it shall vote to approve.
3. If no member volunteers to chair a committee, the President shall appoint a Member in good standing to chair that Committee.
4. All existing Standing Committees will be reviewed annually to determine if each Standing Committee continues to be necessary and appropriate.
5. The President has an obligation to change a Committee Chairperson if the CVEA Board member finds the role to be interfering with the CVEA Board Member's responsibilities.
6. The Chair of each Committee (Standing or Temporary) is required to report progress and recommendations made to the Board at Board Meetings.
7. The Chair of each Committee (Standing or Temporary) may appoint a Co-Chair from the General Membership for each committee he/she chairs.

#### B. Temporary Committees

1. A Temporary Committee shall be defined as a committee whose purpose is short-lived, immediate, and/or for a single event and be created by the Board with a majority vote when a quorum is present.
2. The Board shall draft or solicit a Statement of Purpose for each Temporary Committee that it shall vote to approve.
3. The President shall appoint a Member to Chair each Temporary Committee.
4. The Board will terminate the Temporary Committee when it decides it is no longer necessary.
5. The Chair of each Committee (Standing or Temporary) is required to report progress and recommendations made to the Board at Board Meetings.
6. The Committee Chairperson is required to complete minutes from each meeting and submit them to the CVEA Board Secretary no later than 7 days after the noted meeting.

7. The Chair of each Committee (Standing or Temporary) may appoint a Co-Chair from the General Membership for each committee he/she chairs.
8. The Committee Chairs and Co-Chairs (if applicable) are responsible for a detailed accounting of any monies earned, solicited, or donated, or any goods solicited or donated. Any money and receipts will be given directly to the Treasurer within 7 days for deposit.

## **Section 2: CVEA Committees**

### **A. Standing Committees include but are not limited to:**

1. Events
2. Facilities Management
3. Finance
4. Fundraising
5. Grants
6. Marketing

### **B. Special Committees, which may include but not limited to individual events, shows, and competitions.**

## **ARTICLE VII: BY-LAWS AND AMENDMENTS**

### **Section 1: By-Law Amendments Proposed by the CVEA Board**

- A. Any two or more Board Members may propose a by-law amendment.
- B. Any member in good standing may petition for a By-law amendment.
  1. The member will present the proposed By-Law amendment to the Board.
  2. The Board will vote on pursuing the amendment to general membership vote.
- C. The Secretary will notify the General Membership of a vote on a proposed By-Law amendment at least two weeks prior to the vote date.
  1. Any member over the age of 16 years, who is in good standing within CVEA are eligible to vote.

2. Family memberships are entitled to one vote per family.
3. A majority vote of the General Membership will include: members who are physically present; present via live stream; or those who have voted electronically.
4. The outcome will be determined by majority vote of total votes presented.
5. A majority vote of the General Membership present shall be necessary to pass a By-Law amendment.

## **ARTICLE VIII: DISSOLUTION**

### **Section 1: Dissolution of CVEA**

- A. The dissolution of CVEA shall only be carried out as described in the Articles of Incorporation in the State of Arizona.
- B. The distribution of any CVEA assets will be determined with the Town of Chino Valley, Arizona.

## **ARTICLE IX: MISCELLANEOUS**

### **Section 1: Calendar and Schedules**

- A. Within 30 days of the beginning of each fiscal year, the Board will establish and publish to the General Membership a calendar of the CVEA Board Meetings and General Membership Meetings and Annual Election membership Meeting.
- B. The calendar will be updated monthly to show additions and adjustments.

### **Section 2: Conflicts of Interest**

- A. A conflict of interest may exist when the interests of any Board Member may be or appear to be seen as competing with the interests or activities of the CVEA as stated in the Articles of Incorporation in the State of Arizona.
- B. Known or Potential Conflicts: Any known or potential conflict of interest shall be disclosed to the Board.
- C. The Board shall establish a Conflict of Interest Policy that ensure compliance within the Board.
- D. Annually, each Board Member shall verify in writing to the Board as a whole and in compliance with the rules set forth in the CVEA Articles of Incorporation in the State of



Arizona that she/he has no conflict or potential conflict of interest that would impair the member's service as a Board Member.

**Section 3: Books, Records, and Funds**

- A. CVEA shall keep correct and compete books and records of all financial accounts and other records of activities of the organization as may be appropriate for a minimum of seven (7) years.
- B. The fund of CVEA shall be kept in a depository/bank/credit union approved by the Board members.
  - 1. The President and Treasurer shall be the only signers on all account signature cards.
  - 2. CVEA and all its Membership shall not lend CVEA's money in any way nor use its credit to assist any individual.

**Section 4: Indemnification**

- A. The CVEA Board Members may, to the extent permitted by law and depending on the specific situation, indemnify a current or former Board Officer or Board Member-at-Large from and against any judgement, award, settlement, reasonable attorney's fees and other costs and expenses in connection with the defense of any action, proceeding, or claim brought by a third party or member of the General Membership or by the Board itself.
- B. The CVEA Board Members may indemnify itself or individual Board members, provided that:
  - 1. The Board acted in good faith at all relevant times.
  - 2. The Board reasonably believed his/her conduct was in the best interests of CVEA.
- C. The Board may purchase insurance to cover this indemnification obligation and be liable only to the extent of the applicable limits of such insurance.

**Section 5: Notifications:**

- A. All notifications as described in these by-laws shall be considered delivered through the following means:
  - 1. By USPS, appropriately addressed and with correct postage, and when appropriate, by certified and receipted mail.

2. By electronic mail to the Board or General Membership, using a “blind copy” status to protect the privacy of the General Membership, when it leaves the sender’s domain.
3. Accessible through the CVEA web site.

**Section 6:** Effective Date and Implementation of New By-Laws

- A. The adoption of any new By-Laws become effective immediately upon vote.