

ARTICLE I – NAME, LOCATION, AND PURPOSE

The name of this organization shall be Metropolitan Horsemen's Association (MHA). The organization is a domestic non-profit business entity acting as a social club registered with the State of California under entity #C0187368. It is located in Oakland, California and serves Alameda and Contra Costa counties. The MHA Clubhouse address is 10060 Skyline Blvd, Oakland, CA 94611 with Sequoia Arena located across the road at 10013-10553 Skyline Blvd, Oakland, CA 94611 in Joaquin Miller Park.

SECTION ONE – PURPOSE

1. To provide an organization for the promotion and advancement of good horsemanship and equestrian sports.
2. To foster and support legislation for the advancement and protection and general welfare of horse owners including the exhibiting of horses and the interest of all those generally interested in horsemanship.
3. To secure the construction and maintenance of equestrian paths and trails and provide for the protection of said paths and trails.
4. To provide stewardship, in conjunction with the City of Oakland, of the MHA Clubhouse and Sequoia Arena properties.

ARTICLE II – ORGANIZATION

SECTION ONE – BOARD OF DIRECTORS

- A. The Board of Directors shall consist of six (6) general officers (President, Vice President, Secretary, Treasurer, Membership Coordinator, and Historian/Archivist) and one (1) Junior Advisor, all of whom shall be elected in accordance with ARTICLE VI of these bylaws. The Board shall also maintain up to ten (10) at-large general board members.
- B. Midterm vacancies of any office except President will be filled by majority vote of the Board of Directors.
- C. Removal from office:
 1. An officer may be removed from office for non-performance of duties.
 - a) Two (2) unexcused absences from generally scheduled Board of Directors meetings constitute non-performance.
 - b) Four (4) absences, excused or not, will result in automatic removal from the Board of Directors.
 2. An officer may be removed from the Board of Directors in accordance with ARTICLE III, SECTION FIVE of these bylaws.

3. An officer may be removed from the Board of Directors by a two-thirds (2/3) majority vote of the members present at a Board meeting.

D. Term limits:

1. A person may serve as President for no more than two (2) terms in succession.
2. The term for general Board of Director positions shall be two (2) years.
3. The term for the Junior Advisor Board of Director position shall be one (1) year.

E. Eligibility

1. A person must be a member in good standing prior to being elected to any position on the Board of Directors. It is required that a person be a member of the MHA for one (1) year and attend all general meetings prior to being elected to the Board of Directors.

F. Duties:

1. To conduct, manage, and control the affairs and business of the organization in a manner consistent with these bylaws.
2. Maintain a prudent financial management program.
3. Establish policies for their term with Board approval.
4. Seek to promote the organization within the community at large.

SECTION TWO - OFFICERS AND DUTIES

A. President:

The President is the head of the Board of Directors and the Chief Operating Officer of the Metropolitan Horsemen's Association and as such shall:

1. Preside at all general and special meetings of the membership and at all Board of Directors meetings.
2. Serve as an ex officio member of all committees, except nominating.
3. The President shall serve as the primary liaison with the City of Oakland, keep all contracts current, and ensure compliance of all parties involved.
4. The President is responsible for generating the agenda for all meetings and shall generate and distribute the agenda via email at least seventy-two (72) hours prior to the meeting date.

B. Vice President:

1. Assist the President.
2. Perform the duties of the President in his/her absence.
3. Assume the duties of the President should a mid-term vacancy occur.

C. Secretary:

1. Following MHA standards, keep attendance records and minutes of all general membership and Board of Directors meetings.
2. Have custody of all records and documents, except those pertaining to the duties of the Treasurer and the Historian/Archivist, and maintain a file of said records and documents in the clubhouse office. The Secretary shall submit a copy of records and documents to the webmaster for posting on the MHA webpage.
3. Maintain a copy of these bylaws.
4. Have a typed or legible set of approved minutes of general membership and Board of Directors meetings on file in the clubhouse office.
5. Send copies of the minutes from previous meetings to the Board of Directors and/or general membership via email within seventy-two (72) hours after the end of each meeting.
6. Conduct correspondence at the direction of the President and/or the Board of Directors.
7. Submit all correspondence to the President or Board of Directors for approval prior to release.

D. Treasurer:

1. Collect the organization's monies under the direction of the Board of Directors.
2. Maintain banking, investment accounts, and checkbook as necessary in the corporate name.
3. Maintain the budget and make a financial report at each general membership and Board of Directors meeting.
4. Make all financial records available as required in these bylaws or by the President.
5. The treasurer shall be responsible for maintaining the organization's post office box and key.
6. The treasurer shall be responsible for maintaining the organization's insurance policies.
7. The Treasurer is responsible for making timely payments on any invoices incurred by the MHA. Invoices over the amount of one hundred fifty (150) dollars that are not general expenses shall be brought before the Board of Directors to be ratified.

E. Membership Chairperson:

1. Maintain the membership roster, membership database, and mailing list.
2. Invoice membership dues.
3. Maintain membership supplies inventory.
4. Oversee a membership subcommittee if needed.

F. Historian/Archivist:

1. Document, archive, and maintain the organization's significant resources.
2. Digitize as much of the historic information available as possible before it is lost to deterioration.

G. Junior Advisor:

1. Serve as a liaison between the Pony Club and other junior members of the MHA and the equestrian community.

ARTICLE III – MEMBERSHIP

SECTION I – ELIGIBILITY

- A. Any person eighteen (18) years of age or older, who agrees with the purposes and objectives of the organization as set forth in ARTICLE I of this document is eligible for membership.

SECTION II – TYPES OF MEMBERSHIP

A. ACTIVE MEMBER:

1. Any person who has paid current dues is an Active Member.
2. An Active Member has one vote at all meetings of the general assembly.
3. The Board of Directors may establish different levels of Active Membership.

B. LIFE MEMBER:

1. Any person who has served as MHA President in the past automatically achieves Life Member status.
2. Life Members retain all rights and privileges of Active Membership without further obligation to pay dues or renew membership annually.

C. HONORARY MEMBER:

1. Any person who has performed outstanding service or made significant contribution to the Metropolitan Horsemen's Association may be awarded Honorary Membership.
2. A two-thirds (2/3) vote of the Board of Directors is required to confer Honorary Membership.
3. An Honorary Membership shall extend for one (1) year and may be renewed by the Board of Directors.
4. Honorary Members shall have none of the obligations of membership but shall be entitled to all of the privileges except those of making motions, of voting, and of holding office.

D. JUNIOR MEMBER:

1. Any person seventeen (17) years of age or younger who has an expressed interest in horses consistent with the purpose of the Metropolitan Horsemen's Association and who is current in payment of dues, is a Junior Member retaining all applicable rights and privileges. Junior Members are not eligible to vote.

SECTION FOUR – TERMINATION OF MEMBERSHIP

- A. Membership shall terminate on occurrence of any of the following events:
 1. Resignation of member.
 2. Failure of member to pay annual dues.
 3. Expulsion or suspension of member under ARTICLE III, SECTION FIVE of these bylaws.

SECTION FIVE – SUSPENSION AND EXPULSION

- A. A member may be suspended or expelled for good cause, which includes, but is not limited to serious failure to observe appropriate conduct and/or conduct calculated to impair the good name, reputation, or purpose of the Metropolitan Horsemen's Association as deemed by a two-thirds (2/3) vote of the Board of Directors.

ARTICLE IV – ADMINISTRATION**SECTION ONE - GENERAL MEETINGS**

- A. General meetings of the general membership shall be held quarterly. A meeting of the Board of Directors may be held prior to the general meeting.
- B. The active members present at general meetings shall constitute a quorum for the conduct of business.
- C. Minutes of the general meeting will be published by the Secretary prior to the next meeting.

SECTION TWO - BOARD MEETINGS

- A. The Board of Directors shall meet on the third Wednesday of each month at 7:00 pm at the MHA Clubhouse at 100600 Skyline Boulevard, Oakland, CA 94602 unless a majority of the Board of Directors agrees otherwise.
- B. Two-thirds (2/3) of the Board Members shall constitute a quorum for the transaction of any business that comes before it.
- C. Special Board of Directors meetings may be requested by any Board Member or three (3) active members of the Metropolitan Horsemen's Association.

- D. Board of Directors meetings are open to the general membership, but may be closed by the Board of Directors or President when deemed appropriate.
- E. Minutes of Board of Directors meetings will be published via email within seventy-two (72) hours after the end of each meeting. The minutes of closed sessions may or may not be published at the discretion of the Board.

SECTION THREE – COMMITTEES

- A. Committees shall be formed and disbanded as needed.

SECTION FOUR – VOTING

- A. Active members present at meetings of the membership are entitled to one (1) vote each on all matters requiring such.
- B. Voting by proxy is permitted provided written notification has been given in advance.
- C. At meetings of the membership, voting on all matters may be by voice or ballot except in those cases where a ballot vote is required by these bylaws.
- D. All matters coming before the membership requiring a vote will be decided by a two-thirds (2/3) majority of the members voting, unless otherwise required by these bylaws.
- E. At Board of Directors meetings, assuming a quorum is present, a simple majority of those voting will decide the matter at hand unless a greater majority is required.

SECTION FIVE – PARLIAMENTARY AUTHORITY

- A. The business and meetings of the Metropolitan Horsemen's Association shall be governed by these bylaws.
- B. Should the bylaws be silent on any issue, Robert's Rules of Order Newly Revised shall govern.
- C. The President may appoint a Parliamentarian.

ARTICLE V – DUES AND FEES

SECTION ONE – INITIATION FEES

- A. The Metropolitan Horsemen's Association does not charge an initiation fee.

SECTION TWO – DUES

- A. Each member, unless otherwise exempted, must pay annual dues as established by the Board of Directors to maintain active member status.

- B. Annual dues shall be reviewed by the Board of Directors at the October Board meeting. Any proposed changes shall be voted on by the Board of Directors at the October Board meeting. Any change in dues passed by the Board shall take effect January 1st of the following year.

SECTION THREE – ASSESSMENTS

- A. Members may be assessed for damage that the member caused to any MHA property.

ARTICLE VI -- ANNUAL MEETING/ELECTIONS

SECTION ONE – NOMINATING COMMITTEE

- A. A Nominating Committee consisting of at least three active members shall be appointed by the President at the general membership meeting in September and shall be in charge of running the election at the Annual Meeting.

SECTION TWO – CANDIDATE SELECTION

- A. The Nominating Committee shall submit a list of candidates for Board of Directors in October, at which time nominations will open and remain so until closed just prior to balloting at the Annual Meeting. All candidates shall have fulfilled eligibility requirements prior to nomination.

SECTION THREE – ELECTION TO OFFICE

- A. The election of all Board Members shall take place at the Annual Meeting in January.
- B. Candidates not present at the time of election must express their willingness to accept office in writing prior to the election.
- C. Elections shall be conducted by the Nominating Committee and voting shall be by secret ballot at the Annual Meeting.
- D. Elections shall be decided by a simple majority vote at the Annual Meeting.
- E. The election of Officers shall be decided by the Board of Directors and take place at the next regularly scheduled Board of Directors meeting following the Annual Meeting.

SECTION FOUR – INSTALLATION AND TERM OF OFFICE

- A. Newly elected officers shall be installed at the next regularly scheduled Board of Directors meeting.
- B. A joint meeting of both the current and newly elected officers shall be held at the next regularly scheduled Board of Directors meeting.

- C. Term of office is to run from January 1st through the following December 31st.
- D. Terms shall be arranged so that half of the at large board members will be elected during even numbered years and the other half of the at large board members will be elected during odd numbered years.

SECTION FIVE – JUNIOR ADVISOR SELECTION AND ELECTION

- A. Each year the MHA shall solicit candidates for the position of Junior Advisor for the following year.
- B. The Board of Directors shall meet to discuss the candidates. Nominations shall be made no later than the November Board of Directors meeting. The Junior Advisor shall then be appointed by majority vote at the Annual Meeting.

ARTICLE VII – BYLAWS

SECTION ONE – AMENDMENT PROCEDURES

- A. These bylaws may be amended or revised by two thirds (2/3) vote of the Board of Directors at a Board meeting. Amendments will take effect upon adoption and will be added to the bylaws.

SECTION TWO – DISTRIBUTION

- A. A copy of these bylaws and amendments thereto will be posted to the MHA website.

ARTICLE VIII - ORGANIZATION ACTIVITIES & ERRATA

SECTION ONE – ACTIVITIES

- A. Recurring Activities:
Recurring activities are limited to the purpose of the organization as described in ARTICLE I. These activities are limited to general and ongoing operating affairs of the organization such as schooling shows, community days, trail rides, clinics, and those activities necessary to sustain itself.
- B. Non-Recurring Activities:
Non-recurring activities such as significant capital improvements, encumbrances, organizational restructuring, dissolution, and changes in tax exempt status shall be approved by two-thirds (2/3) of the Board of Directors unless otherwise stated in these bylaws.

C. Prohibited Activities:

The organization shall not be involved directly or indirectly in activities that would jeopardize its status, nor support political initiatives and political campaigns that do not directly involve the equine world, horse trail preservation, etc. These activities are prohibited.

SECTION TWO -- ERRATA

A. Facility Use:

Use of MHA facilities, properties, etc. by organizations or individuals other than MHA members or representatives of the City of Oakland is subject to approval by the Board of Directors or the City of Oakland. MHA members may not use MHA facilities without prior authorization from the Board of Directors.

B. No member may use MHA facilities, equipment, etc. for personal profit or gain without prior approval from the Board of Directors.

C. The Board of Directors shall not enact any policies that grant special privileges or benefits to the Board members that are not also available to general members or the public.

D. Dissolution:

In the event that the Metropolitan Horsemen's Association should dissolve or terminate for any reason, a committee shall be formed consisting of the immediate President and four (4) active members elected by the general membership. The purpose of this committee will be to disburse all assets to charitable organizations directly pertaining to the objectives of the Metropolitan Horsemen's Association.