

# **Tri-State Dressage Society, Inc.**

## **Bylaws**

### **Article I: Name**

This organization shall be the Tri-State Dressage Society and shall be conducted as a non-profit organization. Hereafter, the organization shall be referred to as the TSDS.

On dissolution or final liquidation, the Board shall, after paying or making provision for the payment of all lawful debts and liabilities of the Corporation distribute all of the assets of the Corporation to a similar non-profit organization. On dissolution or final liquidation, no assets of the Corporation shall be distributed to, shared in by, or used for the benefit of any officer, director, member or employee of the Corporation, or other private individual.

### **Article II: Mission Statement**

The purpose of TSDS is to promote a high standard of accomplishment in dressage in the Ark-La-TX region through educational activities and amateur sports competition. Dressage is an equitation term meaning the gradual, harmonious development of the horse's physical and mental conditioning with the aim to achieve the improvement of its natural gaits and communication with its rider.

The program of TSDS shall be to hold schooling and recognized dressage shows and to conduct educational programs. Said competitions are to be held to measure the member's achievements against regional and international standards and to prepare members for competitions at the regional and international levels.

### **Article III. Affiliation**

TSDS is a group member organization of the United States Dressage Federation, Inc. As an affiliated organization, members are eligible for participating in USDF recognized competitions, receiving educational programs and literature and eligible for Rider Awards.

### **Article IV: Membership**

- A. Any person interested in furthering the mission of TSDS is eligible for membership upon payment of annual dues as set by the Board of Directors. Membership is non-transferable.
- B. Types of Membership
  - 1. Individual-entitles a person to full rights and privileges upon payment of annual Dues.
  - 2. Family-entitles two members of a family in the same legal address to full rights and privileges and only one vote, upon payment of annual dues. This may consist of one adult and one child or two adults. Only one family member may serve on the Board of Directors.
- C. Rights and Privileges:
  - 1. Members in good standing, except as limited in Article IVB shall be entitled to one vote, either in person or by proxy, in all matters governed by the vote of the general membership.

2. At any meeting, a member may vote by proxy executed in writing by that member. Such proxy shall be filed with the Secretary before or at the time of the meeting.
3. All members in good standing shall be entitled to run for office, except as limited in Article IVB.
4. Members in good standing shall be eligible to participate in such award, achievement and educational programs as the TSDS and its affiliates shall offer.

#### **Article V: Meetings**

- A. General membership meetings
  1. There shall be two general membership meetings per year. The Board shall schedule these meetings.
  2. Special/unscheduled meetings
    - a. The president or 10 members may call a meeting.
    - b. All members shall be notified via written communication, email or telephone of any called meetings and of the purpose of that meeting at least seven days in advance.
    - c. Quorum- Shall consist of 10 members including proxies.
- B. Board Meetings
  1. There shall be a minimum of two scheduled Board meetings per year. Board meetings shall be open to all TSDS members and limited discussion shall be allowed.
  2. Special/unscheduled meetings
    - a. The president and two directors may call a special Board meeting.
    - b. Board members must be notified of special Board meetings at least two days in advance.
    - c. Notification shall include the proposed agenda and only items listed on that agenda shall be voted on at the special meeting.
  3. Quorum-A quorum shall consist of a majority of the Board including proxies.

#### **Article VI: Elections**

- A. All members in good standing except as limited in Article IVB are eligible to vote and to hold office. Any nominee must have been a TSDS member for the previous year.
- B. Nominating committee
  1. Two board members who are not running for re-election will serve as the nominating committee and election monitors. Ballots are to be mailed out and received by 12/31 of each year. Election results will be announced at the awards banquet.
  2. The nominating committee will mail out ballots in a timely fashion so that votes can be returned for counting no later than ten days in advance of the annual awards banquet, when the result of the election will be announced.
  3. A simple majority of the ballots cast shall determine the winners.

#### **Article VI: Officers**

- A. The officers and their duties shall be as follows:

1. President (the president shall have one year of previous service on the Board).
  - a. Prepares the agenda for and presides over all meetings of the TSDS and the Board.
  - b. Appoints committee chairpersons with the approval of the Board.
  - c. Acts as representative of the TSDS to the USDF or may delegate this to a liaison for USDF summer & annual meetings.
2. Vice president
  - a. Assumes duties, obligation and restrictions of the President in his/her absence.
  - b. Performs other duties as may be assigned by the Board.
3. Secretary
  - a. Attends to all correspondence of the TSDS and presents communications to the Board or at appropriate meetings of the general membership.
  - b. Maintains records of attendance at Board meetings and ascertains quorums as necessary.
  - c. Takes minutes of all meetings.
  - d. Maintains a file of all TSDS publications.
  - e. Maintains an updated list of members and communicates this list to the USDF.
4. Treasurer
  - a. Handles all financial transactions as approved by the Board.
  - b. Deposits funds in a bank approved by the Board.
  - c. Keeps the financial statement up to date at all times.
  - d. Prepares financial records necessary for the filing of taxes and other financial requirements in coordination with a CPA (approved by the Board).
  - e. Maintains a list of physical assets owned by TSDS.
  - f. Maintains the insurance policy for TSDS.

**B. Terms**

1. The tenure of each officer shall be two years.
2. The Board according to Article VII. F shall fill any vacancy occurring for any office replacement.
3. Elections for officers will be staggered so that the President and Treasurer will be elected for term commencing in odd numbered years and the Vice-President and Secretary will be elected for terms beginning in even numbered years. If for any reason an officer is no longer able to serve, the Board shall name a replacement to fill out the remainder of the term, with the result that the regular elections and the terms of office remain staggered as specified here.

**Article VII: Board of Directors**

- A. The Board shall consist of four officers and a minimum of two representative directors.

- B. Eligibility- Must be members in good standing except as limited in Article IIIB., are eligible to run for the board.
- C. The following restrictions apply:
  - 1. Only one member of a household may serve on the Board.
  - 2. Under no circumstance shall more than 30% of the Board come from a single stable/farm.
- D. Term of office shall be for two years.
- E. Directors shall attend a majority of the Board meetings either in person or by proxy. Any Director failing to meet this requirement shall resign from the Board. Exceptions to this rule can be made only by a unanimous vote of the remaining Directors.
- F. At the meetings of the Board, a Director may vote by proxy executed by that Director. Such proxy shall be filed with the Secretary before or at the time of the meeting.
- G. A Board position vacated for any reason shall be filled as follows:
  - 1. The remaining Directors shall elect an eligible member to fulfill the term vacated. This shall be done through nomination by the Directors and election by secret ballot by the Directors.
  - 2. The temporary Director shall have full rights and powers as a Board member.
- H. Responsibilities – The Board of Directors shall approve expenditures of the TSDS and shall manage business and affairs of the TSDS between meetings of the membership.

#### **Article VIII: Committees**

- A. Purpose- There shall be such standing and temporary committees as are deemed necessary to carry on the work of the TSDS. Committee chairpersons shall be appointed by the President and approved by the Board. The committee chairpersons shall choose committee members.
- B. Standing committees (additional standing committees may be formed as necessary).
  - 1. Programs/Activities- Responsible for educational events, for meetings and special interest happenings.
  - 2. Shows- Oversees the organization of TSDS sponsored shows.
  - 3. Newsletter/website- Responsible for drafting of the newsletter/website articles.
- C. Special Committees- Temporary committees shall be formed from time to time for short term and specific objectives. These committees are automatically dissolved when their objectives have been achieved.

#### **Article IX: Amendments**

- A. These bylaws may be amended by a two thirds vote of the Board of Directors at a regular or special meeting, subject to approval by the majority of the general membership where a quorum, including proxies, is present.

