

Bylaws
of
Orinda Horse Association

October 22, 2022

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**BYLAWS OF
ORINDA HORSE ASSOCIATION**

ARTICLE I. NAME AND PURPOSE

Section I.01 Corporate Name and Purpose. The name of this corporation is ORINDA HORSE ASSOCIATION. The purpose of this corporation, as set forth in its Articles of Incorporation, is to operate a horse club for the exclusive use and enjoyment of members. This name and purpose can only be changed by amending the corporation's Articles of Incorporation, and any amendment of the Articles of Incorporation that changes the corporation's name or purpose shall supersede this Section 1.01 without further action by the Board of Directors or membership.

Section I.02 Section 501(c)(7) Status. This corporation, known hereinafter as "OHA" or the "corporation," is tax exempt under Section 501(c)(7) of the Internal Revenue Code as a club organized for social and recreational purposes, and OHA shall at all times comply with requirements to maintain such tax-exempt status.

ARTICLE II. MEMBERS

Section II.01 Voting and Nonvoting Members.

Section I.01 *A. Voting Members.* OHA has only one class of members with voting rights, called "Proprietary Members." The qualifications or eligibility requirements for Proprietary Membership, and the rights and obligations of Proprietary Members, shall be as provided in these Bylaws, in the OHA Rules of Conduct and Membership Procedures adopted pursuant to Section 2.02, or under applicable law.

B. Nonvoting Members. The Board of Directors, with the approval of the Proprietary Members, may establish one or more categories of nonvoting referred to "nonvoting members," and provide for their rights and obligations (including the obligation to pay dues); however, nonvoting members shall have no voting rights, and shall not be members of the corporation within the meaning of Section 5056 of the California Nonprofit Corporation Law, and shall not have any member rights under these Bylaws. OHA shall offer nonvoting memberships solely as means to further OHA's purpose as a club and not a pretext for doing business with the general public; and the dues, if any, that are required to be paid by nonvoting members shall be proportionate to their anticipated use of OHA facilities and resources, and will not be a means to subsidize OHA's services to Proprietary Members. The eligibility requirements for any category of nonvoting membership, the process to obtain such nonvoting membership, the duration of

nonvoting membership, and the rights and obligations of nonvoting members shall be established by the Board with the approval of the Propriety Members; provided, however, that all nonvoting members shall be required to adhere to OHA's Rules of Conduct to the same extent as Proprietary Members.

C. *Trial Proprietary Members.* In addition to any other category of nonvoting members established pursuant to subsection B, OHA shall have a category of nonvoting membership for individuals who have applied for Proprietary Membership and who have been accepted by the Board as nonvoting members for a trial period.

Section II.02 Rules of Conduct and Membership Procedures.

Section I.02 A. Written Rules and Procedures. OHA shall have written Rules of Conduct and Membership Procedures to establish:

Section I.03 (i) the qualifications of individuals for Proprietary Membership, the procedures to apply for and be admitted to Proprietary Membership to the extent not set forth in these Bylaws, the criteria on which applicants will be evaluated, and rights and obligations of Proprietary Members in matters not addressed by these Bylaws (including work requirements);

(ii) The eligibility requirements for any category of nonvoting members, the process to obtain such nonvoting membership, the duration of such nonvoting membership, and the rights and obligations of nonvoting members in matters not addressed by these Bylaws;

(iii) rules of conduct for Proprietary Members, nonvoting members, and permitted guests.

B. Amendments to Rules and Procedures. Amendments to the Rules of Conduct and Membership Procedures may be adopted by either the Board of Directors or the Proprietary Members; provided, however, that:

(i) the Board may adopt amendments to the Rules of Conduct and Membership Procedures only after 30 days' written notice of the proposed changes (including the written text of such changes) has been provided to the Proprietary Members; and

(ii) the Proprietary Members may adopt amendments to the Rules of Conduct and Membership Procedures at general membership meeting only if the text of the proposed amendment has been provided to the Proprietary Members at least 15 days prior to the meeting.

Notwithstanding subsection B(i) above, the Board of Directors may, by a vote of the majority of the directors then in office, adopt temporary Rules for the conduct of members and guests without prior notice to the Proprietary Membership, if such directors determine that temporary rules are reasonably necessary to protect the health and safety of people and animals, to prevent destruction of pasture or property damage, to prevent violations of EBMUD *Watershed and*

Recreation Rules and Regulations or federal, state or county laws, regulations, or public health orders, or to prevent violations of OHA's lease with EBMUD. Any temporary rules adopted by the Board without a member notice shall sunset after 60 days unless the Board votes to make such changes permanent following 30 days' notice to the Proprietary Members.

Section II.03 Number and Qualifications of Proprietary Members. Proprietary Membership shall be open to individuals who meet the criteria for Proprietary Membership that are set forth in the OHA Membership Procedures and who have completed a one-year trial period as a nonvoting member. The number of Proprietary Memberships available shall be determined from time to time by the Board of Directors considering the capacity of OHA pastures and facilities; provided, however, that any change to the maximum number of Proprietary Memberships available shall be adopted only after 30 days' written notice to the Proprietary Members that such changes are under Board consideration.

Section II.04 Admission of Proprietary Members. An application for Proprietary Membership must be made in writing and submitted to OHA in the manner set forth in the OHA Membership Procedures. Admission of a Proprietary Member shall be by vote of the Board of Directors, after the applicant has completed a one-year trial period as a nonvoting member. Proprietary Membership shall commence after the applicant's admission has been approved by the Board and after the applicant has signed a membership agreement, in a form approved by the Board, to abide by the Bylaws and Rules.

Section II.05 Dues, Fees, and Assessments. Each Proprietary Member (and, if applicable, nonvoting members) must pay to OHA, within the time set by the Board, dues, charges for facility use, and assessments in amounts to be fixed from time to time by the Board; provided, however, that any dues or fee increases exceeding 20% annually shall be adopted by the Board only after giving the Proprietary Membership at least 30 days' notice of the consideration of increases. The Board may determine the conditions (if any) under which any payment of dues, fees and assessments may be prorated.

Section II.06 Work Hours. All Proprietary Members must fulfill annual work requirements. The minimum number of work hours required from each Proprietary Member shall be fixed from time to time by the Board, and a percentage of required work hour units not to exceed fifty percent may be met through payment to OHA at an hourly rate set from time to time by the Board; provided, however, that any increase in minimum work hour requirements shall be adopted by the Board only after giving the Proprietary Membership at least 30 days' notice that such changes are under Board consideration.

Section II.07 Membership Roster. This corporation shall keep a membership roster containing the name and contact information of each Proprietary Member, including the last address provided to this corporation by the member for purposes of notice.

Section II.08 Nonliability of Members. No member of this corporation shall be personally liable for the debts, liabilities, or obligations of this corporation.

Section II.09 Transferability of Memberships. Memberships in this corporation, or any right arising therefrom, may not be transferred or assigned, except as provided in Section 2.11 (regarding jointly held Proprietary Memberships).

Section II.10 Termination of Membership; Probation. Proprietary Membership in this corporation shall continue until terminated as provided in this section.

A. Basis for Termination. Proprietary Membership in this corporation shall terminate upon the occurrence of any of the following events or conditions:

- i. *Death or resignation*. A Proprietary Member may resign at any time in writing delivered to the Secretary or President of this corporation. No such resignation shall relieve the resigning member of any accrued but unpaid obligations of such member to this corporation. Proprietary Membership shall terminate on the death of the member.
- ii. *Nonpayment of Dues, Fees, or Assessments*. A Proprietary Membership in this corporation shall automatically terminate thirty days after such member is sent written notice that such member is three or more months delinquent in payment of dues, fees, or assessments (if any). A Proprietary Member may avoid such termination by paying the amount of delinquent dues, or fees, or assessments (if any), together with any interest thereon, within such thirty-day period. A majority vote of the proprietary members may void such termination by establishing a payment plan for delinquent dues, or fees, of assessments (if any).
- iii. *Termination for Cause*. Proprietary Membership may be terminated on a good faith finding, adopted by a majority of the directors then in office, made following the notice and hearing date described below, that:
 - 1) The member was cited for violation of EBMUD *Watershed and Recreation Rules and Regulations*, federal, state or county laws or regulations for activities taking place at OHA pasture or facilities.
 - 2) The member was cited by any government animal protection agency for ill-treatment of any horse or other animal.
 - 3) The member failed to meet the requirements pertaining to Work Hours and Pasture Maintenance set forth in the OHA Rules of Conduct and Membership Procedures.
 - 4) The member fails, after reasonable notice from the Board, to remove a horse that the Board has determined to be consistently destructive to the OHA pasture facilities or that is a threat to the health or safety of horses or humans.

- 5) The member has engaged in conduct that jeopardizes the health or safety of horses or people.
- 6) The member has failed in a material degree to observe the OHA Rules of Conduct and Membership Procedures, or has engaged in conduct that is materially and seriously prejudicial to OHA's purposes and interests, such that continued participation of the Proprietary Member in OHA is not in the best interests of OHA and the furtherance of its purposes.
- 7) The member has failed, after reasonable notice, to agree in writing to adhere to these Bylaws and OHA Rules of Conduct as required by Section 13.01.

B. Termination Procedures. In the case of proposed termination of a Proprietary Membership for cause under subsection A. iii above, the following procedures shall apply:

- i. *Warning.* Proprietary Members shall in general receive two written warnings before the Board initiates termination procedures; however, if the Board determines by a vote of the majority of directors then in office that a Proprietary Member's conduct on OHA premises is such that immediate termination of the member is necessary to protect the interests of OHA or the health or safety of members and guests, then the Board may waive the two warning requirement and immediately initiate termination procedures described below.
- ii. *Notice.* This corporation shall provide a written notice to the Proprietary Member, setting forth the proposal for termination, the reasons for it, the date on which the proposed termination shall become effective, and the date, time, place (if any) of the hearing, and the manner of submitting a written statement (if any) described in the next subsection. Such notice shall be given (a) by personal delivery, or (b) by U.S. mail, or (c) by private delivery service such as UPS or FedEx. Notices sent by U.S. mail shall be deposited with the U.S. Postal Service at least twenty days before the proposed date of termination, and at least fifteen days before the date set for the hearing before the date of the meeting. Notices given by personal delivery, or private delivery service shall be delivered at least fifteen days before the proposed date of termination, and at least ten days before the date set for the hearing. Except for notices given by personal delivery, all such notices shall be delivered to the mailing address of the Proprietary Member provided by the Proprietary Member to OHA for purposes of notice or the address appearing in the records of OHA.
- iii. *Hearing.* The Proprietary Member shall be given an opportunity to be heard, either orally or in writing, not less than five days before the effective date of the proposed termination, by the Board. If the Proprietary Member does not appear at the hearing and has not notified the Secretary of any adequate reason therefor, or if the member is given an opportunity to be heard in writing and does not provide a written statement

in the time and manner specified in the termination notice, the termination shall be effective automatically on the proposed date of termination.

- iv. *Board Determination.* If the member appears at the hearing or is heard in writing, then following the hearing date, the Board shall decide whether or not the Proprietary Membership should in fact be terminated, and the Proprietary Member shall be promptly notified of the decision. That decision shall be final unless the termination is appealed as provided below. If the Board terminates a Proprietary Member hereunder, all membership rights of such Proprietary Member in this corporation shall cease on the proposed date of the termination stated in the notice given pursuant to subsection B.ii above, except as provided below.
- v. *Appeal to the Proprietary Membership.* A Proprietary Member may appeal the Board's termination of his/her membership by delivering a notice of appeal to the corporation requesting that the corporation submit the termination to a vote of the Proprietary Members. Such a notice of appeal must be delivered to the President, Vice President, or Secretary of the corporation within seven (7) days of the proposed date of the termination stated in the notice given to the member pursuant to subsection B.ii above (or if, the member is not notified of the Board's decision to terminate his/her membership until after the proposed termination date, the notice must be delivered within seven (7) days of when the member learned of the Board's decision). Within fifteen (15) days of receiving a notice of appeal, the Board shall circulate a written ballot to the Proprietary Members to vote on whether to uphold or reverse the termination, with such vote to be conducted in compliance with Section 4.10D; provided, however, that the reasonable period of time to return ballots pursuant to Section 4.10D(ii) shall be not less than 25 nor more than 30 days from the date such ballots are distributed by first class US mail or by electronic transmission in compliance with Section 12.03. The Board's decision to terminate a Proprietary Membership shall only be overturned if two-thirds of the Proprietary Members vote to reverse the termination of membership by the deadline to return ballots. If a membership termination is appealed pursuant to this subsection B.v, the Proprietary Member will continue to be a member until the Board determines the outcome of the member vote. Unless the two-thirds of the Proprietary Members cast ballots to overturn the termination of Proprietary Membership, the Proprietary Member's membership rights shall cease upon the vote of the Board to certify the results of the balloting.

C. Probation. If, following a notice and a hearing process described above, the Board makes a good faith determination that a Proprietary Member could be terminated for the reasons set forth in Section 2.10A(iii), the Board may in its sole discretion place such Proprietary Member on probation in lieu of terminating his or her Proprietary Membership. The length and terms of the probation will be set at the discretion of the Board, with written notice to the

member. During such probation, Proprietary Membership shall be suspended and the member on probation shall not have the voting, inspection, or other membership rights that apply to Proprietary Members under these Bylaws or the California Nonprofit Corporation Law. The Board may later terminate the Proprietary Membership of the individual on probation under Section 2.10A(iii) following the notice and hearing procedures described in above, and in any such proceedings, the Board may consider the member's failure to adhere to the conditions of probation in determining whether termination of that person's Proprietary Membership is in the best interests of the corporation and in furtherance of its purposes. The Board's decision to place a Proprietary Member on probation can be appealed to the Proprietary Membership in the same manner as a termination, as described in subsection B.v above.

D. Effect of Termination. If a Proprietary Membership is terminated for any reason, then such Proprietary Member shall remove the member's horse(s) from OHA pastures within 14 days of the date of termination and such member shall be responsible for dues and fees through the date of termination and until the horse(s) are removed. If the terminated member does not remove his/her horse(s) within such 14-day period, the horse(s) will be deemed abandoned under CA Civil Code 1834.5.

Section II.11 Jointly Held Proprietary Memberships. If approved by the Board in a particular case, a single Proprietary Membership may be jointly held by two individuals, provided that each individual in the joint membership has been approved for admission by the Board. A jointly held Proprietary Membership shall have one vote in all matters that come to a vote of the Proprietary Members, which may be cast by either of the two members that share the Proprietary Membership. If a Proprietary Membership is held jointly by two individuals, then the death, resignation or expulsion of one of them shall not affect the membership rights of the other.

ARTICLE III. MEMBERSHIP RIGHTS

Section III.01 Voting Rights. Proprietary Members of OHA shall have the right to vote, as set forth in these Bylaws, on:

- (a) the election of directors, as described in Article V;
- (b) any amendment to these Bylaws that changes the number of directors if fixed in the Bylaws, or changes the maximum or minimum number of directors if a range is stated in the Bylaws, or changes the Bylaws from a fixed number of directors to a range or vice versa;
- (d) filling any vacancy caused by the removal of a director;

- (e) any amendment to these Bylaws that materially affects member rights as to voting, dissolution, redemption, or transfer, as further provided in Section 7150 of the California Nonprofit Mutual Benefit Corporation Law;
- (f) any amendment to these Bylaws that limits, creates, or expands the right to members to vote by proxy; or that authorizes or prohibits cumulative voting; or that increases the required quorum for a vote of the membership;
- (g) any amendment to these Bylaws that would extend the term of any director beyond that for which such director is elected, or that would lengthen the terms of directors;
- (h) any amendment to the Articles of Incorporation of this corporation, except for amendments permitted to be adopted by the Board of Directors alone under Section 7812(b) of the California Nonprofit Mutual Benefit Corporation Law;
- (i) the disposition of all or substantially all of the assets of this corporation;
- (j) any merger of this corporation;
- (k) any voluntary dissolution of this corporation; and
- (l) any other matters that may properly be presented to members for a vote, pursuant to this corporation's Articles, Bylaws, or action of the Board of Directors, or by operation of law.

Section III.02 Inspection and Attendance Rights.

A. Articles and Bylaws. OHA shall keep at its principal office in California current copies of the Articles of Incorporation and Bylaws of this corporation, which shall be open to inspection by members at all reasonable times. If this corporation has no principal office in California, the Secretary shall furnish such copies to any Proprietary Member on written request.

B. Accounting Records: Minutes. On written request, any Proprietary Member (in person or through an agent or attorney) may inspect and copy the accounting books and records of this corporation and the minutes of the proceedings of the members, the Board, or any Board Committee, at any reasonable time and for a purpose reasonably related to the member's interests as a Proprietary Member.

C. Membership Records. The right of Proprietary Members to have access to the membership records of this corporation shall be governed by Sections 8330 through 8332 of the California Nonprofit Mutual Benefit Corporation Law.

D. Meetings of the Board of Directors. Any member may attend regular and annual meetings of the Board, provided, however, that the Board retains the rights, in its sole discretion, to (i) close some or all of any Board meeting to discuss confidential matters and (ii) to remove

any member whom the Board determines is disruptive to the meeting, in the sole discretion of the Board.

Section III.03 No Rights on Dissolution. On dissolution of this corporation, all assets remaining after payment or provision for all known debts and other liabilities of this corporation shall be distributed to one or more organizations that are selected by the Board of Directors and that are dedicated to horse welfare or to serving individuals with special needs through equestrian programs.

Section III.04 Other Rights. In addition to the rights described in these Bylaws, Proprietary Members of this corporation shall have any other rights afforded voting members under the California Nonprofit Mutual Benefit Corporation Law.

ARTICLE IV. MEMBER MEETINGS AND VOTING

Section IV.01 Member Voting. Each Proprietary Membership (other than a member on probation) shall have one vote on each matter on which the members are entitled to vote.

Section IV.02 Annual Member Meetings. An annual meeting of the Proprietary Membership shall be held in September following Labor Day, or as soon as practical thereafter. The date, place, and time of the annual meeting shall be determined by the Board of Directors.

Section IV.03 Special Meetings of Members.

A. Who May Call. Special meetings of the members may be called (i) by the Board of Directors, (ii) the President, or (iii) on the written request of five percent of the Proprietary Membership.

B. Procedures for Calling Special Meetings. If a special meeting is called, the officer or Proprietary Members calling the meeting shall deliver a written notice to the corporation, addressed to the President, the Vice-President, or the Secretary, which states the general nature of the business proposed to be transacted at the special meeting. Such notice shall be given (a) by personal delivery, or (b) by first-class, certified, or registered U.S. mail, or (c) by private delivery service such as UPS or FedEx, or (d) by fax or email or other electronic transmission, in compliance with Section 12.03 of these Bylaws. The requested meeting will be held on a date fixed by the Board that is not less than thirty-five, nor more than ninety, days following the receipt of the request, and the officer who receives the meeting request shall cause notice of the meeting to be given to the Proprietary Members in accordance with Section 4.06 of the Bylaws. If appropriate notice of such a meeting is not given within twenty days after delivery of the request, the requesting officer or requesting Proprietary Members may give the notice. Nothing contained in this subsection shall be construed as limiting, fixing, or affecting the time of any meeting of members called by the Board of Directors.

Section IV.04 Record Dates. For any notice, vote (at a meeting or by written ballot), or exercise of rights, the Board of Directors may, in advance, by resolution, fix a record date, and only Proprietary Members of record on the date so fixed shall be entitled to notice, vote, or exercise rights, as the case may be, notwithstanding any transfer of any membership on the books of this corporation after the record date, except as otherwise required by law. For this purpose, a person holding a Proprietary Membership as of the close of business on the record date shall be deemed a member of record.

A. Notice of Member Meetings. Unless otherwise fixed by the Board of Directors, the record date for the purpose of determining which members are entitled to notice of any members' meeting, shall be the business day preceding the date on which notice for that meeting is given. If the Board, by resolution, fixes a record date for notice, the record date shall be not less than ten, nor more than ninety, days before the date of the meeting.

B. Voting at Meetings. Unless otherwise fixed by the Board of Directors, the record date for the purpose of determining which members are entitled to vote at any members' meeting, shall be the day of that meeting. If the Board, by resolution, fixes a record date for voting, the record date shall be not more than sixty days before the date of the meeting.

C. Voting by Written Ballot. Unless otherwise fixed by the Board of Directors, the record date for the purpose of determining which members are entitled to vote by written ballot shall be the day on which the first written ballot is mailed or solicited. If the Board, by resolution, fixes a record date for voting, the record date shall be not more than sixty days before the day on which the first written ballot is mailed or solicited.

D. Unanimous Written Consent. Unless otherwise fixed by the Board of Directors, the record date for the purpose of determining if all members have consented in writing to an action pursuant to Section 4.13 of these Bylaws shall be the day on which the consent is first circulated for approval.

E. Other Lawful Action. Unless otherwise fixed by the Board of Directors, the record date for the purpose of determining which members are entitled to exercise any rights in respect to any other lawful action, shall be the date on which the Board adopts the resolution relating thereto or the sixtieth day before the date of such other action, whichever is later. If the Board, by resolution, fixes a record date for determining entitlements, the record date shall be not more than sixty days before the date of such other action.

Section IV.05 Time and Manner of Notice of Meetings. The Secretary shall give written notice of each members' meeting to each Proprietary Member who, as of the record date for notice of the meeting, would be entitled to vote at such meeting. Such notice shall be given (a) by personal delivery, or (b) by U.S. mail to the last address provided by the member to this corporation for purposes of notice or to the address of the member appearing on the books of the corporation (c) by fax or email to the fax number or email address provided by the member for the purposes of notice, or other electronic transmission, but only if such notice complies with Section 12.04 of these Bylaws. If no address for a Proprietary Member appears in the records of the corporation and notice cannot be given by electronic transmission, then notice shall be given to that member at the principal office of OHA. Notice shall be given not less than ten nor more than ninety days before the date of such meeting; provided, however, that if notice is given by mail, and the notice is not mailed by first-class, registered, or certified mail, then the notice shall be given not less than twenty days before the meeting.

Section IV.06 Contents of Notice. The notice shall state: (a) the place, date, and time of the meeting; (b) the means, if any, by which a member not physically attending the meeting may participate as provided in Section 4.14; and (c) in the case of special meetings, the general nature of the business to be transacted, and no other business may be transacted; and (d) in the case of the annual meeting, the names of all those who are nominees for director and officers, if elected by the membership, as of the date of the notice, and those matters which the Board, as of the date of the notice, intends to present for action by the members, but any proper matter may be presented at the annual meeting for member action (provided, however, that at any annual meeting attended by less than one-half of the members, the only matters that may be voted upon at that meeting are matters, notice of the general nature of which was given pursuant to this section).

Section IV.07 Notice of Certain Actions Required. Unless the vote of the membership shall be unanimous, any of the following votes shall be valid only if the general nature of the action approved was stated in the notice of the meeting at which the vote occurred: (a) to remove a director without cause, (b) to fill a vacancy on the Board, (c) to amend this corporation's Articles of Incorporation, (d) to approve a transaction between this corporation and one or more of its directors, or between this corporation and any entity in which one or more of its directors has a material financial interest, (e) on winding up of the affairs of this corporation, to approve a plan of distribution of the assets of this corporation (including distributions of asset other than money) that is not in accordance with any liquidation rights of the membership or any class of membership specified in the Articles of Incorporation of this corporation or these Bylaws, or (f) to voluntarily dissolve this corporation.

Section IV.08 Member Quorum. One half (1/2) of the Proprietary Members shall constitute a quorum. A meeting at which a quorum is initially present may continue to transact business notwithstanding the withdrawal of enough members to leave less than a quorum, so long as any action taken thereafter is approved by at least a majority of the required quorum. Subject to any guidelines and procedures that the Board of Directors may adopt, members not physically present in person at a face-to-face membership meeting may, by electronic transmission in compliance with Section 4.14, or by electronic video screen communication, participate in the meeting, be deemed present in person, and vote at the meeting.

Section IV.09 Act of the Members. Every decision approved or ratified by a majority of Proprietary Members and voting at a duly held meeting at which a quorum is present is the act of the members, unless the Articles of Incorporation of this corporation, these Bylaws, or the California Nonprofit Corporation Law requires a greater number.

Section IV.10 Manner of Voting

- A. Voting at Meetings. Voting at meetings may be by voice vote or by ballot.
- B. Proxy Voting Prohibited. Proxy voting shall not be permitted on any matter put to the vote of the members.
- C. Cumulative Voting Prohibited. Cumulative voting shall not be permitted.
- D. Action by Written Ballot Without a Meeting. Any action required or permitted to be taken by members at a meeting may be submitted for a vote by written ballot pursuant to this Section without a meeting.
 - i. *Content of Written Ballots.* Any written ballot distributed to the members to vote on a matter shall set forth the proposed action and provide an opportunity to specify approval or disapproval of the proposal.
 - ii. *Time and Manner for Return of Ballots.* All written ballots shall provide a reasonable time within which to return them to this corporation. Each ballot shall state on its face or in an accompanying notice the date by which it must be returned in order to be counted, and how members can submit their votes.
 - iii. *Requirements for Valid Action.* Approval by written ballot shall be valid only when the number of votes cast by ballot within the time period specified equals or exceeds the required quorum set forth in these Bylaws, and the number of approvals equals or exceeds the number of votes that would be required to approve the action if the vote were taken at a meeting of the members.
 - iv. *Solicitation Rules.* Written ballots shall be sent to every member consistent with the requirements for notice of members' meetings. This corporation may send the ballot

and any related materials, and the member may return the ballot, by electronic transmission in compliance with Section 12.03 and Section 12.04 as applicable. All solicitations of written ballots shall indicate the number of responses needed to meet the quorum requirement for valid action and shall state the percentage of affirmative votes necessary to approve the measure submitted for membership approval.

- v. *Revocation of Written Ballots.* The Board of Directors may, prior to circulation of any written ballot, establish procedures to allow a member who has cast a written ballot to change his or her vote, provided that (1) such procedures are disclosed on the face of the ballot or in the accompanying notice, and (2) such procedures only allow a member to change his or her vote if the member notifies the Secretary of this corporation in writing prior to close of the balloting period and casts a new ballot within the balloting period. If the Board does not establish procedures to authorize members to revoke cast ballots in compliance with this subsection, then once a member has cast a written ballot by returning to the corporation, such ballot shall be irrevocable.

Section IV.11 Elections of Officers and Directors. In any member vote to elect an officer or director of this corporation, the following shall apply:

- A. Election Ballots. Any ballot used in the election of directors or officers (whether used at a member meeting, or in an election held by written ballot without a meeting) shall set forth the names of the candidates who have been properly nominated at the time the ballot is issued, and shall also provide a space for members to designate a vote for a candidate not on the ballot.
- B. Nomination of Candidates for Director. The corporation shall have reasonable procedures to enable members to nominate candidates for election to the Board of Directors, and shall inform the membership of such procedures sufficiently in advance of an election so that members have a reasonable opportunity to nominate candidates. If directors are elected at an annual membership meeting, any member present may nominate a candidate at the meeting. Nothing in this subsection shall be construed as limiting the ability of the Board of Directors to nominate candidates, or to establish a committee to nominate candidates.
- C. Use of Corporate Funds in Contested Elections. Without authorization of the Board of Directors, no corporate funds may be spent to support a nominee for director after there are more people nominated for director than can be elected.

D. Election by Plurality. In any election for an officer or director, the candidate(s) receiving the highest number of votes shall be elected.

Section IV.12 Waiver of Notice.

A. Generally. Any action of the members taken at a meeting where a quorum is present but for which proper notice was not given, will be valid if, either before or after the meeting, each member entitled to vote who was not present at the meeting signs (i) a waiver of notice, (ii) a consent to holding the meeting, or (iii) an approval of the minutes, in any case in writing, which may include electronic mail or facsimile transmitted by a member in compliance with Section 12.03 of these Bylaws. The waiver of notice, consent to holding the meeting, or approval of minutes need not specify the purpose or general nature of business to be transacted at such meeting, unless action is taken or proposed to be taken on matters specified in Section 4.07 of these Bylaws, in which case the waiver, consent, or approval must state the general nature of the matter. All such waivers, consents, or approvals shall be filed with the minutes of the meeting.

B. Effect of Attendance at Meeting. Attendance by a member at a meeting shall also constitute a waiver of notice of that meeting, unless the member attends for the sole purpose of objecting at the beginning of the meeting to the transaction of any business due to the inadequacy or illegality of the notice. Attendance at a meeting is not a waiver of any right to object to the consideration of matters not included in the notice of the meeting which are required to be described therein pursuant to Section 4.07 of these Bylaws, if that objection is expressly made at the meeting.

Section IV.13 Action by Unanimous Written Consent. Any action required or permitted to be taken by the members at a meeting, may be taken without a meeting if all members shall individually or collectively consent to such action in writing. If action is taken by written consent, the consent(s) shall be filed with the corporate minutes. Written consent shall include electronic mail or facsimile transmitted by a member in compliance Section 12.03 of these Bylaws. The action by written consent shall have the same force and effect as the unanimous vote of the members.

Section IV.14 Remote Meetings. A meeting of the Proprietary Members may be conducted, in whole or in part, by conference call, electronic video screen communication, or other means of remote communication so long as the corporation implements reasonable measures:

- (a) to provide members a reasonable opportunity to participate in the meeting and to vote on matters submitted to the members, including an opportunity to read or hear the proceedings of the meeting substantially concurrently with those proceedings; and

(b) if any member votes or takes other action at the meeting by means of conference call, electronic video screen communication, or other means of remote communication, to maintain a record of any vote or action in its records; and

(c) to verify that each person participating remotely is a member.

The corporation shall not conduct a meeting of members solely by electronic transmission by and to the corporation, electronic video screen communication, conference telephone, or other means of remote communication unless one or more of the following conditions apply: (A) all of the members consent; or (B) the board determines it is necessary or appropriate because of an emergency, as defined in paragraph (5) of subdivision (m) of Section 7140 of the California Nonprofit Corporation Law; or (C) an all-remote meeting is otherwise permitted by the California Nonprofit Corporation Law.

ARTICLE V. BOARD OF DIRECTORS

Section V.01 Powers. Subject to the provisions of the California Nonprofit Corporation Law and any limitations in this corporation's Articles of Incorporation and these Bylaws, all of the activities and affairs of this corporation shall be conducted and all of its corporate powers shall be exercised by or under the direction of the Board of Directors. The Board may delegate management of the corporation's activities to any person or persons, management company, or committee however composed, provided that the activities and affairs of the corporation shall be managed and all corporate powers exercised under the ultimate direction of the Board.

Section V.02 Number of Directors; Qualifications. The Board of Directors shall consist of five directors, all of whom must be Proprietary Members of OHA who are not on probation.

Section V.03 Election and Term of Directors. Directors shall be elected at the annual meeting of the Proprietary Members, or, if such directors are not elected at the meeting, they may be elected at any special meeting of the Proprietary Members, or by written ballot. Each director shall be elected for a term of two (2) years and shall hold office until expiration of the term and until a successor has been elected, unless such director earlier resigns or is removed. No person shall serve on the Board more than two (2) consecutive terms (4 years) or sooner than one (1) year after the termination of four (4) consecutive years of service on the Board.

Section V.04 Vacancies. At least one week after all Proprietary Members of OHA have been notified of a vacancy and given the opportunity to nominate themselves to fill it, any vacancy occurring shall be filled by the election of a successor by a majority of the remaining directors. The successor shall serve on the Board for the remainder of the term of the seat vacated, and if eligible, may be re-elected by the membership to two full terms thereafter.

Section V.05 Resignation. Except as provided below, any director may resign by giving written notice to the President, the Secretary, or the Board of Directors of OHA. The resignation shall be effective upon receipt unless a later effective date is specified in the resignation.

Section V.06 Removal.

A. Removal by the Board. The Board of Directors, by the vote of a majority of the directors who are Proprietary Members, may declare vacant the office of any director who ceases to be Proprietary Member of OHA or whose membership is on probation. In addition, the Board of Directors may declare vacant the office of any director who has been declared of unsound mind by a final order of court, or convicted of a felony, or, if this corporation holds assets in charitable trust, has been found by a final order or judgment of any court to have breached a duty under Section 7238 of the California Nonprofit Corporation Law, or failed to attend three consecutive Board meetings.

B. Removal by the Members. The Proprietary Members may remove any director without cause at any time. If there are fewer than fifty members, the vote of a majority of all Proprietary Members shall be required to remove a director.

Section V.07 Inspection. Every director shall have the absolute right at any reasonable time to inspect and copy all books, records, and documents, and to inspect the physical properties, of this corporation.

Section V.08 Director Compensation. Directors shall not be compensated for their service as directors, however, the Board may authorize the advance or reimbursement to a director of actual reasonable expenses incurred in carrying out his or her duties as a director. This section shall not prevent a director from being compensated for services as an officer or an another capacity, subject to Section 9.02, nor does it prevent directors from receiving work hour credit for Board service.

Section V.09 Standard of Care. A director shall perform the duties of a director, including duties as a member of any Board Committee on which the director may serve, in good faith, in a manner such director believes to be in the best interest of this corporation and with such care, including reasonable inquiry, as an ordinarily prudent person in a like situation would use under similar circumstances.

In performing the duties of a director, a director shall be entitled to rely on information, opinions, reports, or statements, including financial statements and other financial data, in each case prepared or presented by:

- (a) one or more officers or employees of this corporation whom the director believes to be reliable and competent as to the matters presented;

(b) counsel, independent accountants, or other persons as to matters which the director believes to be within such person's professional or expert competence; or

(c) a committee upon which the director does not serve that is composed exclusively of any combination of directors and/or persons described in (a) or (b), as to matters within the committee's designated authority, provided that the director believes such committee merits confidence;

so long as in any such case, the director acts in good faith after reasonable inquiry when the need therefor is indicated by the circumstances and without knowledge that would cause such reliance to be unwarranted.

ARTICLE VI. MEETINGS OF THE BOARD OF DIRECTORS

Section VI.01 Annual Meetings. Unless the Board of Directors specifies otherwise, the first Board meeting held after the annual membership meeting shall constitute the Annual Meeting of the Board, at which the Board shall elect officers in addition to transacting regular business.

Section VI.02 Scheduling Board Meetings. All meetings of the Board of Directors, including the Annual Meeting, any regularly scheduled meetings, or any special meetings, shall be called by action of the Board of Directors, or by the President, the Secretary, or any two directors, and noticed in accordance with Section 6.03. The Board shall determine the frequency of regular Board meetings.

Section VI.03 Notice. Notice of the date, time and place of all Board meetings shall be given to each director (a) by personal delivery, or (b) by first-class U.S. mail, or (c) by private delivery service such as UPS or FedEx, or (d) by fax or email or other electronic transmission, in compliance with Section 12.03 of these Bylaws, or (e) by telephone, including a voice messaging system. Notices sent by U.S. mail shall be deposited with the U.S. Postal Service at least 4 days before the date of the meeting. Notices given by personal delivery, private delivery service, telephone, fax, email or other electronic transmission shall be delivered at least 48 hours before the time set for the meeting. Except for notices given by personal delivery, all such notices shall be delivered to the mailing address, email address, fax number, or telephone number (as applicable) of the director shown in the corporation's records. Notices need not specify the purpose of the meeting. If the meeting is held at the principal office of this corporation, notice shall be valid even if no location for the meeting is stated in the notice. Notice of meetings may be given in the form of a calendar or schedule that sets forth the date, time, and place of more than one regularly scheduled meeting.

Section VI.04 Waiver of Notice. Notice of a meeting need not be given to a director who, either before or after the meeting, signs a waiver of notice, a written consent to the holding of the meeting, or an approval of the minutes of the meeting. The waiver of notice or consent need not specify the purpose of the meeting. All waivers, consents and approvals shall be filed with or made a part of the minutes of the meeting. Notice of a meeting shall also be deemed given to any director who attends the meeting without protesting the lack of adequate notice before the meeting or at its commencement.

Section VI.05 Quorum. A majority of the total number of directors then in office shall constitute a quorum; provided, however, that in no event shall the required quorum be less than two 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 such meeting.

Section VI.06 Director Voting. Each director shall have one vote on each matter presented to the Board of Directors for action. No director may vote by proxy.

Section VI.07 Action by the Board at Meeting. An action taken or decision made by a majority of the directors present at a meeting at which a quorum is present shall be the act of the Board of Directors, except as otherwise provided in Section 5.04(filling vacancies), Section 5.06A (removing directors), Section 6.08 (taking action without a meeting); Section 7.02 and Section 7.04 (appointing Board Committees); Section 9.01 (approval of loans); Section 9.02 (approving self-dealing transactions); Section 11.02 (approving indemnification); and Section 1.01 (amending Bylaws), of these Bylaws or as provided by the California Nonprofit Corporation Law.

Section VI.08 Action Without a Meeting.

A. Action by Unanimous Written Consent. Any action required or permitted to be taken by the Board of Directors may be taken without a meeting if all directors shall individually or collectively consent to such action in writing, and if the number of directors then in office constitutes a quorum. Such written consents shall be filed with the minutes of the proceedings of the Board, and shall have the same force and effect as the unanimous vote of such directors. Written consents may be provided by email, fax, or other electronic transmission in compliance with Section 12.03 of these Bylaws.

B. Exception for Abstaining Directors. For the purposes of subsection A above, “all directors” does not include an “interested director” within the meaning of Section 5233 of the California Nonprofit Corporation Law (for any transaction involving assets held in charitable trust) or as described in Section 7233(a) of the California Nonprofit Corporation Law, or a “common director” as described in Section 7233(b) of the California Nonprofit Corporation Law, who abstains in writing from providing his or her consent to a self-dealing transaction in which

such director is interested, or to a transaction with another corporation or organization on whose board such director serves, if all of the following criteria are satisfied:

- i. The facts described in Section 5233(d)(2) or (3) are established (in the case of a self-dealing transaction involving charitable assets) or the facts described in Section 7233(b)(1) or (2) are established (in the case of any other transaction in which a director has a material financial interest), or the provisions of Section 7233(b)(1) or (2) are satisfied (in the case of a transaction with an organization with common directors), as applicable, prior to the execution of the written consents, and
- ii. The establishment of those facts, or the satisfaction of those provisions, as applicable, is included in the written consent or consents executed by the noninterested or noncommon directors or in other records of the corporation, and
- iii. The noninterested or noncommon directors, as applicable, approve the action by a vote that is sufficient without counting the votes of the interested or common directors.

Section VI.09 Telephone and Electronic Meetings. Directors may participate in a meeting through use of conference telephone, electronic video screen communication, or similar communication equipment, so long as all of the following apply:

- (a) each director participating in the meeting can communicate with all of the other directors concurrently, and
- (b) each director is provided with the means of participating in all matters before the Board, including the capacity to propose, or to interpose an objection to, a specific action to be taken by the corporation.

ARTICLE VII. COMMITTEES

Section VII.01 In General. The Board of Directors may establish any number of standing or ad hoc committees to advise and assist the Board. All such committees shall be either Board Committees established in compliance with all of the requirements of Section 7.02 below, or Advisory Committees established under Section 7.03 below.

Section VII.02 Board Committees. The Board of Directors may, by resolution adopted by a majority of the directors then in office, create any number of Board Committees, each consisting of two or more directors, and only of directors, to serve at the pleasure of the Board. Appointments to any Board Committee shall be by a majority vote of the directors then in office. The Board, by a vote of the majority of directors then in office, may appoint one or more directors as alternate members of the committee, who may replace an absent member at any meeting. Provided that the Board Committee is established and its membership appointed in compliance with this section, Board Committees may be given all the authority of the Board, except for the powers to:

- (a) set the number of directors within a range specified in these Bylaws;
- (b) elect directors or remove directors without cause;
- (c) fill vacancies on the Board of Directors or on any Board Committee;
- (d) fix compensation of directors for serving on the Board or any Board Committee;
- (e) amend or repeal these Bylaws or adopt new Bylaws;
- (f) adopt amendments to the Articles of Incorporation of this corporation;
- (g) amend or repeal any resolution of the Board of Directors, unless the Board has expressly delegated such authority to the Board Committee;
- (h) create any other Board Committees or appoint the members of any Board Committees;
- (i) approve any merger, reorganization, voluntary dissolution, or disposition of substantially all of the assets of this corporation;
- (j) Expend corporate funds to support a nominee for director after there are more people nominated for director than can be elected.

The extent of the authority of any Board Committee shall be stated in the Board resolution that establishes such committee. The Board may, at any time, revoke or modify any or all of the authority that the Board has delegated to a Board Committee, increase or decrease (but not below two) the number of members of a Board Committee, remove members of a Board Committee, and/or fill vacancies in the Board Committee.

Section VII.03 Advisory Committees. The Board of Directors may establish one or more Advisory Committees to the Board. The members of any Advisory Committee may consist of directors or non-directors and may be appointed as the Board determines. Advisory committees may not exercise the authority of the Board to make decisions on behalf of this corporation, but shall be restricted to making recommendations to the Board or Board Committees, and implementing Board or Board Committee decisions, policies, and programs under the supervision and control of the Board or a Board Committee.

Section VII.04 Executive Committee. The Board may, by resolution adopted by a majority of the directors then in office, establish an Executive Committee of two or more directors. The Executive Committee shall be a Board Committee described in Section 7.02 above, and shall be established and operate in compliance with that section. The President, Vice-President, Treasurer, and Secretary shall serve ex officio on the Executive Committee. The Board, by a vote of a majority of directors then in office, may appoint directors to serve as additional members of the Executive Committee, or to serve as alternate members who may replace an absent member of the committee. The Executive Committee, unless limited by a resolution of the Board, shall have and may exercise all of the authority of the Board in the management of the business and affairs of the corporation between meetings of the Board, and will report on any action taken at the next Board meeting; provided, however, that the Executive Committee shall not have the authority of the Board in reference to those matters enumerated in Section 7.02.

Section VII.05 Meetings of Committees.

A. Of Board Committees. Meetings and actions of Board Committees shall be governed by and held and taken in accordance with the provisions of Article VI of these Bylaws concerning meetings and actions of the Board of Directors, with such changes in the content of those Bylaws as are necessary to substitute the Board Committee and its members for the Board of Directors and its directors. Minutes shall be kept of each meeting of any Board Committee and shall be filed by the Secretary in the corporation's records.

B. Of Advisory Committees. Subject to the authority of the Board of Directors, Advisory Committees may determine their own meeting rules and whether minutes shall be kept. The Board of Directors may adopt rules for the governance of any Board or Advisory Committee not inconsistent with the provisions of these Bylaws.

ARTICLE VIII. OFFICERS

Section VIII.01 Officers. The Board of Directors shall elect from among the directors a President, a Vice-President, a Secretary, and a Treasurer. This corporation may also have, at the discretion of the Board of Directors, such subordinate officers as may be appointed under Section 8.06 below. Any number of offices may be held by the same person.

Section VIII.02 Election. The President, Vice-President, Secretary, and Treasurer shall be elected annually by the Board of Directors, and each shall serve at the pleasure of the Board, subject to the rights, if any, of an officer under any contract of employment.

Section VIII.03 Removal. Subject to the rights, if any, of an officer under any contract of employment, any officer may be removed, with or without cause, by the majority of directors then in office.

Section VIII.04 Resignation. Any officer may resign at any time by giving written notice to the Board of Directors, the President, or Secretary of this corporation. Any resignation shall take effect on receipt of that notice by the Board or by an officer other than the person resigning, unless a later effective date is specified in that notice in which case the resignation shall take effect on the date specified in the notice. Unless otherwise specified in that notice, the acceptance of the resignation shall not be necessary to make it effective. Any resignation is without prejudice to the rights, if any, of this corporation under any contract to which the officer is a party.

Section VIII.05 Vacancies. A vacancy in any office for any reason shall be filled in the same manner as these Bylaws provide for election (or appointment, in the case of subordinate officers) to that office.

Section VIII.06 Subordinate Officers. The Board may elect, or may authorize the President or any other officer to appoint, such other subordinate officers as this corporation may require. Each such subordinate officer shall have the title and authority, hold office for the period, and perform the duties specified by the Board or by the officer on whom the Board conferred such authority. Unless the Board determines otherwise in a specific case, the Board's authorization to the President or another officer to appoint a subordinate officer includes authorization to remove such subordinate officer.

Section VIII.07 President. The President shall be the chief executive officer of this corporation and shall, subject to control of the Board, generally supervise, direct and control the affairs of this corporation. The President shall chair meetings of the Board and membership and, except as otherwise directed by the Board, shall determine the agenda for such meetings. The President shall have the general powers and duties of management usually vested in the office of President of a corporation, and shall have such other powers and duties as may be prescribed by the Board or these Bylaws.

Section VIII.08 Vice-President. In the absence of the President or if there is a vacancy in such office, the Vice President, if any, shall perform all of the duties of the President, and, when so acting, shall have all the powers of and be subject to all of the restrictions upon the President. The Vice-President shall have such other powers and perform such other duties as from time to time may be prescribed by the Board or the Bylaws.

Section VIII.09 Secretary. The Secretary shall (a) keep, or cause to be kept, at the corporation's principal office or such other place as the Board may direct, a full and complete record of the meetings and actions of the Board and of Board Committees; (b) keep, or cause to be kept, a record of the mailing addresses, email addresses, and/or phone or fax numbers provided by directors for the purposes of notice and other communications from the corporation; (c) give, or cause to be given, all notices of meetings of the Board and Board Committees that these Bylaws require; (d) keep, or cause to be kept, at this corporation's principal office in California, a copy of this corporation's Articles of Incorporation and Bylaws, as amended to date; and (e) have such other powers and duties as may be prescribed by the Board or these Bylaws.

Minutes of Board and Board Committee minutes shall record the date of the meeting, the manner in which the meeting was called and noticed, the names of the directors present, and the actions taken and resolutions approved by the Board or Board Committee at the meeting.

Section VIII.10 Treasurer. The Treasurer shall be the chief financial officer of this corporation and shall (a) supervise the charge and custody of all funds and valuables of this corporation, and the deposit of such funds in accounts of the Corporation with such banks or financial institutions as the Board of Directors may designate or authorize the Treasurer to select; (b) disburse, or supervise the disbursement of, the corporation's funds as authorized by the Board of Directors or by officers to whom the Board has delegated such authority; (c) maintain or cause to be maintained adequate and correct books and accounts of this corporation's properties and transactions; (d) render such financial statements, reports, audits, or accounts as are required by law or these Bylaws, and provide such statements, reports, audits, or accounts to the President or Board of Directors whenever requested; (e) file or cause to be filed any tax returns that the corporation is required to file; and (f) have such other powers and duties as may be prescribed by the Board or these Bylaws.

ARTICLE IX. TRANSACTIONS WITH OFFICERS AND DIRECTORS

Section IX.01 Loans. This corporation may advance money to a director or officer of this corporation or any subsidiary for expenses reasonably anticipated to be incurred in performance of the duties of such director or officer so long as such individual would be entitled to be reimbursed for such expenses absent that advance. This corporation may loan money or property to, or guarantee the obligation of, any director or officer of this corporation or any parent, affiliate, or subsidiary, if:

- (a) the Board determines that the loan or guaranty may reasonably be expected to benefit this corporation; and
- (b) before the transaction occurs, it has been approved either by (i) the members (without the vote of such director or officer, if a member) or (ii) a majority of the directors then in office (without the vote of such director);

provided, however, that no such loan or guarantee shall be made with any charitable funds held in trust by this corporation unless such loan complies with Section 5236 of California Nonprofit Corporation Law.

Section IX.02 Self-Dealing Transactions.

A. Transactions with Directors Or Their Companies. A transaction between this corporation and one or more of its directors, or between this corporation and any organization in which one or more of its directors has a material financial interest, must be approved or ratified (i) by the members, or (ii) by the Board or a duly authorized Board Committee after finding that such transaction is just and reasonable to this corporation at the time; in either case without counting the vote, if any, of the directors interested in the transaction. Such approval must be given in good faith, with full knowledge of the material facts concerning the transaction and the director's interest in the transaction.

B. Self-Dealing Transactions Involving Charitable Funds. If a director has a material financial interest in any transaction involving charitable funds held by the corporation, the corporation shall only engage in such transaction if it has been approved in advance in compliance with Section 5233(d)(1), (2), or (3) of the California Nonprofit Corporation Law.

C. Transactions with Organizations Sharing Directors. A transaction between this corporation and any organization of which one or more of its directors are directors may be void or voidable because of the presence of such director(s) at the meeting of the Board or a Board Committee that authorized, approved, or ratified the transaction, unless (i) it was approved or ratified in good faith (a) by the Board or a duly authorized Board Committee, with full knowledge of the material facts concerning the transaction and such directors' other directorships and without counting the vote of the common directors thereon, or (b) by the members; or (ii) the

transaction was just and reasonable as to the corporation at the time of authorization, approval, or ratification. This subsection shall not apply to transactions covered by subsections A or B of this section.

D. Interested or Common Directors in Quorum. Interested or common directors may be counted in determining whether a quorum is present at any meeting of the Board or a Board Committee that approves or ratifies a transaction under this section.

ARTICLE X. FINANCIAL REPORTING

Section X.01 Fiscal Year. The fiscal year of this corporation shall end each year on September 30.

Section X.02 Annual Financial Report to Members and Directors. Unless this corporation receives less than \$10,000 in gross revenues or receipts during the fiscal year, the Board shall cause to be prepared, within 120 days after the end of this corporation's fiscal year, a written report containing the following information:

Section I.04 (i) a balance sheet as of the end of the fiscal year, and an income statement and statement of cashflows for that year, accompanied by any report thereon of independent accountants or, if there is no such report, the certificate of an authorized officer of this corporation that such statements were prepared without an audit from the books and records of this corporation;

Section I.05 (ii) a statement of the place where the names and addresses of current members are located; and

Section I.06 (iii) any information required to be disclosed in Section 10.03A or B below.

Section I.07 Such report shall be provided to all of the directors of this corporation. The corporation shall notify each Proprietary Member yearly of the member's right to receive the financial report, and the report shall be sent to any Proprietary Member who so requests in writing. The report and any accompanying material may be sent by electronic transmission in compliance with Section 12.03 and Section 12.04 of these Bylaws.

Section X.03 Annual Report of Interested Person Transactions and Indemnifications. The corporation shall furnish an annual report to all members and directors of this corporation, not later than 120 days after the close of this corporation's fiscal year, that discloses any transactions described in subsections A and B below. The report and any accompanying material may be sent by electronic transmission in compliance with Section 12.03 and Section 12.04 of these Bylaws. If no transaction required to be reported has occurred during the fiscal year, no report is required for that fiscal year. If the annual financial report described in Section 10.02 is sent to all members, then no separate report is required under this section as long as such report includes the disclosures required below.

A. Transactions with Interested Persons. The report shall disclose any transaction involving more than \$50,000 during the previous fiscal year in which this corporation (or its parent or subsidiaries, if any) was a party, and in which any of the following persons or organizations had a direct or indirect material financial interest:

- (1) any of this corporation's directors or officers (or the directors or officers of its parents or subsidiaries, if any), or
- (2) any holder of more than ten percent of the voting power of this corporation, or its parent or subsidiaries, if any.

If a person or organization described in (1) or (2) above (each an "interested person" for the purposes of this Section 10.03) had a direct or indirect material financial interest in two or more transactions of the corporation during the fiscal year that in the aggregate involved more than \$50,000, all such transactions shall be disclosed. Any transaction that was previously approved by the members does not need to be included in the annual report.

For each such transaction, the report to the directors shall briefly describe the transaction, state the names of the interested persons involved, describe their relationship to this corporation and their interest in the transactions (and, where practicable, the amount of their interest, but if the transaction is with a partnership in which the interested person is a partner, only the interest of the partnership needs to be stated).

B. Loans, Guarantees, and Indemnifications. The report shall briefly describe the amount and circumstances of any loans, guaranties, indemnification payments, or advances aggregating more than \$10,000 that were paid or made during the fiscal year to any director or officer of this corporation; provided that no such report need be made in the case of (i) a loan, guarantee, or indemnification that was previously approved by the members or (ii) an advance for expenses reasonably anticipated to be incurred in the performance duties for which the officer or director would, absent the advance, be entitled to reimbursement.

ARTICLE XI. INDEMNIFICATION

Section XI.01 Right of Indemnity. To the fullest extent allowed by Section 7237 of the California Nonprofit Corporation Law, this corporation shall indemnify its directors, officers, employees, and other agents (as the term “agent” is defined in Section 7237) against expenses, judgments, settlements, fines, or other amounts reasonably incurred by an agent who is a party or threatened to be made a party to a criminal, civil, administrative, or investigative proceeding by reason of the fact that the agent is or was an agent of this corporation. Any such indemnification (including any advance for expenses incurred prior to the final disposition of a proceeding) shall comply with all the substantive and procedural requirements of Section 7237, including the requirement that an agent may only be indemnified if such agent has met the applicable standard of conduct required by Section 7237.

Section XI.02 Approval of Indemnity. On written request to the Board of Directors in each specific case by any agent seeking indemnification: (i) to the extent that the agent has been successful on the merits in defense of the proceeding, the Board shall promptly authorize indemnification in accordance with Section 7237(d), or (ii) otherwise, the Board shall promptly determine, by a majority vote of a quorum consisting of directors who are not parties to the proceeding, whether, in the specific case, the agent has met the applicable standard of conduct stated in Section 7237(b) or Section 7237(c), and, if so, shall authorize indemnification to the extent permitted thereby. If the Board cannot do so because there is no quorum of directors who are not party to the proceeding for which indemnification is sought, the Board shall promptly call a meeting of the members. At that meeting, the members shall determine whether, in the specific case, the applicable standard of conduct set forth in Section 7237 has been met, and, if so, the Proprietary Members shall authorize indemnification to the extent permitted thereby, by majority without counting the vote of any person being indemnified.

Section XI.03 Advancing Expenses. The Board of Directors may authorize the advance of expenses incurred by or on behalf of an agent of this corporation in defending any proceeding prior to final disposition, if the Board finds that:

- (a) the requested advances are reasonable in amount under the circumstances; and
- (b) before any advance is made, the agent will submit a written undertaking satisfactory to the Board to repay the advance unless it is ultimately determined that the agent is entitled to indemnification for the expenses under this Article XI and Section 7237 of the California Nonprofit Corporation Law.

The Board shall determine whether the undertaking must be secured, and whether interest shall accrue on the obligation created thereby.

Section XI.04 Insurance. The Board of Directors may authorize the purchase of insurance on behalf of any agent against any liability asserted against or incurred by the agent in such capacity or arising out of the agent's status as such, and such insurance may provide for coverage against liabilities beyond this corporation's power to indemnify the agent under law.

ARTICLE XII. MISCELLANEOUS

Section XII.01 Principal Office. The Board of Directors shall determine, and may change, the location of the corporation's principal office and its mailing address. The Board may at any time establish branch or subordinate offices at any place or places where this corporation is qualified to do business.

Section XII.02 Contracts, Notes, and Checks. All contracts entered into on behalf of this corporation must be authorized by the person or persons on whom such power may be conferred by the Board from time to time. Except as otherwise provided by law, every check, draft, promissory note, money order, or other evidence of indebtedness of this corporation shall be signed by the person or persons on whom such power may be conferred by the Board from time to time.

Section XII.03 Writing by Electronic Transmission. Unless otherwise provided in these Bylaws, and subject to any guidelines and procedures that the Board of Directors may adopt, the terms "written" and "in writing" as used in these Bylaws include written electronic communications, including a fax or email sent to the fax number or email address of the recipient in the records of the corporation, provided:

- (a) for electronic transmissions *from* the corporation, the corporation has obtained an unrevoked written consent from the recipient to the use of such means of communication (and if the communication is a notice or report to members, such communication also complies with Section 12.04 below); and
- (b) for electronic transmissions *to* the corporation, the corporation has in effect reasonable measures to verify that the sender is the individual purporting to have sent such transmission; and
- (c) the transmission creates a record that can be retained, retrieved, reviewed, and rendered into clearly legible tangible form.

Section XII.04 Electronic Transmissions to Members. An electronic transmission by the corporation to a member is valid only if the requirements in Section 20 of the California Corporation Code have been satisfied. As of the adoption of the Bylaws, Section 20 requires:

- (a) The member has affirmatively consented (and has not withdrawn consent) to the use of electronic transmissions, as required by the preceding section;
- (b) If the member is a natural person, prior to or at the time of consenting, the member received a clear written statement informing him or her of:
 - i. any right or option to have the transmissions provided or made available on paper or in non-electronic form;
 - ii. whether the consent applies only to that transmission, to specified categories of communications, or to all communications from the corporation; and
 - iii. the procedures the member must use to withdraw consent.

If the corporation is unable to deliver two consecutive notices to a member by a means of electronic communication, or if the inability to so deliver notices to the member becomes known to the Secretary or any other person responsible for giving notice, such means of electronic communication shall not thereafter be used to deliver notices to such member.

Section XII.05 Bylaw Amendments. Amendments to these Bylaws may be adopted as follows.

The Proprietary Members may amend the Bylaws by written ballot, or at a duly noticed meeting where a quorum is present, or by unanimous written consent. If a proposed Bylaw amendment will be considered at a meeting, it shall be submitted in writing to the Proprietary Members at least one week before such meeting.

Section XII.06 Governing Law. In all matters not specified in these Bylaws, or in the event these Bylaws shall not comply with applicable law, the California Nonprofit Corporation Law (Cal. Corp. Code §§5000 et. seq.) then in effect shall govern, as such law applies to California nonprofit mutual benefit corporations.

ARTICLE XIII. MEMBERSHIP AGREEMENT; DISPUTE RESOLUTION

Section XIII.01 Mandatory Membership Agreement. All Proprietary Members, as a condition of membership, must agree in writing to abide by the Rules of Conduct and Bylaws of OHA, as may be amended from time to time, including but not limited to any Rules regarding the resolution of grievances and disputes set forth in the Rules or these Bylaws.

Section XIII.02 Arbitration of Disputes Between Members. If any dispute between members remains unresolved after exhaustion of the dispute resolution procedures described in the rules, the dispute shall be resolved through binding arbitration, and not by court process. The arbitration shall be in Contra Costa County and be conducted under the rules of, and administered by, the American Arbitration Association in accordance with its arbitration rules for decision by a single arbitrator. Judgment upon the award rendered by the Arbitrator may be entered in any court having jurisdiction thereof. The laws of the State of California shall apply in any arbitration. The single arbitrator shall be chosen by mutual agreement of the parties. If the parties are unable to agree, each shall choose one arbitrator, and the two chosen shall select a third who shall serve as the arbitrator. The filing of a judicial action for an order of attachment, an injunction, or other provisional remedies, shall not constitute a violation of the requirement to arbitrate under this provision.

Section XIII.03 Arbitration of Disputes Between OHA and Members. Any dispute between a member or members and OHA arising out of, or relating to, the member(s) membership in OHA shall be resolved by binding arbitration, and not by court process. The arbitration shall be in Contra Costa County and be conducted under the rules of, and administered by, the American Arbitration Association in accordance with its arbitration rules for decision by a single arbitrator. Judgment upon the award rendered by the Arbitrator may be entered in any court having jurisdiction thereof. The laws of the State of California shall apply in any arbitration. The single arbitrator shall be chosen by mutual agreement of the parties. If the parties are unable to agree, each shall choose one arbitrator, and the two chosen shall select a third who shall serve as the arbitrator. The filing of a judicial action for an order of attachment, an injunction, or other provisional remedies, shall not constitute a violation of the requirement to arbitrate under this provision.

CERTIFICATE OF SECRETARY

I, the undersigned, certify that I am presently the duly elected and acting Secretary of Orinda Horse Association, a California nonprofit mutual benefit corporation, and that the above Bylaws dated October 22, 2022, and consisting of 30 pages, are the bylaws of this corporation as adopted by a vote of the Proprietary Members on October 22, 2022.

Dated: October 22, 2022


Signature

Heather McHugh
Printed Name