

**Amended and Restated Bylaws
Of The
Golden State Versatility Ranch Horse Association, Inc.**

**ARTICLE I
NAME**

SECTION 1.1 NAME. As provided in its Articles of Incorporation, the name of this California nonprofit corporation is the Golden State Versatility Ranch Horse Association, Inc., and its legal status shall be that of a Nonprofit Public Benefit Corporation (referred to herein as the “*Association*” or “*this corporation*”). Any change to the name or legal status of this corporation shall require amendment of its Articles of Incorporation.

**ARTICLE II
OFFICE OF THE CORPORATION**

SECTION 2.1 PRINCIPAL OFFICE. The principal office for the transaction of the activities and affairs of the corporation is located at 33750 East Carmel Valley Road, Carmel Valley, California. The Board of Directors (“*Board*”) may from time to time change the principal office from one location to another. Any change of location of the principal office shall be noted by the Secretary on these Bylaws opposite this Section, or this Section may be amended to state the new location.

SECTION 2.2 OTHER OFFICES. The Board may at any time establish branch or subordinate offices at any place or places where the Association is qualified to conduct its activities.

**ARTICLE III
PURPOSES**

SECTION 3.1 GENERAL PURPOSE. As provided in its Articles of Incorporation, his corporation is organized and operated exclusively for social welfare purposes within the meaning of Section 501(c)(4) of the Internal Revenue Code (“*Code*”). Notwithstanding any other provision of these Bylaws, this corporation shall not carry on any activities not permitted to be carried on by a corporation exempt from federal income tax under Section 501(c)(4) of the Code. No member of the Association shall have any economic rights or interests in or to the assets or property of the Association. The Association is organized and shall exist to protect, promote and support the ranch horse versatility culture and rural values, and to facilitate competitive ranch horse versatility events in coordination with Western States Versatility Ranch Horse Association (a corporation exempt from federal income tax under Section 501(c)(4) of the Code and referred to as “*Western States*”).

SECTION 3.2 SPECIFIC PURPOSES. The Association serves as the premier organization to host ranch horse versatility competitions in the State of California while also dedicating resources to promote, maintain and enhance ranch horse versatility and rural lifestyle. The Association is a qualified chapter of Western States, which promotes such goals and purposes in coordination with other similar ranch horse versatility organizations throughout the nation, and is committed to compliance with requirements and procedures for chapters in the Bylaws of Western States, or promulgated by Western States for its chapters.

SECTION 3.3 CHANGES TO CORPORATE PURPOSES. Any change to the foregoing sections of this Article III must be consistent with this corporation's Articles of Incorporation.

**ARTICLE IV
MEMBERSHIP**

SECTION 4.1 NO VOTING MEMBERS. The Association shall have no voting members. Any action which would otherwise require approval by a majority of all members or approval by the members shall require only approval of the Board. All rights which would otherwise vest in the members shall vest in the Board. Nothing in this Article IV shall limit the right of the Association to refer to persons associated with it as "Members" even though those persons are not voting members, and no such reference shall constitute anyone as a voting member, within the meaning of Section 5056 of the California Nonprofit Public Benefit Corporation Law. Consistent with the above-described limitations on members, the Board may establish categories, dues and benefits of membership in the Association.

SECTION 4.2 NON-VOTING MEMBERS. Subject to Section 4.1 above, the Board of Directors may, or through its membership committee, establish qualifications for persons to become eligible to be a "Member" of the Association who compete in versatility ranch horse competitions or share the same goals and purposes of the Association. Such persons may be referred to as "Members" of the Association and be considered in good standing by payment of annual dues as established by the Board of Directors, or by the designated committee, as revised from time to time.

**ARTICLE V
BOARD OF DIRECTORS**

SECTION 5.1 POWERS. Subject to the provisions of the California Nonprofit Public Benefit Corporation Law, the activities and affairs of the Association shall be managed and all corporate powers shall be exercised by or under the direction of the Board of Directors. The Board of Directors may delegate the management of the day-to-day operation of the business of the Association to a management company, committees (however composed), or other person, provided that the activities and affairs of the Association shall be managed and all corporate powers shall be exercised under the ultimate direction of the Board of Directors.

SECTION 5.2 NUMBER OF DIRECTORS; VACANCY; REMOVAL.

(a) Number of Directors. The authorized number of directors of the Association shall not be less than five (5) nor more than nine (9) until changed by a bylaw amending this Section 5.2 duly adopted by the Board. The exact number of directors shall be fixed from time to time by the Board of Directors, within the limits specified in this Section 5.

(b) Vacancy. A vacancy shall be deemed to exist on the Board in the event that the actual number of directors is less than the authorized number for any reason. In the event of a vacancy in the position of director during a term, the Board of Directors may appoint a replacement to fill the unexpired term. Directors thus elected to fill a vacancy shall thereafter be eligible for election to the Board of Directors as set forth in this Article.

(c) Removal. The Board of Directors, by affirmative vote of a majority of the directors then in office, may remove any director without cause at any regular or special meeting; . The office

of a director who fails to attend three (3) successive, regular Board meetings without being excused by a vote of the Board of Directors, may be declared vacant.

SECTION 5.3 LIMITATIONS ON INTERESTED PERSONS. At all times, not more than 49% of the directors of this corporation may be interested persons. An interested person means either:

(a) any person currently being compensated by this corporation for services rendered to it within the previous twelve (12) months, whether as a full-time or part-time employee, independent contractor, or otherwise, excluding any reasonable compensation paid to a director in his or her capacity as director; or

(b) any brother, sister, ancestor, descendant, spouse, brother-in-law, sister-in-law, son-in-law, daughter-in-law, mother-in-law, or father-in-law of any such person.

SECTION 5.4 ELECTION OF DIRECTORS.

(a) Nomination and Election of Directors. The Board shall appoint a nominating committee to present (not less than thirty (30) days prior to the annual meeting) a slate of Members they deem qualified for election as directors by the Board of Directors. Nominations may also be made by application of any current Members accompanied by a petition bearing the signatures of ten (10) Members in good standing filed with the Association not less than thirty (30) days prior to the date of the annual meeting of the Board. The Board shall elect the directors.

(b) Term of Office. The term of office of each director of the Association shall be two (2) years and until his or her successor has been elected and qualified. No director shall serve more than two (2) consecutive terms; provided, however, that after a period of one (1) year during which a person shall not have served as a director, such person shall again become fully eligible to serve as a member of the Board of Directors. Successors for directors whose terms of office are then expiring shall be elected at the annual meeting in the year such terms expire, but if any such annual meeting is not held or such directors are not elected at the meeting, the directors may be elected at any regular meeting of the Board. No partial term served as a replacement director shall be counted towards a director's term limit.

SECTION 5.5 MEETINGS; QUORUM; ATTENDANCE.

(a) Meetings. Meetings of the Board of Directors may be called and conducted through the use of conference telephone, electronic video screen communication or other communications equipment that will assure participation both by directors at the meeting site and directors at another location or locations participating by means of such communication, provided that all of the following apply: (i) each director participating in the meeting can communicate with all of the other directors concurrently, and (ii) 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 this corporation.

(1) Annual Meeting (Open to Members). The annual meeting of the Board of Directors shall be held at such time and place as the Board of Directors shall specify. The annual meeting shall be open to all Members of the Association.

(2) Regular Meetings. Other regular meetings of the Board may be held at times and places designated by the Board of Directors. Notice of a meeting of the Board shall be sent to all directors at least ten (10) days prior to the meeting.

(3) Special Meetings. Special meetings may be called at any time by the Chairperson or by any three (3) directors. Notice of all meetings shall be sent to all directors at least five (5) days prior to the special meeting and must specify the items of business to be transacted.

(b) Waiver of Notice. The transactions of any meeting of the Board of Directors, however called and noticed and wherever held, shall be valid as though taken at a meeting duly held after proper call and notice, if a quorum is present, and if, either before or after the meeting, each of the directors not present provides a waiver of notice, a consent to holding the meeting, or an approval of the minutes in writing. The waiver of notice or consent need not specify the purpose of the meeting. All waivers, consents and approvals shall be filed with the corporate records 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.

(c) Quorum. The presence of a majority of directors then in office shall constitute a quorum for the transaction of business. In the absence of a quorum no other business may be transacted at such meeting except to announce the time and place for an adjourned meeting for which no further notice shall be required. The act of 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 these Bylaws or in the California Nonprofit Public Benefit Corporation Law. 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.

(d) Action Without a Meeting. Any action required or permitted to be taken by the Board may be taken without a meeting if all members of the Board shall individually or collectively consent to such action in writing. 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.

SECTION 5.6 FEES AND COMPENSATION. Directors and members of committees shall not receive any compensation for their services, but may receive reasonable reimbursement for expenses incurred in carrying out their duties as directors, as may be fixed or determined by resolution of the Board of Directors.

SECTION 5.7 STANDARD OF CARE.

(a) General. 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 the Association 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:

(i) one or more officers or employees of the Association whom the director believes to be reliable and competent as to the matters presented;

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

(iii) a committee upon which the director does not serve that is composed exclusively of any combination of directors or persons described in (i) or (ii), as to matters within its 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 therefore is indicated by the circumstances and without knowledge that would cause such reliance to be unwarranted.

Except as provided in Article VIII below, a person who performs the duties of a director in accordance with this Article V shall have no liability based upon any failure or alleged failure to discharge that person's obligations as a director, including, without limiting the generality of the foregoing, any actions or omissions which exceed or defeat a public or charitable purpose to which a corporation, or assets held by it, are dedicated.

(b) Investments. Except with respect to assets held for use or used directly in carrying out this corporation's public or charitable activities, in managing and investing this corporation's investments, the Board shall adhere to the standards set forth in paragraph (a), above, and shall: (i) consider the charitable purposes of this corporation; (ii) act in good faith and with the care an ordinarily prudent person in a like position would exercise under similar circumstances; and (iii) consider:

- (1) General economic conditions;
- (2) The possible effect of inflation or deflation;
- (3) The expected tax consequences, if any, of investment decisions or strategies;
- (4) The role that each investment or course of action plays within the overall portfolio;
- (5) The expected total return from income and appreciation of investments;
- (6) This corporation's other resources;
- (7) The needs of this corporation to make distributions and to preserve capital;
- (8) An asset's special relationship or special value, if any, to the charitable purposes of this corporation.

Board decisions about an individual investment shall be made not in isolation but rather in the context of this corporation's portfolio of investments as a whole and as a part of an overall investment strategy having risk and return objectives reasonably suited to this corporation.

Notwithstanding the above, no investment violates this Section 5.7(b) where it conforms to: (x) the intent of the donor as expressed in a gift instrument; or (y) provisions authorizing such investment

contained in an instrument or agreement pursuant to which the assets were contributed to this corporation.

SECTION 5.8 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 5.9 EXECUTIVE COMPENSATION REVIEW. The Board of Directors (or a Board Committee) shall review any compensation packages (including all benefits) of the President or the chief executive officer and the Treasurer or chief financial officer, regardless of job title, and shall approve such compensation only after determining that the compensation is just and reasonable. This review and approval shall occur when such officer is hired, when the term of employment of such officer is renewed or extended, and when the compensation of such officer is modified, unless the modification applies to substantially all of the employees of this corporation.

ARTICLE VI OFFICERS

SECTION 6.1 DESIGNATION OF OFFICERS. The officers of the Association shall consist of the Chairperson of the Board, one or more Vice-Chairpersons, the Secretary, and the Treasurer. All officers shall serve at the pleasure of the Board of Directors and shall serve without compensation unless authorized by a vote of the Board. Any number of offices may be held by the same person, except that the Secretary, the Treasurer, or any Chief Financial Officer, may not serve concurrently as Chairperson of the Board.

SECTION 6.2 ELECTION OF OFFICERS. The Board shall, or by delegation to a committee consisting only of directors, elect a slate of officers immediately following the annual meeting of the Board.

SECTION 6.3 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 Board of Directors or by an officer on whom such power of removal may be conferred by the Board of Directors.

SECTION 6.4 DUTIES OF OFFICERS.

(a) Chairperson of the Board. The Chairperson of the Board shall be the presiding officer at meetings of the Board of Directors, shall serve as the chief executive officer of this corporation, and shall exercise such executive duties as the Board of Directors may direct.

(b) Vice-Chairperson. One or more Vice-Chairpersons may be selected by the Board of Directors. A Vice-Chairperson as designated by the Board of Directors shall perform the duties of the Chairperson when the Chairperson is unavailable and shall exercise such other duties as the Chairperson or the Board of Directors may direct.

(c) Secretary. The Secretary shall record or cause to be recorded, and shall keep or cause to be kept, at the principal executive office and such other place as the Board of Directors may order, a book of minutes of actions taken at all meetings of directors and committees, with the time and place of holding, whether regular or special, and, if special, how authorized, the notice given, the names of those present at such meetings, and the proceedings of such meetings. The Secretary shall give, or

cause to be given, notice of all the meetings of the Board of Directors and of the committees of the Board required by these Bylaws or by law to be given, shall keep the seal of the Association (if any) in safe custody, and shall have such other powers and perform such other duties as may be prescribed by the Board of Directors or by these Bylaws.

(d) Treasurer. The Treasurer shall cause to be kept and maintained, adequate and correct accounts of the properties and business transactions of the Association, including accounts of its assets, liabilities, receipts, duly authorized disbursements, gains, losses, capital, retained earnings, and other matters customarily included in financial statements. The Treasurer shall deposit all moneys and other financial assets in the name and to the credit of the Association with such depositories as may be designated by the Board of Directors. The Treasurer shall render to the Board of Directors an account of all of the transactions conducted or supervised by the Treasurer, and of the financial condition of the Association. He or she shall have such other powers and perform such other duties as may be prescribed by the Board of Directors and these Bylaws. If required by the Board of Directors, a bond in the amount determined by the Board, shall at the cost of the Association, be obtained to secure performance of the obligations of the office of Treasurer.

ARTICLE VII COMMITTEES

SECTION 7.1 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. 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 which by its express terms is not so amendable or repealable;
- (h) create any other Board Committees or appoint the members of any Board Committees; or
- (i) approve any merger, reorganization, voluntary dissolution, or disposition of substantially all of the assets of this corporation.

SECTION 7.2 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. On matters requiring Board authority, Advisory Committees shall be restricted to making recommendations to the Board or Board Committees, and implementing Board or Board Committee decisions and policies under the supervision and control of the Board or Board Committee.

SECTION 7.3 COMMITTEE SUPERVISION AND RELIANCE. If a committee is composed and appointed as required by Section 1 above (concerning Board Committees), it may act with the authority of the Board to the extent and with the scope provided by the Board. Otherwise, the Board of Directors shall remain responsible for oversight and supervision of the committee as an Advisory Committee. If a committee meets the criteria of Section 5.7(a)(iii), the individual directors may rely on it in discharging their fiduciary duties as provided in that Section.

SECTION 7.4 AUDIT COMMITTEE. For any tax year in which this corporation has gross revenues of \$2 million or more, this corporation shall have an Audit Committee whose members shall be appointed by the Board of Directors, and who may include both directors and non-directors, subject to the following limitations: (a) members of the finance committee, if any, shall constitute less than one-half of the membership of the Audit Committee; (b) the chair of the Audit Committee may not be a member of the Finance Committee, if any; (c) the Audit Committee may not include any member of the staff, including the President or chief executive officer and Treasurer or chief financial officer; (d) the Audit Committee may not include any person who has a material financial interest in any entity doing business with this corporation; and (e) Audit Committee members who are not directors may not receive compensation greater than the compensation paid to directors for their Board service.

The Audit Committee shall: (1) recommend to the full Board of Directors for approval the retention and, when appropriate, the termination of an independent certified public accountant to serve as auditor, (2) subject to the supervision of the full Board, negotiate the compensation of the auditor on behalf of the Board, (3) confer with the auditor to satisfy the Audit Committee members that the financial affairs of this corporation are in order, (4) review and determine whether to accept the audit, and (5) approve performance of any non-audit services provided to this corporation by the auditor's firm.

SECTION 7.4 MEETINGS.

(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 V 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 members. Minutes shall be kept of each meeting of any Board Committee and shall be filed with the corporate 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
WESTERN STATES VERSATILITY RANCH HORSE ASSOCIATION

SECTION 8.1 WESTERN STATES MEMBERSHIP. The Association, as a member of Western States, shall be subject to qualifications, approvals, dues and assessments as provided in the Bylaws of Western States.

SECTION 8.2 ELECTION OF WESTERN STATES DIRECTOR(S). The Board of the Association shall elect a representative or representatives to serve as a director or directors of Western States in accordance with the Bylaws of Western States.

SECTION 8.3 COMPLIANCE WITH WESTERN STATES RULES AND REGULATIONS. The Association as an affiliate chapter and member of Western States shall be subject to the “Terms and Conditions of Affiliation (*“Affiliation Agreement”*)”. Notwithstanding any provision of these Bylaws to the contrary, the Board of Directors (or any one or more of its committees) shall, from time to time, enforce all regulations and rules established by Western States for sanctioned versatility ranch horse competitions as set forth in the Affiliation Agreement. Compliance with such rules and regulations is an express qualification of the Association as a member in good standing of Western States.

ARTICLE IX
SPECIFIC TRANSACTIONS

SECTION 9.1 LOANS. Except as permitted by Section 5236 of the California Nonprofit Public Benefit Corporation Law, the Association shall not make any loan of money or property to, or guarantee the obligation of, any director or officer; provided, however, that the Association may advance money to a director or officer of the Association or any subsidiary for expenses reasonably anticipated to be incurred in performance of the duties of such officer or director so long as such individual would be entitled to be reimbursed for such expenses absent that advance.

SECTION 9.2 SELF-DEALING TRANSACTIONS. Except as provided in Section 8.3 below, the Board of Directors shall not approve or permit the Association to engage in any self-dealing transaction. A self-dealing transaction is a transaction to which the Association is a party and in which one or more of its directors has a material financial interest, unless the transaction is described in California Nonprofit Public Benefit Corporation Law Section 5233(b).

SECTION 9.3 APPROVAL. The Association may engage in a self-dealing transaction if the transaction is approved by a court or by the Attorney General. The Association also may engage in a self-dealing transaction if the Board determines, before the transaction, that (1) the Association is entering into the transaction for its own benefit; (2) the transaction is fair and reasonable to the Association at the time; and (3) after reasonable investigation, the Board determines that it could not have obtained a more advantageous arrangement with reasonable effort under the circumstances. Such determinations must be made by the Board in good faith, with knowledge of the material facts concerning the transaction and the interest of the director or directors in the transaction, and by a vote of a majority of the directors then in office, without counting the vote of the interested director or directors.

Where it is not reasonably practicable to obtain approval of the Board before entering into a self-dealing transaction, a Board Committee may approve such transaction in a manner consistent with the requirements above; provided that, at its next meeting, the full Board determines in good faith that the Board Committee's approval of the transaction was consistent with the requirements above and that it was not reasonably practical to obtain advance approval by the full Board, and ratifies the transaction by a majority of the directors then in office without the vote of any interested director.

SECTION 9.4 INDEMNIFICATION; INSURANCE.

(a) **Indemnification.** The Association shall indemnify any person who was or is a party or is threatened to be made a party to any proceeding (other than an action by or in the right of the Association to procure a judgment in its favor, an action brought under Section 5233 of the California Nonprofit Public Benefit Corporation Law, or an action brought by the Attorney General for any breach of duty relating to assets held in charitable trust) by reason of the fact that such person is or was an agent of the Association, against expenses, judgments, fines, settlements, and other amounts actually and reasonably incurred in connection with such proceeding if such person acted in good faith and in a manner such person reasonably believed to be in the best interests of the Association and, in the case of a criminal proceeding, had no reasonable cause to believe the conduct of such person was unlawful. For the purposes of this section, "agent" means any person who is or was a director, officer, employee, or other agent of the Association.

(b) **Insurance.** Upon the determination by the Board of Directors to purchase indemnity insurance, the Association shall purchase and maintain insurance on behalf of any agent of the Association against any liability asserted against or incurred by the agent in such capacity or arising out of the agent's status as such whether or not the Association would have the power to indemnify the agent against such liability under the provisions of this section; provided, however, that the Association shall have no power to purchase and maintain such insurance to indemnify any agent of the Association for a violation of Section 5233.

ARTICLE X DISTRIBUTION OF ASSETS

SECTION 10.1 DEDICATION OF ASSETS AND LIMITATIONS ON DISTRIBUTION. The assets of this Association are irrevocably dedicated to the purposes set forth in the Articles of Incorporation and no part of the assets shall ever inure to the pecuniary or proprietary benefit of any individual. Upon dissolution of the Association, its assets shall be distributed in accordance with the provisions of the Articles of Incorporation of this corporation.

ARTICLE XI CONSTRUCTION; REPORTS

SECTION 11.1 CONSTRUCTION. Unless the context otherwise requires, the general provisions, rules of construction, and definitions contained in the California Nonprofit Public Benefit Corporation Law as amended from time to time shall govern the construction of these Bylaws. Without limiting the generality of the foregoing, the masculine gender includes the feminine and neuter, the singular number includes the plural and the plural number includes the singular, and the term "person" includes a corporation as well as a natural person. Any provision of the California Nonprofit Public Benefit Corporation Law (California Corporations Code Sections 5110 through 6815) that is a mandatory requirement applicable to the Association and does not appear in these Bylaws, shall be deemed to

have been included in and to have become part of the provisions hereof and bind the Association accordingly.

SECTION 11.2 REPORTS. The Association shall provide to the directors no later than 120 days after the close of its fiscal year, a report containing the following information in appropriate detail:

(a) The assets and liabilities, including the trust funds, of the Association as of the end of the fiscal year.

(b) The principal changes in assets and liabilities, including trust funds, during the fiscal year.

(c) The revenue or receipts of the Association both unrestricted and restricted to particular purposes, for the fiscal year.

(d) The expenses or disbursements of the Association, for both general and restricted purposes, during the fiscal year.

(e) Any information required by Section 6322 of the California Nonprofit Public Benefit Corporation Law.

SECTION 11.3 REQUIRED FINANCIAL AUDITS. This corporation shall obtain a financial audit for any tax year in which it receives or accrues gross revenue of \$2 million or more, excluding grant or contract income from any governmental entity for which the governmental entity requires an accounting. Whether or not they are required by law, any audited financial statements obtained by this corporation shall be made available for inspection by the Attorney General and the general public within nine months after the close of the fiscal year to which the statements relate, and shall remain available for three years (1) by making them available at this corporation's principal, regional, and district offices during regular business hours and (2) either by mailing a copy to any person who so requests in person or in writing or by posting them on this corporation's website.

SECTION 11.4 ELECTRONIC TRANSMISSIONS. Unless otherwise provided in these Bylaws, and subject to any guidelines and procedures that the Board of Directors may adopt from time to time, the terms "written" and "in writing" as used in these Bylaws include any form of recorded message in the English language capable of comprehension by ordinary visual means, and may include electronic transmissions, such as facsimile or email, provided (i) for electronic transmissions from this corporation, this corporation has obtained an unrevoked written consent from the recipient to the use of such means of communication; (ii) for electronic transmissions to this corporation, this corporation has in effect reasonable measures to verify that the sender is the individual purporting to have sent such transmission; and (iii) the transmission creates a record that can be retained, retrieved, reviewed, and rendered into clearly legible tangible form.

ARTICLE XII AMENDMENTS

New bylaws may be adopted or these Bylaws may be amended or repealed by the Board of Directors, provided however that the consent of Western States shall be required in writing before any such amendment becomes effective.

CERTIFICATE OF SECRETARY

I, _____, certify that I am presently the duly elected and acting Secretary of Golden State Versatility Ranch Horse Association, Inc., a California nonprofit public benefit corporation, and that the above Bylaws, consisting of thirteen (13) pages, including this page, are the Bylaws of this corporation as adopted by the former members of this corporation prior to such adoption at a duly called and noticed meeting at which a quorum was at all times present, on January 26, 2019.

DATED: _____

_____, Secretary