

MCSP 2011 By-Laws

Article I - Mission Statement

Section 1. That the Monterey County Sheriff's Posse, is incorporated for purposes other than pecuniary profit, under the laws of the State of California, does hereby certify:

1. That the name of the Corporation shall be the "**Monterey County Sheriff's Posse, Inc.**".
2. That the purposes for which the said corporation is formed are:
 - a. That it is organized for public and charitable purposes to organize, manage, operate and conduct rodeos; to present, organize, manage and conduct horse and cattle riding, roping and throwing exhibitions and contests; to buy, lease, erect, conduct, manage, operate and provide grounds for rodeos and for horses, cattle and horse riding.
 - b. Promote the good fellowship among horse people in Monterey County
 - c. Is an equal opportunity organization and facility –and shall not discriminate against race, color, religion, sex, national origin, disability, genetic information, or age.

Section 2. DEFINITIONS:

The word "Shall" means mandatory and the word "May" means permissive.

Article II - Meeting of members

Section 1. PLACE OF MEETINGS

All regular meetings of members shall be held at the principal place of business of the Monterey County Sheriff's Posse, 395 Old Natividad Road Salinas, CA. 93906 or any other pre-approved location.

Section 2. REGULAR MEETINGS.

The regular meeting of members shall be held on the first Thursday of each month. The officers (Board) shall meet on the third Monday of each month for the purpose of conducting Posse business. Should a regular or Board meeting fall upon a legal holiday, then any such meeting shall be rescheduled. No notices of regular or Board meetings shall be required.

Section 3. SPECIAL MEETINGS (shall be for Members only)

Special meetings of members of any purpose whatsoever may be called at any time by the President, and or upon signed application of any five members in good standing to the board of directors. Notice of such special meetings shall be given by telephone, regular mail or other means of written communication addressed to each member appearing on the books of the Posse or given by the member to the Posse for the

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purpose of notice. All such notices shall be sent to each member entitled there to not less than fifteen days before such Special meeting and shall specify the place, the day, and the hour of such special meeting and shall also state the general nature of the business or proposal to be considered or acted upon at such special meeting.

Section 4. VOTING FOR OFFICERS, BOARD OF DIRECTORS, MOTIONS AND GENERAL BUSINESS (Does not include new membership voting)

At all meetings of members every member shall be entitled to vote in person and each member shall be entitled to one vote. Such vote may be by hand, voice or written ballot and tallied in front of the membership. The candidate receiving the highest number of votes shall be elected. The President shall not vote unless that vote is required to break a tie

Section 5. QUORUM FOR GENERAL MEETINGS

See Article III, section 5 regarding quorum for Board Meetings

The presence of any number of members and majority of board of directors entitled to vote at any general meeting shall constitute a quorum for purpose of conducting business of the Posse. A vote by a majority of the members present shall constitute a legal act.

Section 6. BUDGET and BUDGET MEETINGS

No guests or prospective members are permitted at the November and December meetings or any budget meetings.

The President shall direct that a budget recommendation be prepared (including projected income and expenditures for the following year) in time for the November general meeting. The Board, the treasurer, finance committee and committee chairs and interested members are encouraged to provide input in the development of the budget including request for special projects.

A copy of the budget recommendation will be distributed to the general membership at the November meeting.

Any member wishing to make further recommendations regarding the budget must do so in writing to any Officer or member of the Board before the November Board meeting. At the November Board meeting, the Board shall review written recommendation from the membership, after consideration of these recommendations, shall modify or revise as needed and approve the budget by vote of the majority of board present to present to the membership at the December meeting.

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The budget shall be presented to the general membership at the December General meeting for approval. The Posse fiscal year begins on January 1st.

Article III - Directors

Section 1. NUMBER AND QUALIFICATIONS OF DIRECTORS

The authorized number of directors of the Posse shall be sixteen (16).

Section 2. POWERS.

Subject to the limitations of Articles of Incorporation and Section 6 of Article II of these By-Laws, all of the ordinary and customary corporate powers shall be executed by the Board of Directors.

Section 3. ELECTION AND TERMS OF OFFICE

The President, Secretary, Treasurer, Captain, First Lieutenant, Second Lieutenant, and Past President shall be members of the Board of Directors. In addition, there shall be nine (9) elected members of the Board. Three (3) members of the Board of Directors shall be elected annually to serve for a period of three (3) years. All Directors shall attend nine Board meetings a year and hold office until their respective successors are elected and the expiration of their term of office. Elected term of office runs January 1st to December 31st of each year. A member must have been a Posse member in good standing for a minimum of one (1) year prior to nomination of any office position.

Section 4. VACANCIES.

Vacancies in the Board of Directors shall be filled by a majority vote of the membership present at a regular or special meeting. A vacancy shall be deemed to exist in the case of death, resignation or removal of any Director, or if the authorized number of Directors be increased. If the Board of Directors accepts the resignation of a Director, tendered to take effect at a future time, the members shall have power to elect a successor to take office when the resignation is to be effective. No reduction of the authorized number of Directors shall have the effect of removing any Director prior to the expiration of his term of office.

Section 5. QUORUM AT ALL MEETINGS OF THE BOARD.

A majority of the Directors shall be necessary and sufficient to constitute a quorum for the transaction of business. Every action by the majority of the Board of Directors present at the meeting duly held at which a quorum is present, shall be regarded as the act of the Board of Directors.

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Section 6. POWERS OF DIRECTORS

The Board of Directors shall not, without approval of a majority vote of the members present at a general meeting, do any of the following acts:

- (a) Fix the amount of dues to be paid by any Member;
- (b) Incur debt (borrow money) on behalf of the Posse in excess of \$2,000.00;
- (c) Sell, mortgage, lease, or otherwise dispose of or encumber any property or assets of the Posse.
- (d) Expel any member.
- (e) The Directors may, however, contract for all insurance of any nature necessary for operation of the Sheriff's Posse notwithstanding the prohibition set forth in paragraph (b) of Section 6 hereof.
- (f) Directors upon approval by quorum and majority vote may approve expenditures necessary for the organization's benefit, maintenance and or repairs in excess of \$2,000.00 without a majority vote of the membership at a general meeting.

Article IV - Officers

Section 1. OFFICERS.

The officers of the Posse shall be a President, a Secretary, a Treasurer, a Captain, a First Lieutenant, and a Second Lieutenant.

Section 2. ELECTION AND TERM OF OFFICE

The President, Captain, Secretary, Treasurer, First Lieutenant, and Second Lieutenant, shall be elected by the membership in November of each year and each shall hold their office until resignation or such officer shall otherwise become disqualified to serve, or their successor shall be elected.

Officers shall assume office at the first meeting in January.

The President, at the October meeting, under new business, shall open the meeting for nomination for the respective offices. The Nominating Committee shall give their report. Additional nominations may be made from the floor.

Nominations shall be reopened at the November meeting and as soon as the nominations for the respective offices have been closed, balloting shall commence

The member receiving the highest number of votes shall be declared elected to the office for which they have been nominated.

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Section 3. PRESIDENT

The President shall be the chief executive officer of the Posse and shall have general supervision, direction and control of the business and officers of the Posse. The President shall preside at all general meetings and Board of Directors meetings. The President shall be an ex-officio member of all the standing committees and shall have powers and duties of management usually vested in the office of President of a Corporation or by the By-Laws. The office of the President shall not be held for more than three (3) consecutive terms by any member.

The President shall appoint members as needed to perform functions including but not limited to:

- Chairs of the various standing or special events: Big Hat, Junior Rodeo, Arena, Stalls, Membership screening, Finance, Nominating, etc.
- Chaplin: To monitor the health and welfare of members.
- The description of duties of the appointed positions will be in the Policies and Procedures Guidelines Manual.

Section 4. CAPTAIN.

In the absence or disability of the President, the Captain shall perform all the duties of the President and when so acting shall have all the powers of and be subject to all the restrictions imposed upon the President. The Captain shall be in charge of Posse participation in parades. The Captain shall have such other powers and duties as may be prescribed by the President, Board of Directors or By-Laws.

Section 5. FIRST LIEUTENANT

It shall be the duty of the First Lieutenant to take the place of the Captain when the Captain is unavailable and to perform all duties assigned by the Captain. The First Lieutenant shall be in charge of all Posse bar functions. The First Lieutenant shall have such other powers and duties as may be directed by the President, Board of Directors or By-Laws.

Section 6. SECOND LIEUTENANT

The Second Lieutenant shall be responsible for arranging of meals at the General and Board meetings. The Second Lieutenant shall have such other powers and duties as may be directed by the President, Board of Directors or By-Laws.

Section 7. SECRETARY

The Secretary shall keep a full and accurate set of records of all Posse meetings. These records shall include member and prospective member attendance at Board, General meetings and special events. The Secretary shall read all reports, bulletins, applications

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and other communications to the Posse and conduct such correspondence as necessary, or as may be directed by the Posse and preserve copies thereof.

- It shall be the duty of the Secretary to notify all members of meetings, rides, parades, etc.
- The Secretary shall prepare and mail all notices of special meetings. Such notice shall state the special business to be considered. Such notice may be printed in the Posse newsletter.
- The Secretary shall enroll in the proper books the name, age, occupation, and residence of each member, and note from time to time therein, all facts of death, suspension, expulsion, withdrawals, and standing of membership accounts.
- At the expiration of the term of office for the Secretary, it shall be the Secretary's duty to deliver to any successor, all books, papers, and all other property of the Posse which may be in the outgoing Secretary's possession within thirty (30) days of the termination of the term.
- It shall be the responsibility of the outgoing Secretary to assist the Secretary-elect.
- The Secretary is responsible for the billing of dues and other fees.

The Secretary shall have such other powers and duties as may be directed by the President, Board of Directors or By-Laws.

Section 8. TREASURER

It shall be the duty of the Treasurer to collect all dues and any other monies and make deposit of such monies in the duly authorized depository. The Treasurer shall correctly keep the Posse accounts in such books as may be required by the Posse. The Treasurer shall deposit at least once each week, in the bank designated by the Posse, funds to the credit of the Posse. It shall be the duty of the Treasurer to draw all checks in payment of any proper indebtedness.

- The Treasurer shall keep in such books as the Posse may require, true and accurate accounts between the Posse and each member thereof.
- The Treasurer shall, at the first Board of Directors meeting of each quarter, make a report in detail of the financial conditions of the Posse as shown by the books of the preceding quarter and the standing of the membership and all delinquents.

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- The Treasurer shall, at each monthly Board of Directors meeting, present an oral report of the current status of all financial accounts of the Posse.
- It shall be the duty of the Treasurer to see that the books are maintained and a full and complete report and accounting be made. The books and other financial records must be available for audit as the Board deems necessary.
- The Treasurer shall see that all required State and Federal tax reports are filed on a timely basis.

The Treasurer shall have such other powers and duties as may be directed by the President, Board of Directors or By-Laws.

Section 9. PAST PRESIDENT

The past president shall help the current president with a smooth transition and be forthcoming in answering questions asked about the running of the posse;

- Shall give insight to the board as needed on issues which they may have knowledge of.
- Be an ambassador for the Posse if needed.

The Past President shall have such other powers and duties as may be directed by the President, Board of Directors or By-Laws.

Section 10. TERMINATION OF DUTIES (Voluntary or Involuntary)

All officers shall, upon termination of their office, deliver to their successor all books, papers, or other property of the Posse which are in their possession within 30 days.

Section 11. REMOVALS.

Any officer or director of the Posse, who becomes negligent in the performance of their duties or whose conduct is detrimental inimical to the welfare of the Posse may be removed from office by a two-thirds vote of the members present at any regular meeting.

Should any officer or director miss eight board meetings within a 12-month period without good cause (as determined by a majority of the Board), that office shall be declared vacant by the Secretary. An election shall be held to fill such vacancy at the next regular meeting following such declaration of vacancy of the office.

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Article V - Membership

Section 1. POWER OF MEMBERS

Members have the power to adopted, amended or repeal the By-Laws at a *Special* meeting (**Article II Section 3**).

Section 2. INSPECTION OF THE BY-LAWS

The President shall have in their possession, or control, **a copy** of the current By-Laws of the Posse and they shall be made available to members for inspection upon reasonable notice.

Section 3. MEMBERSHIP IN ORGANIZATION

(a) Anyone applying for membership in the Posse must be at least 21 years old, reside in Monterey County and/or adjoining counties, own or lease a horse and be willing to participate in Posse activities.

(b) A guest at all Posse events and meetings must be invited by a member until an application and check is on file and then will become a prospective member.

(c) Applicants must be invited to meetings/events and then sponsored by a current member who has been a Posse member for a minimum of one (1) year. The member shall introduce the guest as a prospective member to the membership and to the Secretary for tracking the number of meetings attended. Sponsor shall be responsible for inviting the proposed applicant to work parties, rides, etc. The sponsor or his designee shall accompany the prospective member at all posse events.

(d) A check for the application fee will be attached to the application, and will be deposited until the application is approved by the general membership. If an applicant withdraws from the application process or is not elected to the membership, the money will be returned to the applicant.

(e) After a Posse guest has attended a minimum of six (6) General membership meetings and has participated in a minimum of six (6) activities of their choice (Cooking, Big Hat, Winter Ride, Work Parties, etc.) They will be eligible for membership review.

(f) The application will be first reviewed by the secretary and then the applicant will be interviewed by the membership committee. After the membership committee determines that the applicant has met all of the requirements, the applicant will be submitted to the Board for approval. If it is determined that the applicant has not met the minimum requirements the sponsor will be notified.

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(g) Applicants will not be discriminated against because of race, color, religion, sex, national origin, disability, genetic information or age.

(h) Thereupon the President shall refer the application to the Board of Directors for a vote. A no vote by three (3) Board members shall end the consideration of the applicant for a period of one (1) year.

(i) Once the application is approved by the Board the applicant will be required to undergo a background check as determined by the Posse. No felony convictions allowed. Applicants are required to pay for this background check and the fee is non-refundable.

(j) The sponsor of a prospective member must be present and call for the vote. A yes vote by two-thirds of the members voting at a General meeting is required for approval. The vote shall be by secret ballot. The votes are to be tallied in front of the general membership. An applicant not receiving the required two-thirds vote shall be denied and their application for membership may not be resubmitted to the Board for at least one (1) year. The president is allowed to vote on the membership. The prospective member is not allowed to be at the vote meeting. Upon approval for membership, the applicant's sponsor shall assist the applicant with the purchase of uniforms.

(k) Maintenance of Membership—Members are encouraged to:

- Attend a minimum of six (6) meetings per year (25%)
- Participate in a minimum of four (4) activities per year i.e. Cooking, Big Hat, Jr. Rodeo, Winter Ride or Work parties.
- Pay all dues and fees on time

Members who have met the minimal level of involvement in posse activities will be entitled to posse member benefits such as but not limited to:

- Discounts on Clubhouse and Arena
- Play night's discount
- Stalls and RV storage

If a member defaults on the maintenance of membership requirements, they will be disqualified for membership benefits for the following year.

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Section 4. OATH

The Monterey County Sheriff or his/her designee to swear in a new member(s) of the Posse using the standard County of Monterey oath.

Oath of Affirmation of Allegiance for

Civil Defense Workers & Public Employees

I, _____, do solemnly swear (or affirm) that I will support and defend the Constitution of the United States and the Constitution of the State of California against all enemies, foreign and domestic; that I will bear true faith and allegiance to the Constitution of the United States and the Constitution of California; that I take this obligation freely, without any mental reservation or purpose of evasion; that I will well and faithfully discharge the duties upon which I am about to enter.

_____ Signature

Taken and subscribed before me this _____ day of _____, 20____

Signature of Authorized Official

Section 5. DUES

Annual Membership dues shall be payable in advance by October 1st. Dues shall be delinquent January 1st requiring the surrender of the member's badge and identification card. The annual dues are currently \$100.00 but may be changed by the Board of Directors with the membership approval.

Section 6. PROSPETIVE MEMBER INITIATION FEES

The initiation fee is \$550.00 to include the current year dues. A check for the initiation is to be submitted with the application.

Section 7. MEMBERSHIP Non-Transferable

An individual membership in the Posse is non-transferable.

Section 8. BADGES

Before being issued a Posse badge, each elected member must be sworn in before the Sheriff of Monterey County or a designee. The President must then issue the member with a Posse Badge which at all times remains the property of the Posse. In the event a member withdraws or is dropped from membership, the badge must be returned to the President.

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All the non- issued badges shall be kept in a secure location at the Posse Grounds. Badges are to be displayed at sanctioned Posse functions only. If an alleged violation occurs, it is to be reported to the Board of Directors. The Board of Directors shall determine if a member has missed used the badge (Article V, section 13 Member Conduct).

Section 9. MEMBER OF THE YEAR

Candidates may be selected for their outstanding service for that particular year or for outstanding service during their tenure as a Posse member.

There shall be a standing committee of the last five (5) recipients of the Member of the Year recognition award. If because of death, illness, or other reasons, one or more committees members cannot serve, then their position on the committee is to be filled by other recipients on the list in sequential order.

The committee may recommend up to three (3) candidates for the honor of Member of the Year.

The committee chairperson, who shall be the last recipient of the award, shall state the qualifications of the nominee(s) when the nominations are made. Nominations for Member of the Year may also be from the floor by any member present. The nominating member shall state the qualifications of the nominee.

The vote for Member of the Year recognition award shall be taken by secret ballot at the October General Membership meeting. If the committee has no nominations and there are none from the floor, then there will be no Member of the Year recognition award for that year

Section 10. LIFE MEMBERSHIP

A member in good standing “may be proposed” for life membership in recognition for services to the Posse for any of the following reasons:

- Turning 65 years of age and having been a member for at least 20 years.
- Other unforeseen circumstances. I.e. poor health.

Nominations for and approval of life memberships are made at the October General Meeting unless there are special circumstances requiring immediate consideration.

Section 11. HONORARY MEMBERSHIP

A person may be proposed for Honorary Membership in recognition for service to the Posse for any reason. The proposal must be made at a board of directors meeting and

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after approval by the board be brought to the general membership for a membership vote.

- A honorary member may attend all Posse functions
- Is limited in the privileges, no stall or RV rentals, no private use of the grounds
- An honorary member will not pay dues and have no voting rights and may not hold a directors position.
- They have an option to convert to full membership under Article V, section 3.
- The Sheriff may be asked to become an Honorary Member and participate in Posse parades.

Section 12. THE STANDING SHERIFF OF MONTEREY COUNTY

The Standing Sheriff of Monterey County should be defined and invited to be:

- A figurative head of the Posse for ceremonial events purposes, i.e., Installation, parades, and etc.
- Allowed to attend general membership meetings without sponsorship.
- May attend Board of Directors meetings by invitation or upon his request granted.
- Is not required to pay dues while sitting as Sheriff.
- Does not have voting rights as a Posse member.
- Upon termination of his duties as the Sheriff, may be asked to become an Honorary Member.
- As an Honorary Member, has the option to convert to full membership under Article V, Section 3.

Section 13. MEMBER CONDUCT

Any member, who conducts themselves in an improper manner or is guilty of any improper or disorderly conduct, shall be brought before the Board of Directors, who shall investigate the conduct of such member and, if after said hearing, the charges are found valid, and the offense warrants the action, the Secretary shall move for disciplinary action upon that member.

Furthermore, it is the Policy of MCSP that any member who physically assaults, challenges or threatens to assault another Posse Member or guest at any Posse function shall be subject to disciplinary action. In addition, any member who conducts themselves in a manner which discredits the Posse; uses the posse name for personal gain, profit, political influence or endorsements whether at a Posse function or not, shall be subject to disciplinary action. Members shall not disclose official posse business or financial information to any non members.

The Board of Directors shall determine the discipline that is appropriate for a given offence and may:

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- Place a member on probation
- Suspend that member from Posse activities for a term to be determined
- Recommend, to the full membership, that a member be removed from the Posse
- Take other action deemed appropriate

It shall require a two-thirds vote of the members present at the next general meeting to expel that member. In the event of an expulsion, that membership shall be cancelled.

Article VI - Miscellaneous

Section 1. PARADE RULES

Any member who appears for parades in any manner under the influence of any intoxicant will not be permitted to ride and may be subject to discipline. The decision as to whether or not they shall ride rests with the President, Captain and either First or Second Lieutenant. Their decision shall be final. Horses to be well groomed, head stalls in good appearance; saddles must be clean and of good appearance. They shall sit erect in saddle and be on alert for any signal from the Captain or Lieutenant. They shall assist by keeping the lines of march straight and in formation. All uniforms are to be clean and boots to be polished.

Prospective members and guests are not allowed to ride with the Posse in parades.

Section 2. AMENDMENTS TO THE BY-LAWS

These By-Laws may be amended at any Special Meeting pursuant to Article II, Section 3 of these By-Laws by the affirmative vote of two-thirds (2/3) of the members in good standing. All Posse members of record who are in good standing will receive a numbered ballot upon which to cast their vote from the Secretary. If a Posse member cannot attend the By-Law Special Meeting to cast their vote, the ballot shall be then submitted by mail to the Secretary. The Secretary will keep a register of the numbered ballots correlated with the members in good standing and whether or not they were voted upon. The Secretary will incorporate the ballots along with the vote tally as a written record of any By-Law revision.

Section 3. By-Law Review

The Posse By-Laws shall be subject to a review every 5 years by a committee appointed by the President.

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At a regular meeting of the general membership of the Posse on June 2, 2011, upon a motion being duly made, seconded, and passed, the above amended By-Laws were adopted and shall succeed any previous By-Laws and any and all previous amendments thereto.

Billy Amendarix, President