

# **ALAMO DRESSAGE ASSOCIATION BY-LAWS**

As amended January 1, 2012 and restated August 23, 2013

## **ARTICLE I - TITLE, PURPOSE, LOCATION, CORPORATE SEAL AND LOGO**

**Section 1.** Title: This corporation shall be known as THE ALAMO DRESSAGE ASSOCIATION, and shall at all times be operated and conducted as a nonprofit corporation in accordance with the laws of the state of Texas, providing such organizations, and by which it shall acquire all such rights as granted to associations of this kind.

**Section 2.** Purpose: The purpose of this association is to promote dressage interest, knowledge, training and competition, in any way possible, including but not limited to:

Encouraging education programs and fostering the study of and conduct or contributing to clinics in horsemanship and dressage; disseminating information to members, riders, instructors, spectators and friends pertaining to the riding and understanding of dressage; and generally to do all things appropriate to encourage dressage riding and the public understanding of dressage.

Setting guidelines for the conduct of shows, clinics and competitions; coordinating activities dates and giving technical assistance to shows, clinics and promotional activities.

Maintaining proper records in connection with the sort for the benefit of its membership and offering awards for achievement to participants and members.

Although the association is concerned primarily with dressage, it is not its intent to exclude any type of horse or rider, regardless of individual aims. Its intent is not to compete with but to rather cooperate with other state, local, and national organizations by keeping them informed of the desires and needs of the dressage community.

To make distributions to organizations that qualify as exempt organizations under section 501(c) (30) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law).

The general powers are to have and exercise all rights and powers conferred on nonprofit corporations under the laws of Texas, or which may hereafter be conferred, including the power to contract, rent, buy or sell personal or real property; provided however, that this Corporation shall not, except in any insubstantial degree, engage in any activities or exercising powers that are not in furtherance of the primary purpose of the Corporation.

This Corporation is organized pursuant to the Texas Nonprofit Corporation Act and does not contemplate pecuniary gain or profit to the members thereof and is organized for non-profit purposes.

**Section 3.** Place of Business: the principle place of business shall be San Antonio, Bexar County, Texas but its members or officers may be residents of any state, territory or county and business may be carried on at any place convenient to such members or Officers as may be participating.

**Section 4.** Corporate Seal: The seal of the association shall be in the charge of the Secretary or Treasurer and shall be in the form impressed hereon immediately below:

**Section 5.** Logo: The logo is the outline of the Alamo with a small formally attired horse and rider with horse in piaffe inside the outline; the word "ALAMO" in bold lettering across the top of the outline and the words "Dressage Association" in bold lettering under the bottom of the outline.

**Section 6.** No part of the net earnings of this Corporation shall inure to the benefit of or be disturbed to its members, Directors, officers or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purpose set forth in Article I hereof. No substantial part of the activities of the corporation shall be carrying on of propaganda, to otherwise attempting to influence legislation, and the Corporation shall not participate in, or intervene in (including the publishing of distribution of statement) any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of these Amended Articles the Corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under section 501 (c )(3) of the Internal Revenue Code of 1954 (or corresponding provision of any future United States Internal Revenue Law) or (b) by a corporation contributions to which are deductible under section 501(c)(3) of the Internal Revenue Code of 1954 (or corresponding provision of any future United States Internal Revenue Law). The income of the Corporation for each taxable year is to be distributed at such time and in such manner as not to subject the Corporation to tax under Section 4942 of the Internal Revenue Code of 1954 (or corresponding provision of any future United States Internal Revenue Law). The corporation is prohibited from (a) engaging in any act of self-dealing as defined in Section 4941(d); (b) retaining any excess business holdings as defined in Section 4941(c); (c) making any investments in such a manner as to subject the Corporation to tax under Section 4944; (d) making any taxable expenditures as defined under Section 4945(d) all said Section references being to the Internal Revenue Code of 1954 (or corresponding provision of any future United States Internal Revenue Law).

## **ARTICLE II - MEMBERSHIP**

**Section 1.** Members of the association shall be admitted, retained and expelled in accordance with such Policies and Procedures and regulations in the By- Laws and Policies and Procedures of the Association. Application for membership in the Association shall be made in the form prescribed by the Board of Directors and accompanied by the payment of dues for the current year. Membership in the association is not transferable.

**Section 2.** The membership year shall be the same membership year as to coincide with the United States Dressage Federation (USDF) and United States Equestrian Federation (USEF), currently December 1 to November 30. Voting and other membership rights and privileges become effective upon payment

of dues. Postmarks are honored in calculating the date of membership; otherwise the date of the membership is the date the paid application is received by the membership secretary.

**Section 3.** General privileges and responsibilities of members are as follows:

- a) While in good standing, all members shall have the rights, interests and responsibilities with respect to the Association and its property; shall obey and be bound by all Bylaws, Policies and Procedures of the Association, and decisions of the Board.
- b) Shall have right to vote by personal attendance or proxy at membership meetings, by ballot published in the newsletter or by email.
- c) Shall have the right to hold office and committee assignments, except as otherwise limited.
- d) In all matters governed by the vote of the members, each individual and each paid family membership in good standing shall be entitled to one vote.
- e) Receives newsletter and other such mailed or emailed material pertaining to the organization.
- f) Receives a Group membership to the United States Dressage Federation.
- g) Receives entrance to any and all activities of the association, additional costs for such activities may be charged.

**Section 4.** Classes of Membership are described in the Association's Policies and Procedures.

**Section 5.** Dues and Assessments: annual membership dues shall be set by the Board of Directors in the final quarter of each year. At no time may these dues become retroactive.

### **ARTICLE III - MEETINGS AND OTHER OFFICIAL FUNCTIONS**

**Section 1.** General meetings: A minimum of one General Membership meeting will be held each calendar year, at such times and places as set by the President. In addition, any other meeting of the membership may be called at any time by the President, or by the majority of the Board, or by written petition signed by not less than one-tenth (1/10) of all members authorized to vote. The Members present at any General meeting shall constitute a quorum. Members must be notified in writing of General meeting at least ten (10) days in advance.

All general meetings shall be conducted in accordance with Robert's Policies and Procedures of Order, unless otherwise specified herein.

Any Director of the Association can call a meeting of the members to order and may act as chairperson of such meeting, precedence being given as follows: President, Vice-President, Secretary and the Treasurer. In the absence of all such officers, members may elect a chairperson.

**Section 2.** Board of Directors Meetings: The Board of Directors shall meet each month. There must be at least 4 voting Board members present to constitute a quorum. Board and General meetings may be held on the same day, but shall not be combined. Additional Board meetings may be called by the President upon request of the Board members. Reasonable effort will be made to notify all Directors at least 72 hours in advance of special Board meetings.

There will be a joint Board Meeting of the outgoing and incoming Directors at the first Board meeting of the new membership year. Each outgoing Director will present a summary and suggestions in regards to their office, to be considered by the new Directors.

All meetings of the Board of Directors will be conducted as per Robert's Policies and Procedures of Order, unless otherwise noted.

If a Board member misses three (3) consecutive meetings he/she may be dismissed from office by action from a minimum of 6 of the remaining voting officers.

#### **ARTICLE IV - VOTING**

**Section 1.** Membership voting: The membership shall vote by ballot to be sent to each member in good standing not less than 30 days prior to the closing of the vote. Ballots may be sent via regular mail or email. Ballots shall be returned to the Association Secretary, who shall tabulate and report the results. The members returning ballots shall constitute a quorum. Membership votes shall include but not be limited to: Elected officers, changes to the Bylaws, and Policies and Procedures of the association.

**Section 2.** Board of Director voting: There must be 4 voting Board members to constitute a quorum. Voting may be done by voice or ballot at the discretion of the President unless otherwise noted.

In the case of a situation that cannot wait until the next regular Board meeting the President may direct the Secretary to poll the Board members for a vote by telephone, Fax and or email or to call a Special Board meeting.

#### **ARTICLE V - DIRECTORS**

**Section 1.** The business, property and Policies and Procedures of the Association shall be managed and controlled by the Board of Directors.

**Section 2.** The Board of Directors shall consist of elected officers, the immediate Past President and the Appointed Officers.

A member of the Board may hold more than one position on the Board, but is entitled to only one vote in Board or membership meetings. Said member may only hold one elected office per term.

**Section 3.** Duties: The business, property and Policies and Procedures of the association shall be managed and controlled by the Board.

The Board has the following annual duties:

1. Secure affiliation with USDF.
2. Secure insurance for all association sponsored activities.
3. Approve, disapprove, and suggest changes to the preliminary budgets of any association sponsored activity.
4. Other such items of business as may need to be addressed during the year.

At the end of his/her term of office, either by expiration or resignation, each officer and Board member shall transfer all records pertaining to his/her office to the succeeding officer within a two week period of time.

Any officer or Director may be removed by the Board, whenever in its judgment the best interest of the association would be served hereby, and such removal shall require approval of a minimum of 6 voting Board Members including the President. Such removal shall not prejudice his/her rights as a member of the Association.

**Section 4.** In the event of the death, disability, or resignation of any officer or Director, an appointee or appointees of the Board shall fill such vacancy or vacancies for the unexpired portion of the term, Appointment shall be made by the President and approved by the Board, within Thirty (30) days following said death, disability or resignation.

#### **ARTICLE VI - ELECTIVE OFFICERS AND DUTIES**

**Section 1.** Elections: Elections are held for the position of President, Vice-President, Secretary, Treasurer, and Member at Large. The officers of the association shall be elected by all of the members of the Association at least one month prior to the end of the membership year. The offices of President, Vice President and Treasurer will be elected in odd numbered years. The offices of Secretary and Member-at-Large will be elected in even numbered years. New officers will work with current officers for the overlap period from election to the first of the membership year.

**Section 2.** Terms: The elective officers will serve for a term of two (2) membership years. No elected officer may hold the same office consecutively for more than Four (4) years. The Past President term will be one (1) membership year.

**Section 3.** Eligibility. Only members in good standing shall be eligible to nominate, vote for and/or be an officer or Director of the association. Any person nominated for an office in the association must be an Adult (over the age of eighteen (18) years) on the day of the election.

**Section 4.** Nominations: Nomination for all elective offices will be made by the current Board. In addition any member, by written declaration, may nominate any member for elective office. The petition shall be endorsed by a second member and shall be sent to the Association Secretary postmarked on or before the published nomination closing. With the consent of the nominee, these nominations shall be placed on the official ballot to be voted upon by regular mail or email by the

membership. Any member may be nominated for more than one office, but can be elected to only one office.

**Section 5.** Duties: Duties of the Officers shall be described in the Policies and Procedures.

## **ARTICLE VII - APPOINTED OFFICERS AND DUTIES**

**Section 1.** Appointed Officers shall be specified in the Policies and Procedures.

**Section 2.** Duties: Duties of the Appointed Officers shall be described in the Policies and Procedures.

## **ARTICLE VIII AMENDMENTS**

The Bylaws and/or Policies and Procedures of the Association may be changed, deleted, and or amended only by majority vote of the membership. Such vote shall be done in the manner prescribed in Article IV of the association's Bylaws.

Changes/Amendments/deletions of the Bylaws and/or Policies and Procedures of the association may be requested by any member in good standing. Said may be presented to the Board of Directors in writing at any time. This proposal will be discussed at a Board meeting to be set by the President. Robert's Policies and Procedures of Order shall be used during this discussion. It is strongly recommended that the author be present for this discussion.

Changes, Amendments and or Deletions will take effect on the first of the membership year following the vote. Exception to this is the case of an emergency change that may go into effect thirty (30) days after the voting is closed.

## **ARTICLE IX DISSOLUTION**

Upon the dissolution of the Corporation, the Board of Directors shall, after paying or making provisions for payment of all of the liabilities of the Corporation, dispose of all of the assets of the Corporation exclusively for the purposes of the Corporation to the United States Dressage Foundation or its successor, or to other equestrian organizations organized and operated exclusively for charitable, educational, or scientific purposes as shall at the time qualify as an exempt organization or organizations under section 501(c)3 of the Internal. Revenue Law, as the Board of Directors shall determine. Any of such assets not so disposed of shall be disposed of by the Court of Common Pleases of the County in which the principle office if the Corporation is located, exclusively for such purposes or to such organization or organizations as said Court shall determine which are organized and operated exclusively for such purposes. Any dissolution shall be governed by Article 1396, Section 6.01, V.A.T.S.

## **ARTICLE X DISCIPLINARY PROCEDURES**

**Section 1.** Any member may be disciplined, suspended or expelled from the Association and any member or non-member may be denied any or all privileges for the Association by the Board of Directors, whenever it shall have been established by satisfactory evidence that such member or non-member has violated any pertinent rule of the Association.

**Section 2.** Any member who is suspended by the National federation(s) (USEF or USDF) will immediately be suspended in the same manner (except fines) and for the same length of time by this Association.

**Section 3.** HEARINGS: Shall be conducted by the Board at a Regular or Special meeting. USEF Policies and Procedures should be used as guidelines in conducting and notification of hearings. A Two-thirds (2/3) vote of the Eligible Board members is required to decide a dispute.

**Section 4.** PENALTIES: The Board will decide the penalty or lack of one, at any duly held hearing. The decision of the Board shall be final in such matters.

**Section 5.** Indebtedness: A suspension list of people in debt to the club shall be maintained by the Treasurer. All fees must be paid within Sixty (60) days. After this time period a written warning shall be issued and the debtor will be given Thirty (30) additional days to rectify his/her debt. After this time period (Maximum 90 days) if the debt has not been paid or the dispute is unresolved, the debtor's name shall be listed in the Newsletter to suspend the debtor from further activities and membership privileges of the Association.