

By-Laws for El Capitan Stadium Association

ARTICLE I – NAME

The name of the corporation shall be: The El Capitan Stadium Association, INC.

ARTICLE II – OBJECT/MISSION STATEMENT

The primary purpose of the El Capitan Stadium Association, Inc., a non-profit corporation, is to provide assistance to the youth of Lakeside, California.

ARTICLE III – OFFICE

The office of the corporation shall be located in the community of Lakeside, County of San Diego, California.

ARTICLE IV – MEMBERS

SECTION 1

- A. Any person at least eighteen (18) years of age and sincerely interested and dedicated to the objective of the Association, and makes written application, becomes an Associate Member. They shall have no voting rights in the control and management of the Association.
- B. An Associate Member is a person who has applied for membership to the Association. A Regular member is a person who has been an Associate member for a period of 12 months and has attended 80% of the regularly scheduled meetings. Having met this requirement that Regular member is now allowed to vote during regular and special meetings as well as elections.
- C. A Regular Member must attend a majority (51%) of the regularly scheduled meetings over a rolling four (4) month period, in order to maintain or reinstate his/her voting rights.
- D. All Officers and Board of Directors shall have been Regular Members for the preceding twelve (12) months to be eligible to take office.
- E. Any class of membership, regardless of capacity, may be terminated by resignation or by two-thirds (2/3) majority vote of the total members of the Board of Directors, at a regularly held or specially called meeting.
- F. A Regular Member may be excused from the meeting, by notifying the Secretary or any Officer prior to the meeting. A Regular Member shall retain voting privileges as long as the excused absences do not to exceed six (6) consecutive regular meetings. If excused absences are to exceed six (6) consecutive regular meetings, the member must apply for extended leave, as per section "G" below. Missing four (4) unexcused consecutive regular scheduled meetings will require reinstatement of voting privileges, as per Section "C" above. Missing five (5) or more unexcused consecutive regularly scheduled meetings, a members status will revert to an Associate Member as per Section "B" above.
- G. A Regular Member may be excused for an extended period of time (up to a nine (9) month period) due to governmental, illness, educational, family or job related requirements. For the Regular Member to be excused for this period, a written request must be submitted to the Board, prior to or within two (2) weeks after the starting date. Upon recommencing of meeting attendance a regular member will require reinstatement of voting privileges, as per Section "C" above.
- H. Any challenge, concern over excused absence, request for extension of excused absence or concern over voting rights, must be submitted to the Board in writing. These requests will be considered by the Board at a regularly scheduled or specially called Board Meeting. All requests will be considered on a case by case basis. A majority (51%) vote of the Board members then serving will be necessary to pass or deny the request.
- I. An excused absence will be considered the same as an attendance.
- J. In order to establish or maintain their voting rights a Member must in a calendar year being from July 1st to June 30th of the following year perform items 1 and 2 below:

1. Liaison at least 2 non-association sponsored events held at the facility.
2. Perform at least 20 hours of time to better the facility or association, not to include Regular meetings of the membership and/or Rodeo related events. The above time may include, but is not limited to the following: attending work parties for the upkeep of the grounds, working as an officer or on BOD, promoting the association, working on newsletter/program, maintaining website/marquee, attending meetings with county, potential renters, or other community organizations.
3. If a member is unable to meet the above 2 obligations, then a formal written request must be submitted to the Board of Directors for consideration.

K. An Associate Member with more than six (6) months of unexcused absences shall forfeit their membership in the association.

ARTICLE V – MEETINGS

SECTION 1

- A. Regular meetings of the membership shall be held on the first and third Wednesday of each month at 7:00PM and shall require a quorum, a quorum being 51% of the voting membership, for voting on items on the agenda.
- B. The annual meeting of the Association shall be held on or before the third (3rd) Wednesday in July of each year. An Annual Report will be presented to the Board of Directors in September of that year.
- C. Regular meetings of the Board of Directors shall be held quarterly. The day of the week and the time will be determined by the Board of Directors.
- D. The Secretary shall notify each Board Member of each meeting by telephone, written word or by electronic notification, at least seven (7) days prior to the date thereof.
- E. An agenda shall be prepared for each regular meeting of the membership. All agenda items shall be submitted to the Secretary prior to any regularly scheduled meeting. A simple majority (51%), of the Regular Members, is all that is necessary to pass an item of business at the membership meeting, unless otherwise stipulated in these By-Laws. An account of the vote (for, against & abstained) shall be recorded for all business items at all membership and Board meetings.
- F. No alcoholic beverages shall be consumed at any membership, committee or Board meeting.
- G. There shall be no smoking during any membership, committee or Board meeting.
- H. A special meeting of the membership may be called by the President or any Officer when necessary for the benefit of the Association. No other items of business shall be discussed other than that for which the meeting was called.
- I. At all meetings of the membership, it shall be prominently posted, the number of Regular Members eligible to vote and the number of Regular Members necessary to constitute a majority (51%) vote.
- J. The President shall vote only in case of a tie, during regular scheduled meetings.
- K. Meetings shall be governed by Robert's Rules of Order in so far as such rules are not in conflict with or inconsistent with these by-laws, with the articles of incorporation of the corporation or with provisions of the law of the State of California.

ARTICLE VI – OFFICERS

SECTION 1

- A. The officers of the Association shall consist of:

President
Vice President
Treasurer
Secretary
Contract Secretary

- B. Other officers and/or assistants may be elected (a majority vote (51%) of the members then serving) by the Board of Directors as necessary.
- C. Any Officer may hold two (2) or more offices, except the President and Secretary.
- D. Vacancies of offices shall be filled by the Board (a majority vote (51%) of the members then serving) or by election of the membership (majority vote (51%) of the Regular Members), to serve for the unexpired term of the vacated position.
- E. The PRESIDENT shall have general control and supervision of the affairs and business of the Association. He/she shall preside at all meetings, except the Board of Directors meeting. He/she will sign, with any other proper officer, two (2) signature requirement, all business documents of any nature whatsoever pertaining to the Association unless such authority has been designated to other Officers as directed by the Board or the public laws, statues or regulation then in force. He/she shall perform all duties incident to the PRINCIPLE EXECUTIVE OFFICER and such other duties as may be directed by the Board.
- F. The VICE PRESIDENT shall act for the President in his/her absence and shall have full authority and power vested in that office and shall be subject to all restrictions imposed upon the office. He/she shall assist the President.
- G. The TREASURER shall perform all the duties incident to the office of Treasurer, and duties as assigned by the President and approved, by a majority vote (51%) of the members then serving, by the Board. He/she shall receive and account for all monies and securities of the Association and deposit them in a depository approved by the Board. He/she shall be co-signer on all checks issued by the Association. The Treasurer shall sign all other documents of whatever nature affecting the activities of the Treasurer. The Association shall be required to post bond as directed by the Board. He/she shall inform the President immediately of any matters of concern that may come to his/her attention. He/she shall make monthly financial statement in triplicate: one copy to the President, one copy to the Secretary and the third copy to be retained for his/her records. The financial records may be checked for accuracy, by an accountant appointed by the Board, each quarter, and a report made at the Board of Directors meeting. An AUDIT shall be made at the close of the fiscal year and at the request of a newly elected Treasurer, at the end of the election year. The fiscal year being from July 1st to June 30th of the following year.
- H. The SECRETARY shall record the proceedings of all meetings of the membership and all meetings of the Board of Directors. The Secretary shall provide written minutes of all meetings to the membership and Board at the next scheduled meeting for the purpose of correction and approval. Immediately after the election of Officers, the Secretary shall file a report each year to the Secretary of the State, State of California, setting forth the names of the Officers and the location or the principle office of the Association. He/she shall conduct such correspondence and perform such duties as the President and the Board of Directors shall direct. The Secretary shall keep the President informed of all matters requiring his/her attention and shall give timely notice of all meetings, as states in these By-Laws. The Secretary shall be charged with the membership status and post quorum numbers needed for vote. The Secretary shall be charged with the responsibility of building, maintaining and presenting the Annual report and book.
- I. The CONTRACT SECRETARY shall have the responsibilities by direction of the Board of Directors and Regular Membership, the writing of all rental contracts regarding the business of the Association. This includes all rental contracts for rental of the building, parking lots, marquee, etc., as well as all large event contracts. He/she will also be responsible for contacting the Liaison for all events and rentals to confirm dates and times as well as making available to all Officers and Liaison's a copy of the contract. Contract Secretary shall be responsible for posting and maintaining a calendar of events.

ARTICLE VII – DIRECTORS

SECTION 1

- A. The DIRECTORS of the Association shall be elected in accordance with Article IX; by and from the members of the Association and shall be known as the Board. There shall be a Chairman of the Board, elected by the Board.
- B. Their number shall not be less than seven (7) and not more than eleven (11), of which two (2) shall be President and the immediate past President of the Association.
- C. Director's meetings may be held only if a simple majority of the Board of Directors are present. If a simple majority (51%) is not present, the Chairman of the Board shall call a meeting at the earliest possible date following the non-convened meeting.
- D. The continued absence, after three (3) months without justifiable cause, from regularly scheduled membership meetings shall be considered reason for termination of office.

- E. Special meetings may be called by the Chairman of the Board, President or any two (2) members of the Board of Directors and shall have full force and effect, providing a majority of the Board Members are present and providing further, that no matters are then considered which require a greater number of members to act. If a majority is in attendance and discussion of an issue requires a greater majority (i.e. 2/3) and is the purpose of the meeting, that matter may be discussed but no vote (consideration) of any kind, may be taken. Only matters stated as reason for the special meeting shall be considered and all transactions shall be recorded and presented to the Association at the next regular scheduled meeting, by the posting of the minutes of the Board meeting by the Secretary.
- F. Vacancies shall be filled by a majority (51%) vote of the members then serving at a regular or special meeting of the Board.
- G. Board members may be re-elected for as many terms as he/she desires.
- H. The Board may at any regular or special meeting, by a two-thirds (2/3) majority vote of the Directors then serving, amend and/or change any By-Law and add or delete any By-Law, as may be deemed necessary.
- I. Full control of the affairs of the Association shall be exercised by or under the direction of the Board, as prescribed in SECTION 300-General Corporation Law and SECTION 5210-Corporations for Non-Profit Public Benefit of the State of California.
- J. Directors shall serve without compensation except that they shall be allowed reasonable advancement or reimbursement of expenses incurred in the performance of their duties as a Director. Any expenses or reimbursements shall be pre-approved at a regular membership meeting.
- K. In case of emergency or items needing urgent attention or where calling a Board of Directors meeting is not possible or practical, actions may be taken by mail, by telephone, or by electronic messaging. The first Board of Directors meeting following the decision, the action will be ratified by the Board of Directors and recorded in the minutes.
- L. Meetings shall be governed by Robert's Rules of Order in so far as such rules are not in conflict with or inconsistent with these by-laws, with the articles of incorporation of this corporation or with provisions of the law of the State of California.

ARTICLE VIII – COMMITTEES

SECTION 1

- A. The President and/or Board may designate committees considered necessary to further the objectives of the Association by a majority vote of the members then serving. Committees shall consist of three (3) or more persons, one of which shall be designated as Chairman. Committees shall have the authority, powers and duties as given to them by the President/Board, but this shall in no manner relieve them of any responsibility imposed by Public Law, Statute of Regulation, then in force. They may be removed or replaced as provided for in these By-Laws.
- B. Committees shall serve for periods as determined by the President or Board. Those of a continuing nature will ordinarily serve for an indefinite period.
- C. Vacancies will be filled in the same manner as original appointment. As per section "A".
- D. Unless, otherwise specified, a majority of the committee in regular meetings shall have the authority and power of a full committee.
- E. Committee Chairman will ordinarily attend the meetings of the membership; a report of the activities of the committee will be made at this time. Brief memorandum reports will be in writing and submitted to the Secretary to be included in the minutes of the meeting.
- F. The President shall appoint a standing committee of three (3) members to investigate and recommend eligible candidates for election to offices of the Association. He/she may designate the Chairman for that Committee.
- G. The President may delegate authority and powers to Officers and a Committee Chairman, as deemed necessary for the efficient operation of the Association.

ARTICLE IX - NOMINATION AND ELECTION

SECTION 1

- A. The Nominating Committee shall present a slate of Officers and Directors at the meeting on the first Wednesday in June – nominations may also be made from the floor at that time. Elections shall take place on the Third Wednesday of June. Nominations from the floor may be taken for any position up to the vote for that position.
- B. The Candidates presented by the Nominating Committee and any persons nominated from the floor, shall be elected by secret ballot, one office at a time.
- C. The installation of Officers and Directors shall be held in July. The Vice-President shall be charged with the installation arrangements.
- D. The President shall appoint three (3) members, not standing for election, to count ballots and report the results of the election.
- E. The Duly Elected President shall be a member of the Board of Directors and shall vote only in the case of a tie. The immediate past President shall automatically become a member of the Board of Directors.
- F. A minimum of four (4) Board of Directors shall be elected on the even calendar years to a two (2) term office. A minimum of five (5) Board of Directors shall be elected on the odd calendar years to a two (2) year term of office.
- G. The term of office for all elected Board members shall be from July 1 through June 30, two (2) years thereafter.
- H. The term of office of all elected Officers shall be from July 1 through June 30 of the next year.

CERTIFICATE

This is to certify that the foregoing is a true and correct copy of the by-laws of the El Capitan Stadium Association, Inc., a non-profit corporation, and that such by-laws were duly adopted by the board of directors on the date set forth below.

I, the undersigned, do hereby certify:

That I am duly elected and acting Secretary of the EL CAPITAN STADIUM ASSOCIATION, INC., a California Corporation.

That the foregoing By-Laws comprising of 5 pages, including this page, constitute the By-Laws of said Corporation as adopted by the Board of Directors.

IN WITNESS WHEREOF, I have hereunto subscribed my name and affixed the seal of said Corporation on this

2nd day of October, 2013
Date

Velita Hickel
Secretary Velita Hickel

Don Hickel
Past President Don Hickel

Betty Washburn
Board Member Betty Washburn

Richard Hurst
Board Member Richard Hurst

Ann McKay
Board Member Ann McKay

Kym Tilton
Board Member Kym Tilton

Sam Walker
President Sam Walker

Jeff Hickel
Board Chairman Jeff Hickel

Curt Smith
Board Member Curt Smith

Diane Ciolli
Board Member Diane Ciolli

Melinda Brown
Board Member Melinda Brown

Spencer Tilton
Board Member Spencer Tilton