

Bylaws of the Central Plains Dressage Society, Inc.

Article I Name and Location

Section 1: Name

The name of the organization shall be the Central Plains Dressage Society, Inc. (CPDS) organized under the laws of the State of Oklahoma.

Section 2: Place of Business

The principal place of business shall be in the State of Oklahoma. The official address of the Central Plains Dressage Society shall be that of CPDS's current President or at some location that is designated by the President of CPDS.

Business may be conducted at any place convenient to such members or officers as may be participating.

Article II Non-Profit / Tax Exempt Status

CPDS shall be operated strictly and exclusively as a non-profit corporation. Its mission, described herein, shall be exclusively charitable, scientific, literary, or educational within the meaning of the Internal Revenue Code of the United States of America. In the event of dissolution, CPDS shall turn its residual assets over to United States Dressage Federation (USDF).

Article III Mission and Beliefs

Section 1: Mission

The Central Plains Dressage Society supports the dressage community by offering educational and fun activities in an encouraging environment to help advance each member's journey with their horse.

Section 2: Beliefs

In developing and operating to fulfill its mission, CPDS supports the following beliefs:

- We believe in promoting the health and well being of horse and rider.
- We believe in fostering a supportive and friendly environment to advance dressage and western dressage in the region.

Article IV

Membership and Dues

Section 1: Eligibility

Membership in CPDS shall be composed of those persons:

- A. Interested in advancing the mission and beliefs of the GMO;
- B. Willing to subscribe to the Bylaws and Policies and Procedures of the GMO and
- C. Are otherwise qualified under the provisions set forth in these Bylaws and in the Policies and Procedures of the GMO.

Membership is open to all persons, regardless of race, creed, sex, national origin or ability.

Section 2: Types of Membership

The GMO shall recognize the following types of membership:

- A. Senior: A Senior (adult) member, as specified by current United States Equestrian Federation ("USEF") definition, shall consist of an individual who is entitled to all rights and privileges, as provided in Article V, Section 1. For purposes of these Bylaws, the definition of senior member shall include Life, Annual, and Charter.
- B. Junior: A Junior member shall consist of an individual who, by current USEF definition, is a junior and who has not reached her/his 18th birthday by December 1st of the membership year. Junior members shall not have a vote at general membership meetings and are not eligible to hold an elective or appointed position, but otherwise are entitled to all rights and privileges provided in Article V, Section 1.
- C. Family: A family membership shall include one (1) primary and one (1) additional member of a family unit. Additional family members may be included for an additional fee. A family membership entitles the members to all other rights and privileges provided in Article V, Section 1. However, the family membership shall not entitle the family unit to receive more than one (1) copy of the GMO publications, which shall be sent to the address of the primary member.

Section 3: Membership Period

The CPDS membership period shall coincide with that of USEF and United States Dressage Federation ("USDF".) Voting and other membership rights become effective upon payment of dues.

Section 4: Transferability

Membership in the GMO is not transferable or assignable.

Section 5: Dues

Membership dues are payable annually, as established by the Policies and Procedures of CPDS. At no time may these dues become retroactive.

Article V

Membership Rights, Obligations and Loss of Membership

Section 1: Membership Rights

Members in good standing (annual dues paid in full, not indebted to CPDS and not under suspension by USEF and/or USDF) shall be entitled to participate in all activities and receive all publications of CPDS. Senior members in good standing are entitled to one vote each, as provided in Article VI, Section 5, at membership meetings and for the election of Directors of CPDS. Any senior member in good standing shall be eligible for nomination and election as Director on the Board of Directors of CPDS, as provided in Article VII, Section 3.

Section 2: Membership Obligations

Each member of CPDS, including each individual within a family membership, agrees that she or he shall abide by the Bylaws and the Policies and Procedures of CPDS in their efforts to conduct the business of CPDS's mission.

Section 3: Loss of Membership

A member shall cease to be a member upon the occurrence of any one of the following:

- A. Upon submission of a letter of resignation to the President of the Club.
- B. Upon the member failing to pay annual dues or any portion thereof payable on the dates stipulated for making such payment.
- C. Any CPDS member, regardless of type, may be removed from membership or from office by the affirmative vote of a majority of the Board of Directors, upon a finding of just cause, as specified in the Policies and Procedures of CPDS. In all such cases, advance written notice shall be given to the member in question, who has the right to request a closed hearing before the Board of Directors.

Article VI

General Membership Meetings

Section 1: Annual General Meeting

The Annual General Meeting (AGM) of the membership shall be held within sixty (60) days following the close of the fiscal year, on a date and place determined by the Board of Directors. Due notice of the time, place and agenda for the AGM must be given, as provided in Section 3 below. At this meeting, annual reports from the President and the Treasurer shall be presented to the membership.

Section 2: Special and Other General Membership Meetings

Special and Other general membership meetings may be called as specified in the Policies and Procedures of CPDS.

Section 3: Notice of Meetings

Due notice is defined as written notice to each member postmarked at least fifteen (15) days prior to the date of a meeting of members or by publication of notice of such meeting in the

Newsletter or other regular communication distributed by CPDS to its members, at least thirty (30) days before the meeting. This includes email and/or website posting.

Section 4: **Quorum**

At any Annual, Special or Other general membership meeting, the majority of board members present shall constitute a quorum for transaction of business.

Section 5: **Voting**

Each Senior Member shall be entitled to one vote per membership either in person by an instrument in writing. No Junior Member shall be entitled to vote. Each Family membership is entitled to one (1) vote for each Senior Member in the Family Membership, provided that no single Family Membership shall have more than two (2) votes.

Except as otherwise provided, any action authorized at a membership meeting, which has been duly called and at which a quorum is present, shall require a majority of the votes cast at such meetings by the membership entitled to vote.

Article VII

The Board of Directors

Section 1: **General Powers and Fiduciary Duties**

A. The Board of Directors shall act as the governing and policy making body of CPDS.

B. The Board of Directors, in its discretion, shall have the power to develop and adopt Policies and Procedures for CPDS, consistent with these Bylaws, to support and accomplish the mission of the Club. Current By-Laws and Policy and Procedures will be published annually in the CPDS website or other record.

C. Each Board member is responsible for acting in the membership's best interest, and for carrying out the following fiduciary duties: Confidentiality, Loyalty, Obedience, Disclosure, Reasonable Care, Diligence and Accountability.

Section 2: **Number and Composition of the Board of Directors**

The Board of Directors shall consist of at least four (5) but not more than seven (7) members, each of whom must be a Senior member of CPDS in good standing.

Section 3: **Election and Term**

Annually, nominations for the Board of Directors for those terms which expire shall be presented to the general membership for election. These candidates shall be selected according to the Policies and Procedures of CPDS. Nominees must be in good standing and current members of the GMO.

The members of the Board of Directors shall be elected by the membership as stated in these Bylaws. Term of office shall be three (3) years. Directors' terms of service shall be staggered with one-third (1/3) of the members of the Board of Directors elected each year.

A Director shall hold office effective on the date of the Annual Meeting immediately upon

election. At the end of the term, each Director shall transfer all records pertaining to her/his office and CPDS to the Board of Directors or as directed by the current or incoming President of CPDS, within a reasonable period of time not to exceed twenty (20) days.

Section 4: Resignation / Removal from Office

A. Any member of the Board of Directors may resign by submitting a written or electronic statement of resignation to the Board.

B. In accordance with Article V, Section 3 C, any member of the Board may be removed for cause as specified by the Policies and Procedures of CPDS by a majority vote of the remaining directors.

C. The Board may be subject to a formal inquiry by a petition of the general membership. A minimum of thirty (30) member signatures is required to initiate a formal inquiry of the current Board. Delivery of the thirty-signature petition to an Officer shall constitute notice of the formal inquiry by the general membership. The petition must state the specific concerns for the inquiry. The board will have thirty (30) days to respond to these concerns in an open meeting.

Section 5: Vacancies

Any vacancy occurring in the Board of Directors may be filled by the vote of a majority of the remaining Directors, according to the Policies and Procedures of CPDS. A Director appointed to fill a vacancy shall hold office for the unexpired term of her or his predecessor; however, said appointment must be confirmed by the Membership at the next Annual General Meeting of the membership.

Section 6: Quorum and Vote of Directors

A majority of the members of the Board shall constitute a quorum at any meeting of the Board. A majority of the quorum is required to pass any motion.

Section 7: Meetings

The Board of Directors shall meet at regular intervals, as established in the Policies and Procedures of CPDS, but in no event less than four (4) times during the membership year. Special meetings may be called by the Board of Directors as needed.

Section 8: Compensation

No member of the Board of Directors may be paid for her or his board service, except that an actual expense incurred may be reimbursed. No Board member may hold any paid position with CPDS.

Article VIII Officers

Section 1: Number and Election

All Officers shall be Senior CPDS members in good standing. The Secretary shall be a resident of the State of Oklahoma. The Officers shall be a President, a Vice President, a Secretary and a Treasurer, plus any other officers as may be designated by the Board. Officers shall be elected

by the Board of Directors at the first meeting of the year of the Board of Directors. Officers shall hold their positions for one (1) year or until successors are elected.

Section 2: Duties and Authority

Duties and authority for Officers shall be as specified in the Policies and Procedures of GPD, and shall include, but not be limited to, the following:

- A. The President shall preside at meetings, appoint committee chairpersons, and oversee the general operation of CPDS in accordance with these Bylaws and the Policies and Procedures of CPDS and serve as ex-officio member of all committees, except the nominating committee.
- B. In the absence of the President, or in the event of the President's inability or refusal to act, the Vice President shall perform the duties and have the authority of the President. The Vice President shall perform such other duties as the President and / or the Board of Directors may assign.
- C. The Secretary shall be responsible for keeping all pertinent documents and records of CPDS, recording the official minutes of all CPDS Board and General membership meetings, and all duties incident to the office of the Secretary.
- D. The Treasurer shall have charge and custody of and be responsible for all funds and securities of CPDS. The Treasurer shall maintain a complete record of all financial transactions and prepare financial reports for the Board of Directors. The Treasurer shall submit a written report at the Annual membership meeting that includes, but is not limited to, financial transactions for the preceding fiscal year and a budget for the upcoming year. The Treasurer shall comply with appropriate state and federal regulations and statutes.

Section 3: Resignation / Removal / Vacancies

- A. Officers may resign by submitting a written or electronic statement of resignation to the Board.
- B. Any Officer may be removed by the same process as for the removal of a member of the Board of Directors in accordance with Article V, Section 3 C and Article VII, Section 4 B.
- C. A vacancy in any office may be filled by the Board of Directors for the unexpired portion of the term.

Section 4: Compensation

The Officers of CPDS shall not receive a salary for their services as an Officer, but may be reimbursed for actual expenses incurred at the discretion of the Board of Directors.

Article IX Committees

The Board of Directors may establish committees for terms as deemed necessary and following the Policies and Procedures of CPDS.

Article XI

Miscellaneous Provisions

Section 1: Financial Responsibility

No member shall have the authority to pledge the credit of the GMO, except as specifically authorized by the Board of Directors.

Section 2: Indemnification

To the extent permitted by law, every person who is or was an Officer, Director, Committee member or authorized representative of CPDS shall have the right to be indemnified by the Club against all reasonable action, suit or proceeding in which she/he may become involved as a party or otherwise by reason of her/his being or having been an Officer, Director, Committee member or authorized representative.

Section 3: Financial Reviews

The Board of Directors shall have the books of CPDS reviewed at least once each three years or more often as decided by the Board. The review shall be performed by an individual(s) who is (are) competent to perform such reviews and who is (are) independent from the Board of Directors, in accordance with the Policies and Procedures of CPDS. The results of such reviews shall be provided to members at the next general membership meeting.

Section 4: Financial Accountability

The board shall recognize that funds collected and donations received shall be used to fund the mission of CPDS.

- A. At no time shall CPDS accumulate unreserved funds that exceed 110% of the annual budget.
- B. However, funds can be accumulated beyond 110% of the annual budget for a specific purpose or reserve that has been approved by majority vote of the membership in attendance at an annual meeting.

Article XII

Parliamentary Authority

The rules contained in the current edition of *Robert's Rules of Order Revised* shall govern the GMO in all cases to which they are applicable and in which they are not inconsistent with these Bylaws, the Policies and Procedures of CPDS and any statutes applicable to this organization.

Article XIII

Amendment

The Bylaws may be amended by a majority vote of the voting members present at a general membership meeting. Proposed amendments will be subject to the same notice as general membership meetings in accordance with Article VI, Section 3. The Policies and Procedures of CPDS shall establish procedures for submitting proposed amendments.