

YUCAIPA EQUESTRIAN ARENA COMMITTEE, INC.

RESTATED BYLAWS

Bylaws for the regulation, except as otherwise provided by it's
Articles of Incorporation, of
Yucaipa Equestrian Arena Committee, Inc., a California Nonprofit Corporation

ARTICLE 1 NAME, PURPOSE, AND MEMBERSHIP

Section 1. NAME. The name and identification of the organization shall be "Yucaipa Equestrian Arena Committee, Inc." (herein, "Corporation"). Yucaipa Rodeo Committee is a subcommittee of the Corporation; therefore, they are under the guidelines of the Corporation Bylaws.

Section 2. PURPOSE. There will be six (6) primary objectives of this organization: (1) Promote community awareness of equestrian events. (2) Maintain, upgrade, and preserve the arena and the environment adjacent to the arena. (3) Help preserve Yucaipa's rural heritage by expanding usage of equestrian events and related activities. (4) Community involvement: The Corporation will generate public awareness and promote the total involvement of all members of the community with programs such as trail rides, gymkhanas, shows, barbecues, and other equine associated activities. (5) Community service: Profits earned from various activities will be used to maintain the City owned arena in which the activities are being held. (6) Gymkhanas and shows: Develop skills in relation to horses.

Section 3. MEMBERSHIP. Corporation Membership shall consist of memberships represented by a single Member consisting of those persons listed on the Corporation membership application. All people, regardless of race, color, creed, or religious affiliation will be eligible to join this organization. Membership in this organization shall be limited and shall be subject to the approval of the existing Members. An Application for Membership shall be considered by the existing Members at a regular meeting when the applicant has attended six meetings in-person and two events of the Yucaipa Equestrian Area Committee. After a prospective member attends six meetings in-person and two events within a one-year period of time, the existing Members may decline to accept the applicant as a Member, or, if favorable received by a vote of secret ballot, or four-fifths of the members present at the meeting, prospective members shall be invited to join by written invitation (email is fine). The above membership guidelines for new members also apply to existing members to remain in good standing. All Members must agree to and sign the existing Code of Conduct. No part of the net income or assets of this organization shall inure to the benefit of private persons. (For the Rodeo (Sub)Committee, Members may not serve on another Rodeo Committee.)

ARTICLE II OFFICERS

Descriptive: Wherever it reads "Board", this refers to the Board of Directors.

*An Officer shall not be a Director.

Section 1. OFFICERS. The officers of the Corporation shall be a President, a Secretary, and a Chief Financial Officer. The Corporation may also have, at the discretion of the Board, one or more Vice Presidents, one or more Assistant Secretaries, one or more Assistant Treasurers, and such other officers as may be elected or appointed in accordance with the provisions of Section 3 of this Article.

Section 2. ELECTION. The officers of the Corporation, except such Officers as may be elected or appointed in accordance with the provision of Section 3 or Section 5 of this Article, shall be chosen by the Board annually at each January meeting of the Members, and shall serve at the pleasure of the Board, and shall hold their respective offices until their resignation, removal, or other disqualification from service, or until their respective successors shall be elected.

Section 3. SUBORDINATE OFFICERS. The Board may elect and empower the President to appoint such other officers as the business of the Corporation may require, each of whom shall hold office for such period, have such authority, and perform such duties as are provided in the bylaws or as the Board may from time to time determine.

Section 4. REMOVAL AND RESIGNATION. Any Officer may be removed, with cause by a majority of the Board of Directors at that time in office, at any time. Cause shall consist of acts involving willful misconduct, gross negligence, policy violations or failure to perform duties. Any Officer may resign at any time by giving written notice to the Board. Any such resignation shall take effect on the date of receipt of such notice or at any later time specified therein; and unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

Section 5. VACANCIES. A vacancy in any office because of death, resignation, removal, disqualification, or any other cause shall be filled in a manner prescribed in these Bylaws for the regular election or appointment to such office.

Section 6. PRESIDENT. The President shall be the general manager and chief executive officer of the Corporation and shall have, subject to the control of the Board, general supervision, direction, and control of the business and Officers of the Corporation. The President shall preside at all meetings of the Members and all meetings of the Board. The President shall have the general powers and duties of management usually vested in the office of President and general manager of a corporation and such other powers and duties as may be prescribed by the Board.

Section 7. VICE PRESIDENT. In the absence or disability of the President, the Vice Presidents, in order of their rank as officers by the Board, or, if not ranked, the Vice President designated by the Board, shall perform all the duties of the President, and when so acting shall have all the powers of, and be subject to all the restrictions upon, the President. The Vice Presidents shall have such other powers and perform such other duties as from time to time may be prescribed for them respectively by the Board.

Section 8. SECRETARY. The Secretary shall keep, or cause to be kept, at the principal executive office or such other place as the Board may order, a book of minutes of all meetings of Members, the Board and its committees with the time and place of holding, whether regular or special, and, if special, how authorized, the notice thereof given, and the names of those present at Board and Corporation meetings. The Secretary shall keep, or cause to be kept, a copy of the bylaws of the Corporation at the principal executive office or business office in accordance with Section 213 of the California General Corporation Law.

The Secretary shall keep, or cause to be kept, at the principal executive office or at the office of the Corporation, a record and maintained roster of active Members, newsletters, activity lists, or other publication necessary as prescribed by the Board.

The Secretary shall give, or cause to be given, notice of all meetings of the Members and of the Board and of any committees thereof required by these bylaws or by law to be given, and shall have such other power and perform such other duties as prescribed by the Board.

Section 9. CHIEF FINANCIAL OFFICER. The Chief Financial Officer shall be the treasurer of the Corporation and shall keep and maintain, or cause to be kept and maintained, adequate and correct accounts of the properties and business transactions of the Corporation and shall send or cause to be sent to the Members of the Corporation such financial statements and reports as are by law or these Bylaws required to be sent to them. The books of account shall at all times be open to inspection by any Director.

The Chief Financial Officer shall deposit all monies and other valuables in the name and to the credit of the Corporation with such depositories as may be designated by the Board. The Chief Financial Officer shall disburse the funds of the Corporation as may be ordered by the Board, shall render to the President and Directors, whenever they request it, an account of all transactions as Chief Financial Officer and of the financial condition of the Corporation, and shall have such other powers and perform such other duties as may be described by the Board.

ARTICLE III PRINCIPAL ADDRESS AND MEETINGS

Section 1. PRINCIPAL ADDRESS. The principal address of the Corporation shall be designated as P.O. Box 802, Yucaipa, CA 92399. The Board of Directors is hereby granted full power and authority to change said principal address from one location to another. This section may be amended to state the new location.

Section 2. PLACE OF MEETINGS. Meetings of Members may be conducted, either in whole or in part, by electronic video screen communication or may be held at any place within the state of California that may be designated either by the Board or by the written consent of all persons entitled to vote thereat, given either before or after the meeting and filed with the Secretary.

Section 3. GENERAL AND ANNUAL MEETINGS. General meetings of Members shall be held each month at a date and time prescribed by the Board. An annual meeting shall be held in place of the general meeting in the month of January, at which time the Members shall elect the Board of Directors pursuant to Article IV, Section 3.

Section 4. SPECIAL MEETINGS. Special meetings may be called at any time by the Board, the President, or by a 75% vote of membership.

Section 5. NOTICE OF MEETINGS. Notice of meetings, annual or special, shall be given in writing not less than ten (10) or more than sixty (60) days before the date of the meeting to Members entitled to vote thereat by the Secretary. Such notices or any reports shall be given personally or by mail, or other means of communication as provided in California Corporations Code Section 601, and shall be sent to the Member's address appearing on the books of the Corporation, or supplied by him or her to the Corporation for the purposes of notice, and in the absence thereof, as provided in California Corporations Code Section 601 by posting notice at a place where the Corporation's principal executive office is located or by publication at least once in a newspaper of general circulation in the county in which the principal executive office is located. Notice of any meeting shall state the place, date, and hour of the meeting and general nature of the business to be transacted and (1) in the case of a special meeting, the general nature of the

business to be transacted, and no other business may be transacted, or (ii) in the case of an annual meeting, those matters which the Board of Directors, at the date of the mailing of notice, intends to present for action by the Members. At any meetings where directors are elected, notice shall include the names of the nominees, if any, intended at the date of notice to be presented by the management for election.

Section 6. QUORUM. The presence in person or by proxy of a majority of the membership entitled to vote at the annual meeting shall constitute a quorum. The presence in person of a majority of Directors at a general meeting shall constitute a quorum.

Section 7. VOTING. Voting shall in all cases be subject to the provisions of Chapter 7 of the California General Corporation Law. A Member who is in good standing and has met the in-person attendance requirements set forth below may vote in person or by proxy.

All elections for Directors must be by ballot upon demand made by a Member at the meeting before the voting begins. In the event that the Members' vote is evenly split in any particular matter, the President shall decide the matter.

In any election of Directors, the candidates receiving the highest number of votes of the shares entitled to be voted for them, up to the number of Directors to be elected by such votes are elected.

1. Prerequisite for Voting Eligibility. A Member shall be eligible to vote at any meeting of the Members only if: a) the Member is in good standing; b) the Member has attended, in-person, at least six (6) meetings of the Members during the twelve (12) months immediately preceding the meeting at which the vote is to be taken; and c) the Member has attended, in-person, the two (2) meetings of the Members immediately preceding the meeting at which the vote is to be taken.

2. Definition of In-Person Attendance. For purposes of the voting eligibility requirement, "in-person" attendance means the physical presence of a member at the designated meeting location for the duration of the meeting, or, if the member arrives late or departs early, for at least seventy-five percent (75%) of the meeting duration as measured from the call to order to adjournment.

a) Excluded Forms of Participation. Participation by telephone, video conference, or any other form of remote electronic communication does not constitute in-person attendance and shall not be counted toward satisfaction of the in-person attendance requirements, even if such remote participation is otherwise permitted under the Corporation's governing documents.

b) Proxy Attendance Excluded. Attendance by proxy or representative does not satisfy the in-person attendance requirements; the Member seeking voting eligibility must personally attend.

3. Verification and Record of Attendance.

a) Attendance Register. The Secretary of the Corporation shall maintain an attendance register recording the name of each Member present in-person at each meeting of the Members, the date of the meeting, and the time of the Member's arrival and departure if the Member does not attend for the full duration.

b) **Sign-In Requirement.** Each Member attending a meeting in-person shall sign the attendance register upon arrival at the meeting location. Failure to sign the attendance register may result in the Member's attendance not being recorded for purposes of voting eligibility unless the Member's presence is otherwise documented in the meeting minutes or confirmed by the Secretary.

c) **Attendance Verification.** A Member may request written confirmation of their attendance record from the Secretary at any time. The Secretary shall provide such confirmation within ten (10) business days of the request.

4. Effect On Voting Eligibility.

a) **Ineligibility to Vote.** A Member who has not satisfied the in-person attendance requirements shall not be permitted to vote on any matter brought before the Members at a meeting, including, but not limited to:

- i. Election of directors or officers;
- ii. Approval of mergers, dissolutions, or sale of substantially all assets;
- iii. Approval of the annual budget; and
- iv. Any other matter requiring a vote of the membership.

b) **Notice of Ineligibility.** The Secretary shall notify any member who is ineligible to vote due to insufficient in-person attendance at least ten (10) days prior to a scheduled meeting of the Members, if practicable. Such notice shall specify the number of in-person meetings attended by the Member during the preceding twelve (12) months and the number of in-person meetings attended by the Member during the preceding two (2) months and the number of additional meetings the Member must attend in-person to regain voting eligibility.

c) **Quorum Calculation.** Members who are ineligible to vote due to insufficient in-person attendance shall not be counted in determining whether a quorum is present at a meeting of the Members.

d) **Restoration of Eligibility.** A Member who is ineligible to vote may restore voting eligibility by attending the requisite number of meetings in-person during the twelve (12) month and two (2) month periods preceding any subsequent meeting. Voting eligibility shall be determined separately for each meeting based on the Member's attendance record during the twelve (12) months immediately preceding that meeting.

5. Exceptions.

a) **Disability or Medical Hardship.** The Board of Directors may, in its sole discretion, waive the in-person attendance requirement for a Member who demonstrates that in-person attendance is not reasonably possible due to a documented disability, serious illness, or other medical hardship. Any such waiver shall be granted in writing and may be conditioned upon alternative forms of participation as determined by the Board.

b) **Emergency Circumstances.** In the event of a declared public health emergency, natural disaster, or other extraordinary circumstance that makes in-person meetings impracticable or unsafe, the Board of Directors may temporarily suspend the in-person attendance requirement for voting eligibility by resolution adopted by a majority of the Board. Any such suspension shall specify its duration and the alternative voting eligibility criteria, if any, that shall apply during the suspension period.

6. **Effective Date.** This voting eligibility requirement shall take effect on August 1, 2026.

ARTICLE IV BOARD OF DIRECTORS

Descriptive: Wherever it reads "Board", this refers to the Board of Directors.
A Director shall not be an Officer.

Section 1. **POWERS.** Subject to the provisions of the General Corporation law of California and subject to any limitations of the Articles of Incorporation, and these Bylaws, relating to action required to be approved by the Members, the business and affairs of the corporation shall be managed, and all corporate powers shall be exercised by or under the direction of the Board.

Section 2. **NUMBER AND QUALIFICATIONS OF DIRECTORS.** The authorized number of Directors shall be not less than three (3) and no more than five (5). Beginning in the year 2026, there will be three (3) Directors. The number of authorized Directors of the Corporation may be changed by amendment to the Articles of Incorporation or by amendment to this Section 2 of Article IV of these Bylaws, adopted by the vote or written consent of the Members entitled to exercise majority voting power, as provided in California Corporations Code Section 212.

Section 3. **ELECTION AND TERM OF OFFICE OF DIRECTORS.** Directors shall be elected at each January meeting of Members but if any such general meeting is not held or the Directors whose terms are expiring are not elected thereat, the Directors may be elected at any special meeting of Members held for that purpose. Each Director shall hold office from the date elected until the expiration of his/her initial term, and/or until a successor has been elected/designated. Directors shall be elected for terms of three (3) years at the January general meeting of the Members to fill vacancies then occurring. With 3-year terms staggered, there will be one (new) director elected/re-elected every year.

Section 4. **VACANCIES.** A vacancy in the Board of Directors shall be deemed to exist in the event of the death, resignation, or removal of any Director, or if the Members fail, at any meeting of the Members at which any Directors are elected, to elect the full number of authorized Directors. Any Director may resign effective upon giving written notice to any other Director. Vacancies in the Board may be filled by a majority of the remaining Directors, though less than a quorum, or by a sole remaining Director, and each Director so elected shall hold office for the unexpired portion of the term of the vacancy or until a successor has been elected, except that a vacancy created by the removal of a Director may be filled only by the Members, either by a vote of the majority of Members at a duly held meeting at which a quorum is present, or by the written consent of a majority of the Members entitled to vote.

The Members may elect a Director or Directors at any time to fill any vacancy or vacancies not filled by the Directors. Any such election by written consent requires the consent of a majority of the outstanding Members entitled to vote.

Section 5. ACTS OF THE BOARD. Every act or decision by a majority of the Directors present shall be regarded as the act of Board of Directors, subject to the provisions of the California Nonprofit Corporation law especially those provisions relating to (i) approval of contracts or transactions in which a Director has a direct or indirect material financial interest, (ii) appointment of committees, and (iii) indemnification of Directors. A meeting at which a quorum is initially present may continue to transact business, notwithstanding the withdrawal of Directors, if any action taken is approved by at least a majority of the required quorum for that meeting.

Section 6. MINUTES. Copies of minutes of all actions taken by the Board pursuant to any general or special meeting shall be provided by the Secretary to all the then current Directors and Members of the Corporation. Copies of said minutes shall be provided within thirty (30) days of the date of the said action by the Board and shall be considered to be delivered when provided at the following monthly meeting.

ARTICLE V INDEMNIFICATION

Section 1. DEFINITIONS. For the purposes of this Article, "agent" includes any person who is or was a director, officer, employee, or other agent of the Corporation, or is or was serving at the request of the Corporation as a director, officer, employee, or other enterprise, or was a director, officer, employee, or agent of a foreign or domestic corporation which was a predecessor corporation of the Corporation or of another enterprise at the request of such predecessor corporation; "proceeding" includes any threatened, pending or completed action or proceeding, whether civil, criminal, administrative, or investigative; and "expenses" includes attorneys' fees and any expenses of establishing a right to indemnification under Section 4 or Section 5 c.

Section 2. INDEMNIFICATION IN ACTIONS BY THIRD PARTIES. The Corporation shall have power to indemnify any person who was or is a party or is threatened to be made a party to any proceeding (other than an action by or in the right of the Corporation) by reason of the fact that such person is or was an agent of the Corporation, against expenses, judgment, fines, settlements, and other amounts actually and reasonably incurred in connection with such proceeding if such person acted in good faith and in a manner such person reasonably believed to be in the best interest of the Corporation and, in the case of criminal proceeding, had not reasonable cause to believe the conduct of such person was unlawful. The termination of any of such proceeding by judgment, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent shall not, of itself, create a presumption that the person did not act in good faith and in a manner which the person reasonably believed to be in the best interest of the Corporation or that person had reasonable cause to believe that the person's conduct was unlawful.

Section 3. INDEMNIFICATION IN ACTIONS BY OR IN THE RIGHT OF THE CORPORATION. The Corporation shall have power to indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending, or completed action by or in the right of the Corporation to procure a judgment in its favor by reason of the fact that such person is or was an agent of the Corporation to procure a judgement in its favor by reason of the fact that such person is or was an agent of the Corporation, against expenses actually and reasonably incurred by such person in connection with the defense of

settlement of such action if such person acted in good faith, in a manner such person believed to be in the best interests of the Corporation, and with such care, including reasonable inquiry, as an ordinary prudent person in a like position would use under similar circumstance. No indemnification shall be made under this Section 3:

- (a) In respect to any claim, issue, or matter as to which such person shall have been adjudged to be liable to the Corporation in the performance of such person's duty to the Corporation, unless and only to the extent that the court in which such action was brought shall determine upon application that, in view of all the circumstances of the case, such person is fairly and reasonably entitled to indemnify for the expenses which such court shall determine;
- (b) Of amounts paid in settling or otherwise disposing of a threatened or pending action, with or without court approval; or
- (c) Of expenses incurred in defending a threatened or pending action that is settled or otherwise disposed of without court approval.

Section 4. INDEMNIFICATION AGAINST EXPENSES. To the extent that an agent of the Corporation has been successful on the merits in defense of any proceeding referred to in Sections 2 or 3 or in defense of any claim, issue or matter therein, the agent shall be indemnified against expenses actually and reasonably incurred by the agent in connection therewith.

Section 5. REQUIRED DETERMINATIONS. Except as provided in Section 4, any indemnification under this Article shall be made by the Corporation only if authorized in the specific case, upon a determination that indemnification of the agent is proper in the circumstances because the agent has met the applicable standard of conduct set forth in Section 2 or 3 by:

- (a) A majority of the quorum consisting of Directors who are not parties to such proceeding;
- (b) The court in which such proceeding is or was pending upon application made by the Corporation or the agent or the attorney or other person rendering services in connection with the defense, whether or not such application by the agent, attorney or other person is opposed by the Corporation.

Section 6. ADVANCE OF EXPENSE. Expense incurred in defending any proceeding may be advanced by the Corporation prior to the final disposition of such proceeding upon receipt of an undertaking by or on behalf of the agent to repay such amount unless it shall be determined ultimately that the agent is entitled to be indemnified as authorized in the Article.

Section 7. OTHER INDEMNIFICATION. No provision made by the Corporation to indemnify it or its subsidiaries' Directors or Officers for the defense of any proceeding, whether contained in the Articles, bylaws, a resolution of Members or Directors, and agreement, or otherwise, shall be valid unless consistent with this Article. Nothing contained in the Article shall affect any right to indemnification to which persons other than such Directors and Officers may be entitled by contract or otherwise.

Section 8. FORMS OF INDEMNIFICATION NOT PERMITTED. No indemnification or advance shall be made under this Article, except as provided in Section 4 or Section 5 in any circumstance it appears.

- (a) That it would be inconsistent with a provision of the Article, bylaws, a resolution of the Members or any agreement in effect at the time of the accrual of the alleged cause of action asserted in the

- proceeding in which the expenses were incurred or other amounts were paid which prohibits or otherwise limits indemnification; or
- (b) That it would be inconsistent with any condition expressly imposed by a court in approving a settlement.

Section 9. INSURANCE. The Corporation shall have power to purchase and maintain insurance of behalf of any agent of the corporation against any liability asserted against of incurred by the agent in such capacity or arising out of the agent's status as such whether or not the Corporation would have the power to indemnify the agent against such liability under the provision of this Article.

ARTICLE VI AMENDMENTS

These bylaws may be amended or repealed either by approval of the BOARD or by a 75% majority of the voting Members.
