

# **CENTRAL VERMONT DRESSAGE ASSOCIATION, INC BYLAWS**

## **ARTICLE 1 - Name and Organization**

**Section 1.1** The name of the non-profit corporation shall be the Central Vermont Dressage Association, Inc. herein referred to as the Corporation.

**Section 1.2** This Corporation shall be organized under and governed by the laws of the State of Vermont. The Corporation shall have and continuously maintain a registered office and registered agent in the State of Vermont. The location of the registered office and the name of the registered agent of the Corporation shall be such as is determined by the Board of Directors and on file in the appropriate office of the State of Vermont pursuant to applicable provisions of law.

**Section 1.3** The Central Vermont Dressage Association, Inc. shall be a non-profit corporation and shall not be conducted for financial gain, and there shall be no capital stock. The name of the Corporation or the names of any members in their official capacities shall not be used in any connection for a commercial concern or with any partisan interest or for any purposes not appropriately related to the promotion of the objects of the Corporation.

## **ARTICLE II - Purpose**

**Section 2.1 Purpose.** The purpose of Central Vermont Dressage Association, Inc. is to foster local, regional, national and international competition in the sport of dressage. Central Vermont Dressage Association, Inc. shall promote the art and sport of dressage by providing educational and competitive opportunities to support the talent and achievement of equestrian athletes and to enhance greater public awareness, understanding and appreciation for the discipline of dressage.

## **ARTICLE III - Membership**

**Section 3.1** Membership is open to anyone. A person shall become a member of this Corporation when a completed membership application and dues are received by the treasurer. Complimentary memberships are issued to officers of the Board of Directors for the term of their service and may be awarded to individuals for recognition of their service to the Corporation. A member may resign at any time, but resignation will not include a refund of membership dues. Memberships are non-transferable.

**Section 3.2 Types of membership.** The Corporation shall have two types of membership; a). Individual: An individual membership shall consist of a single individual and entitles the individual to one (1) vote as to each item of business and to all rights and privileges of membership upon payment of annual dues.

b). Family: A family membership shall consist of one primary member and list additional members of the family, under 21 years of age, living in the same household (and may include family members who reside outside of the home for the purpose of attending school). The family unit is entitled to one vote and to all rights and privileges of membership upon payment of annual dues. The family membership shall receive one copy of Central Vermont Dressage Association, Inc. publications sent to the address of the primary member.

**Section 3.3 Revocation of membership.** Members whose dues have not been paid for the fiscal year of the Corporation shall be dropped from the membership rolls. Removal of a member from the Corporation, for reasons other than non-payment of dues, may be made by presenting a petition to the Board of Directors. The petition will be brought before the Board at a scheduled Board meeting. If a quorum of the Board is present and the majority vote is for removal, the member may be terminated or suspended pursuant to a fair and reasonable procedure. Prior to voting on the petition for removal, the Board must notify, in writing, the member subject to the petition that; 1) a vote will be taken on a petition to revoke his or her membership, and 2) the member may request a hearing before the Board of Directors prior to the vote. If no hearing is requested, the Board may proceed directly to a vote. Any person expelled or suspended from Central Vermont Dressage Association, Inc. will be barred from participation in any function sponsored by Central Vermont Dressage Association, Inc. until further notice. A person whose membership has been revoked may apply for reinstatement to the membership at any time after the revocation has taken effect. A majority vote of the Board of Directors is required for reinstatement.

#### **ARTICLE IV - Governing Body/Officers**

**Section 4.1 Governing Body.** The governing body of the Central Vermont Dressage Association, Inc. shall be a Board of Directors consisting of Ten (10) members. Officers and Board Representatives shall have voting power to administer the affairs of the Corporation. Board members may only hold one voting position but may also serve as appointed committee chairs. The President shall be a non-voting position except in the event of a tie vote. In the event of a tie vote, the President shall cast the deciding vote.

**Section 4.2 Quorum.** A quorum of the Board of Directors consists of a majority of the fixed number of directors. If a quorum is present when a vote is taken, the affirmative vote of a majority of directors present is the act of the Board of Directors.

**Section 4.3**The Board of Directors will consist of: the President, the Vice President, the Secretary, the Treasurer and six (6) representatives. Each officer and Board Representative shall serve a two- year term. The President, the Treasurer, and three (3) representatives shall be elected on odd years; the Vice President, the Secretary and three (3) representatives shall be elected on even years. Each Board member will assume her/his position at the annual banquet to be held by November 15<sup>th</sup> of each

year or by the 30<sup>th</sup> of November, whichever comes first and hold office until her/his successor is duly elected.

**Section 4.4 Duties of Officers.** All Officers and Representatives of the Central Vermont Dressage Association, Inc. Board of Directors are expected to attend a minimum of eight (8) Board meetings per year, attend the Annual Meeting, and support the goals and programs of the Corporation.

President – The President shall be the principal executive officer of the Corporation and shall in general supervise the affairs of the Corporation. The President shall preside at all meetings of the membership and the Board of Directors and is an ex officio member of all committees except the Nominating Committee. The President shall appoint committee chairs with the approval of the Officers. The President shall perform all duties incident to the office of president and such other duties as may be prescribed by the membership. The President shall keep the membership and Officers informed of the affairs of the Corporation. The President shall be the registered agent for Non-Profit Corporation.

Vice President - The Vice President shall, in the absence of the President or upon his or her request, perform all the duties of the President. In the event that the office of president becomes vacant, the Vice President shall succeed the President.

Secretary- The Secretary shall give notice and keep minutes of all meetings of the Corporation, and be responsible for maintaining records of all business transacted at meetings. The Secretary shall also be responsible for keeping attendance at all Board meetings.

Treasurer - The Treasurer shall be the general financial officer of the Corporation. The Treasurer shall have charge and custody of all funds of the Corporation subject to the control of the Board of Directors. He or she shall deposit funds, pay authorized bills, keep full and accurate accounts of all receipts and disbursements and provide monthly financial reports. The Treasurer shall make an annual report to the Corporation of its financial condition.

Representatives – The Representatives shall advise with and assist the Officers of the Corporation in all matters concerning the interests and the management the Corporation.

**Section 4.5 Impeachment and Removal from Office.** Any Board member may be removed from office, and/or from the Board of Directors, for failure to effectively and faithfully discharge his or her duties, or for conduct detrimental to the interests of the Corporation. Misconduct includes, but is not limited to, chronic absence from scheduled Board meetings, and failure to follow the rules of the Corporation as specified in the Articles of Incorporation. Articles of Impeachment may be presented to the Board by any board member, without petition, or by any general member

presenting a petition signed by at least one-fourth of the voting membership of the Corporation, at any regular or special meeting. The Articles of Impeachment shall specify the nature of the misconduct and/or dereliction of duty, the period of time during which the misconduct or dereliction occurred, and whether the action sought is removal from office on the Board, removal from the Board, or both. The Articles of Impeachment shall be considered by the Board at a special or regular meeting to be held not sooner than 10 days nor more than thirty days following their presentation. A simple majority vote of the Board of Directors present at that meeting shall be necessary to impeach any Board member and/or officer.

Following a vote to impeach, the Board shall, within five (5) days: 1) notify the member subject to the action that the Articles of Impeachment have been approved; 2) furnish a written copy of the Articles of Impeachment to the impeached member; 3) notify the impeached member that he or she may request a hearing before the Board prior to a vote to remove from office; and 4) notify the member of the date, time and place of the meeting at which the hearing will be held.

Impeached members shall notify the President of the Corporation of their desire for a hearing before the Board within fifteen (15) days of the date of the impeachment action. If no hearing is requested, the Board may proceed directly to a vote at the next regular or special meeting. If the impeached member requests a hearing, it shall be scheduled at the next regular or special meeting of the Board. The vote to remove from office may be taken immediately following the hearing, or at a future meeting, at the discretion of the Board. A two-thirds majority vote of the entire Board shall be necessary to remove a Board member from office on the Board or from Board membership. If both actions were specified in the Articles of Impeachment, they shall be voted on separately - first to remove from office, then to remove from the Board. Impeached members shall be notified in writing by the Board of the outcome of the vote to remove. Vacancies created by these actions shall be filled in accordance with Article IV, section 4.6 of these Bylaws.

#### **Section 4.6 Vacancies.**

- a). In the event of the resignation, vacancy or removal of the President during his/her term of office, the Vice President shall assume the President's duties and responsibilities until the next presidential election.
- b). In the event of the resignation, vacancy, removal or promotion to President of the Vice President during his/her term in office, the Officers shall appoint a new Vice President from the Board of Directors.
- c). In the event of a vacancy of any other Officer or Board Representative during his/her term of office, the Board of Directors may fill the vacancy by appointment for the remainder of the term. Preference shall be given to the Board members before opening the vacancy to the general membership.

**Section 4.7 Standing Committees.** Special committees may be established as deemed necessary by the Board of Directors. Directors, other than the President and the Secretary, may be appointed as committee chairpersons.

**Section 4.8** No Officer or Board Representative shall receive compensation for any services that he/she may render to the Corporation in their capacity as a Board member.

**Section 4.9** The Board of Directors shall have full and complete control of all affairs of the Corporation. The Board of Directors shall approve all expenditures greater than \$100.00. Expenditures of \$100.00 or less can be approved by any one of the Officers as necessary operating expenses without full Board approval.

**Section 4.10** There shall be two authorized signatures on the corporate bank account, that of the Treasurer and the President. Either will be authorized to sign checks in payment of approved expenditures, but only one signature will be required.

## **ARTICLE V - Meetings**

**Section 5.1 Business Meetings.** Central Vermont Dressage Association, Inc. business meetings will be conducted monthly, eleven times per fiscal year. Board members are expected to attend and the Secretary will keep track of attendance. Special meetings may be held on an as needed basis as called by the President.

**Section 5.2 Annual Meeting.** The Annual Meeting shall be held by the 15<sup>th</sup> of November at a time and place fixed by the Board of Directors for the purpose of announcing the election of new officers and representatives, presenting annual awards, reporting on Corporation business and voting on issues noticed to the membership for vote.

## **ARTICLE VI – Voting and Elections**

**Section 6.1** Members in good standing with the Corporation, are entitled to one (1) vote on any matter that is presented to the membership for an official decision. The act of the majority of the members shall be the act of the membership. The membership shall be given reasonable written notice of the time and place of membership meetings.

**Section 6.2** Officers and Board members shall be elected at the November meeting each year. Nominations for the election of Officers will be accepted each year at least four weeks before the Annual Meeting Banquet. The Secretary will provide the membership with a written nominating form with the positions on the Board for consideration to be returned to the Nominations Chairperson. Before a nominee's name is placed on the ballot, her/his willingness to serve will be determined. The nominee's name will then be placed on the ballot, which will then be sent to the

membership for voting. The ballot must be returned by the noticed deadline at which time voting will be closed. In the event of a tie vote, a run off vote will be conducted.

**Section 6.3** If members are unable to attend a meeting on which an issue is on the agenda which will be voted on at that meeting, proxy votes will be available. A proxy ballot may be requested by contacting the President or Secretary, prior to the meeting.

## **ARTICLE VII - Dues**

**Section 7.1** Dues will be established by the vote of the Board of Directors. Dues will be payable on December 1<sup>st</sup> with late fees assessed after February 15<sup>th</sup>. For purposes of financial reporting, the fiscal year for this Corporation shall be considered to run from January 1 to December 31.

**Section 7.2** Members whose dues have not been paid for the fiscal year of the Corporation shall be dropped from the membership rolls.

## **ARTICLE VIII - Liabilities**

**Section 8.1** The Corporation shall not have the power to subject itself to an indebtedness exceeding the current funds in the treasury, and the members of this Corporation shall not be liable for any debts of the said Corporation.

**Section 8.2** Members of this Corporation may be reimbursed for Board approved out of pocket expenses occurring on the behalf of, and benefiting the Corporation.

## **ARTICLE IX - Amendments to The Articles of Association and By-Laws**

**Section 9.1** Any member in good standing may submit a written proposed change of amendment(s) to the Bylaws. The proposed amendment shall designate the Article to be amended, shall quote the words to be deleted and the specific language to be added.

**Section 9.2** All proposed amendments with rational of change shall be submitted to the Vice President.

**Section 9.3** Proposed Amendments must pass a majority vote of the Board of Directors to be placed for vote before the membership.

**Section 9.4** If approved by the Board of Directors, the Proposed Amendment shall come before the membership for their vote at the next meeting. At least 20 days prior to such meeting, the proposed amendment and notice that this amendment will be voted on at the next meeting shall be noticed to the entire membership by the Secretary.

**Section 9.5** Voting may occur in person or by ballot. A majority vote of the membership may approve the proposed change. In the event of unforeseen conditions limiting attendance, the President may use his/her discretion in postponement of amendment voting.

#### **ARTICLE X - Equipment and Property**

**Section 10.1** Equipment or property purchased with Corporation funds is the sole property of the Corporation.

#### **ARTICLE XI - Dissolution of Corporation**

**Section 11.1** A petition for dissolution of the Corporation must first be submitted to the Board of Directors for their consideration. The reason for dissolution must be stated on the petition and submitted by a voting member of the Corporation.

**Section 11.2** A majority vote of the entire Board of Directors shall be required to approve the proposed Petition of Dissolution.

**Section 11.3** If approved by the Board of Directors, the petition shall come before the membership for their vote at the next meeting. At least twenty (20) days prior to such meeting, the petition and notice that dissolution of the Corporation will be voted on at the next meeting must be noticed to the entire membership by the Secretary. A two-thirds majority vote by the entire membership is required to approve the Petition for Dissolution of the Corporation. In the event of unforeseen conditions limiting attendance, the President may use discretion in postponing the vote.

**Section 11.4** Upon dissolution, the assets of the Corporation, after payment of all liabilities of the corporation will be donated as follows; equipment and property to the Green Mountain Horse Association and all liquid assets to The Dressage Foundation. If either Green Mountain Horse Association or the Dressage Foundation is no longer in existence then by determination of the Board of Directors, the assets shall go to a charitable, 501(c)(3) organization as recognized by the Internal Revenue Service that benefits the horse or furthers the Sport of Dressage. The provisions provided in Article XI Section 11.4 hereof shall remain in full force and effect and shall not be rescinded, altered or amended in any manner whatsoever.

#### **ARTICLE XII - Invalidity**

**Section 12.1** If any one section of these articles is ever deemed to be invalid, the remaining sections will remain in full force and effect.

ADOPTED in full – March 12, 2004