

The Central Tennessee Dressage Association (309) USDF Group Member Organization BYLAWS

ARTICLE I NAME

The name of the organization shall be the Central Tennessee Dressage Association, a not-for-profit corporation (under Internal Revenue Service code section 501(c) (4) or its successor) organized and existing under the laws of the state of Tennessee (hereinafter referred to as the Association).

ARTICLE II PURPOSES

Section 1: The purposes of the Association as set forth in its charter are to promote and encourage a high level of accomplishment in, and general understanding and appreciation of dressage.

Section 2: The purposes of the Association shall be carried out by educational programs, shows, forums, clinics, seminars and such other activities as the Board of Directors may, from time to time, designate. All activities are to be offered on a first come, first served basis to all participants, with members having priority over non-members.

Section 3: In carrying out the aforementioned purposes, the Association may affiliate and cooperate with such other organizations as the Board of Directors may, from time to time, designate.

Section 4: All funds received shall be used for the purposes stated above in Article II, Section 2, and not for the benefit of any individual.

Section 5: It is required that the Association carry full indemnifying insurance as recommended by our governing and sanctioning organizations (currently the United States Dressage Federation and the United States Equestrian Federation).

Section 6: The Association's membership year end shall be November 30.

ARTICLE III

DEFINITIONS

1. Entire Board refers to all of the Directors then serving
2. Quorum consists of a majority of voting members and/or Directors in attendance at any meeting at which business is transacted or who participate in an election conducted by the Association
3. Majority is a simple majority either of the membership or of the Board of Directors
4. Open meeting refers to any meeting to which the entire membership is invited and the Board of Directors are in attendance
5. Board meeting refers to any meeting at which a quorum of the Board of Directors are in attendance
6. 'Term' is three years, depending on Board vacancies, elected pursuant to Article IV, Section 4, and serving from December 1 through November 30

ARTICLE IV

BOARD OF DIRECTORS

Section 1: The affairs of the Association shall be managed by a Board of Directors which shall consist of nine (9) members. No persons immediately related by blood or by marriage shall be eligible to simultaneously serve on the Board of Directors.

Section 2: Except as set forth in Section 5 of this Article, each Director shall serve for a term of three (3) years. At the end of the first term, each Director may opt to serve another three (3) year term. No director shall serve more than two successive terms.

Section 3: Nominations for election to the Board of Directors shall be made by a Nominating Committee consisting of those directors whose terms are not expiring at said election. The Nominating Committee shall review the nominees prior to the voting ballots being issued and certify the slate of nominees to the Secretary of the Association. No person shall be nominated by the Committee or by the general membership without prior consent of said nominee.

Section 4: Directors shall be elected by a vote ballot sent to the entire voting membership no later than 30 days prior to the election. Votes may be cast by mail or electronically prior to the election meeting or in person at said meeting. The open election meeting shall be conducted at least 30 days prior to year end, at which time the vote will be finalized and closed to further voting. The nominees receiving a quorum shall serve on the Board of Directors.

Section 5: Any interim vacancy occurring on the Board of Directors, for whatever

reason, shall be filled by majority appointment of the entire Board. The individual appointed to replace a member stepping down shall fill the retiring member's place on the Board for the remainder of that calendar year. Any part of the retiring member's three year term will be filled at the next Annual Election.

Section 6: The Board of Directors, by resolution duly adopted by a quorum, may appoint and designate such committees as it seems desirable to exercise such authority of the Board as may be delegated thereto in said resolution.

Section 7: Any Board member failing to attend three sequential meetings shall be required to step down and a replacement may be appointed by the existing Board Members for the duration of that year. Section 5 of this Article shall be used to replace said Board member.

Section 8: Any Board Member who is found to be in any perceived conflict with the business of the Association shall step aside from voting on said business. Such conflict may be either personal or professional in nature.

ARTICLE V

OFFICERS

Section 1: The Association shall have a President, a Vice-President, a Secretary, a Treasurer, and such other officers as may be designated by the Board of Directors. The office of President and Secretary may not be simultaneously held by the same person.

Section 2: The officers shall be elected by the Board of Directors at the first meeting of each membership year.

Section 3: The board may, from time to time, by resolution duly adopted by a majority of the entire Board, designate additional offices and shall specify the manner in which such offices are to be filled.

Section 4: All officers shall serve for a period of one year and thereafter until a successor is duly elected and qualified.

Section 5: Any vacancy in office, for whatever reason, shall be filled by the affirmative vote of a majority of the entire Board.

Section 6: The President of the Association shall be its chief executive and operation officer, shall preside at all meetings and shall have such other authority and perform such other duties in the management of the Association as the Board of Directors may from time to time, by resolution duly adopted by a majority of the Entire Board, provide.

Section 7: The Vice-President shall serve in the President's stead should the latter be unable to perform the duties of that office and shall represent the Association at such functions as necessary. The Vice-President shall have such other authority and perform such other duties in the management of the Association as the Board of Directors may from time to time, by resolution duly adopted by a majority of the Entire Board, provide.

Section 8: The Secretary of the Association shall keep and distribute the minutes of the proceeding of its members, shall give all notices required or permitted by law to be given to members, shall prepare and timely distribute the ballots for elections, shall maintain the correspondence files of the Association, shall keep a record of the names and addresses of the members, and shall have such other authority and perform such other duties in the management of the Association as the Board of Directors may from time to time, by resolution duly adopted by a majority of the Entire Board, provide.

Section 9: The Treasurer of the Association shall be its chief fiscal officer, shall keep correct and complete books and records of account, shall report, on a quarterly basis or as the Board deems necessary, to the membership and Board of Directors as to financial affairs and condition of the Association, shall act in the Secretary's stead should the latter be unable to act, shall have such other authority and perform such other duties in the management of the Association as the Board of Directors may from time to time, by resolution duly adopted by a majority of the Entire Board, provide.

Section 10: Each officer shall, upon leaving office, for whatever reason, turn over the books and records of such office to his/her duly elected or appointed successor in office.

Article VI

MEMBERSHIP

Section 1: There shall be three classes of membership: Individual, Family and Honorary Membership.

Section 2: Any person eligible for membership shall submit an application therefore, on a form prescribed by the Board of Directors, together with the required dues, to the Board member designated as the Membership Chair. The Board of Directors may appoint any person to an Honorary Membership.

Section 3: The qualifications and rights of the respective classifications of memberships are as follows:

- a.) Individual membership – open to any individual upon payment of dues and shall entitle such member to all applicable discounts and benefits of

membership in the Association including one vote and group membership in the United States Dressage Federation;

b.) Family membership – open to include members of one household upon payment of Family dues and entitles all family members to all applicable discounts and benefits of membership except such Family membership shall only include one group membership in USDF;

c.) Honorary membership – open to any individual or group as appointed by the Board of Directors and carries all the rights and privileges of an individual member except membership in USDF, which shall be at the Board’s discretion.

Section 4: Any Member who fails to pay the applicable dues or other financial obligations to the Association shall not be in good standing will be removed from all Association mailing lists and forfeit any rights to discounts or other benefits of membership. Any payment made to the Association in the form of a non-negotiable instrument shall make the member tendering such instrument not in good standing and such member shall be charged a reinstatement fee before being considered in good standing.

Section 5: The fees, dues and assessments for membership shall be fixed by the Board of Directors at the first meeting of the membership year.

Article VII

MEETINGS

Section 1: The Association shall hold periodic open meetings at a time and place determined by the Board of Directors and announced to the membership in a manner designed to reach all voting members.

Section 2: The order of business at any meeting of the membership insofar as practicable shall be as follows:

- a)** Call to order and quorum call
- b)** Announcement of new board members
- c)** Reading and approval of minutes
- d)** Reports of officers and committees
- e)** Unfinished business
- f)** New business
- g)** Program
- h)** Adjournment

The treasurer will provide a full written financial report and the President will provide a full general written report at the last membership meeting of their term.

Section 3: Special meeting of the membership may be called by a Board Member. Notice of the call of a special meeting and the purposes of said meeting shall be disseminated to the members not less than 10 days prior thereto. The

date on which said notice is given shall be the record date for the determination of the members entitled to notice of and entitled to vote at said meeting.

Section 4: Attendance at the formal meetings of the membership shall be limited to the Board of Directors, officers and members in good standing (or their respective proxies) and their guests.

Section 5: Only members in good standing as of the record date and as of the meeting date shall be entitled to vote at any meeting of the membership.

Section 6: If a majority of the members entitled to vote, severally or collectively, consent in writing to any action taken or to be taken by the Association and the writing or writings evidencing their consent are filed with the Secretary of the Association and published in the minutes, the actions thus taken shall be deemed to have been authorized by the membership at a duly held meeting of the membership.

Section 7: The Board of Directors may meet immediately prior to each meeting of the membership.

Section 8: Regular meetings of the Board of Directors shall be held at a predesignated location. The membership will be notified of the meeting details in the preceding month's newsletter and on the website. A representative of the Board may cancel any such regular meeting or designate a different time and place with no less than two days' notice. Any Board member may at any time call for a meeting of the Board by giving no less than 48 hours notice of such meeting to all other Board members. Business of the Association may be conducted and voted on by a majority of the Entire Board (either in person or by proxy) at such meeting.

Article VIII

EQUIPMENT

Section 1: The Association's property and equipment can be rented to another party upon a majority vote by the Board. The terms of such rental will be set forth in a written contract to be signed by a member of the Association's Board and a representative of the other party.

Section 2: The Board of Directors of the Association must ensure that a full inventory of all the Association's equipment and materials is taken and recorded at the end of each year.

Article IX

ADMINISTRATION

Section 1: In the event of the cessation of CTDA and/or the subsequent dissolution of the Association, all funds will be distributed equally between the USDF and a charity qualifying under Internal Revenue Code section 70 or 501 (c) (3) as designated by the Board of Directors. The Association's equipment shall be liquidated within a reasonable time and all ensuing funds distributed as above.

Section 2: To review and amend the Association bylaws, the Board of Directors shall first draft any amendments or new articles for consideration by the Entire Board. The Board will then vote for acceptance of all or any amendments or new articles to be included in the bylaws. The new bylaws will signed by two Board members and new copies of the completed bylaws made available to the entire membership.

END

Revised and voted Jun 6, 2011