

BY-LAWS
OF
THE POTOMAC VALLEY DRESSAGE ASSOCIATION, INC.

ARTICLE I
NAME & OFFICES

Section 1. The name of this Corporation is The Potomac Valley Dressage Association, Inc. ("The Association").

Section 2. The principal office of the Association will be in _____ [city] at an address to be designated by the Board of Directors. The principal office may be at the residence of any officer of the Association. The Association may also maintain offices at such other places as the Board of Directors may from time to time determine.

ARTICLE II
PURPOSE

The Association is organized for the following purposes:

Section 1. To promote education in the principles and practices of dressage, as well as competition and horse care;

Section 2. To provide a vehicle for the exchange of knowledge and information with regard to the subject of dressage;

Section 3. To provide for practical experience in the art of dressage, testing of achievement, and evaluation of accomplishment; and

Section 4. To promote a better understanding of dressage to the general public and equestrian community.

ARTICLE III
BOARD OF DIRECTORS

Section 1. The Board of Directors (hereinafter referred to as “Board” or “Directors”) shall consist of no fewer than nine (9) members, and no more than fifteen (15) members.

Section 2. The Board shall be elected by the Association members in good standing. All board members must be members of the Association at the time of election and maintain a membership in good standing throughout their term.

Section 3. The Board shall have no more than five (5) Officers of the Association, elected by the Board.

Section 4. Board meeting attendance is mandatory for all members of the Board at all Board meetings, Annual meetings and special or called Board meetings. Any Director who misses three (3) unexcused meetings in a calendar year will be removed from the Board. Board members must contact the President or Chair prior to the Board meeting in order to be excused. In the event of an emergency, the President may excuse a Director’s absence from a meeting, which is to be recorded in the minutes of the meeting from which he or she is excused.

Section 5. The Directors shall be responsible for the general management of the affairs of the Association.

Section 6. The Directors shall make and enforce the rules of the Association and resolve all disputes and alleged violations relating to the operation of the organization and the conduct of its members. They shall use their discretion in adopting rules recommended by the respective committees or at the initiative of the members.

Section 7. The Board shall keep a record of its proceedings and shall report at the Annual General Meeting of the membership. At least two months prior to the Annual General Meeting, the Board shall appoint a member or a committee to review the financial records of the Association and assist in the preparation of the report for the Annual General Meeting of the Association.

Section 8. At least two months prior to the Annual General Meeting, the Board shall arrange for a yearly audit of the books.

Section 9. The Directors must approve all major expenditures and budget and determine dues and assessments.

Section 10. The Board shall delegate to the various committees such duties and powers as it shall deem necessary and desirable.

Section 11. No Director shall receive compensation for services rendered as Director nor can a Director be compensated for expenses incurred for meeting attendance. If a Director is elected to attend a national meeting or a meeting of another dressage association - as representative of the PVDA- the Board may compensate that representative for appropriate expenses.

Section 12. A Director must disclose any conflict of interest that may result from decisions or actions of the Board. No Director may serve on any committee or be involved in any decisions, in which they, a family member or corporation in which they have a majority interest will personally receive a financial, personal or professional benefit. Directors must recuse themselves from any decision in which they, a corporation in which they hold a majority interest, or a family member may have a conflict of interest.

Section 13. The Board safeguard the securities, properties, and assets of the Association consist with the Purpose.

ARTICLE IV OFFICERS

Section 1. The officers of the Association shall consist of *Chairman, President, Vice-President, Secretary and Treasurer.*

Section 2. The Chairman of the Board shall preside at all meetings of the Association and of the Board of Directors and Executive Committee. The Chairman shall be ex-officio a member of all committees except the Nominating Committee for candidates to the Board of Directors (see Article V, Section 1). The Chairman shall have the authority to sign contracts on behalf of the organization.

Section 3. The President shall be the chief executive officer of the Association and shall perform the duties of the Chairman of the Board in the Chairman's absence. The President shall sign all contracts and obligations and perform such other duties as assigned to the President by the Board of Directors. The President shall appoint all committee chairmen with the approval of the Executive Committee and shall be ex-officio a member of all committees except the Nominating Committee (see Article V, Section 1). The President shall act as official representative of the Association. The

President may call a meeting of the Board of Directors at any time at the request of five (5) members of the Board.

Section 4. The Vice-President may be designated by the Executive Committee to exercise the power and duties of the President if the President is unable to perform such responsibilities. The Vice-President shall oversee the Scholarships and honor awards. The Vice-President shall act in the capacity of deputy to the President in whatever functions are so delegated by the President.

Section 5. The Secretary shall give notice of all meets of the Board to the members and shall take the minutes of the meetings and keep copies of all correspondence and records of Board proceeding. The Secretary has the authority to sign contracts on behalf of the organization.

Section 6. The Treasurer shall be responsible for the collection, care, and custody of all monies received and paid out by the Association and shall place bank funds in a bank approved by the Board; issue receipts for monies paid into the Association and maintain proper books involving the disposition of all funds; shall act as the financial officer of the Association; and be prepared to give a report of the financial status of the Association at each meeting of the Board, at the Annual General Meeting, and at any other time as requested by the Directors.

Section 7. The Treasurer must notify the executive committee of all checks written over Five Thousand Dollars (\$5,000).

Section 8. The Officers shall comprise the Executive Committee of the Board, which shall be chaired by the Chairman.

Section 9. Each Officer at the expiration of his or her term of office or in the case of resignation shall transfer all records pertaining to that office to the succeeding officer within two weeks.

ARTICLE V

ELECTION AND TERMS OF OFFICERS AND DIRECTORS

Section 1. Three (3) months before the Annual General Meeting, the Board shall name a Nominating Committee whose membership shall be made public in the Newsletter.

a. It shall be the duty of this Committee to develop a slate of
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candidates for election to the Board of Directors.

- b. The Committee shall receive nominations from the active members and, where necessary, nominate individuals for office.
- c. The slate of candidates shall be presented to the Board at least one meeting prior to the Annual General Meeting and shall be circulated to the membership, as well as by ballot, in sufficient time to permit mail, email, or electronic balloting.

Section 2. The Nominating Committee can accept nominations up until a date certain established and published in the Newsletter. In all cases the consent of the nominee must accompany the nomination.

Section 3. The Board of Directors shall be elected by plurality vote by written mail or electronic ballot which shall be mailed or emailed to all members and received and tabulated annually at a date certain established by the Board, which date shall be at least one (1) week prior to the Annual General Meeting of the Association.

Section 4. The results of the Board of Directors election shall be announced at the Annual General Meeting.

Section 5. The term for Board of Directors shall be two (2) calendar years beginning with the first meeting after the Annual General Meeting or until their successors have been elected and duly qualified. The Board shall not rotate by more than one half at each election.

Section 6. Should a vacancy occur as a result of resignation or removal from the Board, the acting President shall immediately refer the matter to the Nominating Committee, and appoint (if necessary) an appropriate substitute or alternate to assume duties in the interim. The Board shall consider the proposed nominee of the Committee at its next regular scheduled meeting to complete the unexpired term of office.

Section 7. The newly elected Board shall choose Officers from among its own members in accordance with the following procedure:

- a. Immediately following the Annual General Meeting, a committee shall be named by the outgoing Chairman to be comprised of himself or herself, and one member each of the incoming and outgoing Board. These three are charged to solicit

each member of each Board and to draw up a composite slate of candidate officers.

- b. The outgoing Chairman shall present this slate at the first meeting of the Board after the Annual General Meeting for vote by incoming Board members only.
- c. The first officer to be elected shall be the new Chairman who shall immediately upon election assume the Chair and complete the election process.

Section 8. Officers shall serve for a term of one (1) year. They may succeed themselves but, except for the Secretary and Treasurer, shall serve for no longer than two (2) consecutive terms. [Note: Amended November 1984.]

Section 9. An Officer or Director may be removed with cause as determined by two-thirds vote of the full Board.

ARTICLE VI MEETINGS

Section 1. All organization meetings of the Board shall be held at such time and place as the Board shall order. Meetings may be held at five (5) days oral notice.

Section 2. All meetings of the Board are open to the membership unless specifically closed in accordance with Robert's Rules of Order, Revised.

Section 3. At all meetings of the Board, eight (8) of its members shall constitute a quorum.

Section 4. The Annual General Meeting shall be held no later than the end of November in each year. Written notice shall be given to all members in good standing at least one month in advance of the meeting.

The order of business at the Annual General Meeting shall be as follows:

- a. Reading of minutes from last annual meeting
- b. Annual report of each officer and committee chairman
- c. Old Business

- d. New business
- e. Report of Election of the Board of Directors f.

Adjournment

ARTICLE VII
COMMITTEES

Section 1. There shall be such standing and temporary committees as are deemed necessary to carry on the work of the Association. Committee chairmen shall be appointed by the President with the approval of the Executive Committee and, unless already members of the Board, do not have a vote at Board meetings.

ARTICLE VIII
MEMBERSHIP

Section 1. Membership in the Association is open to all who express an interest in dressage, regardless of race, creed, sex, or age.

Section 2. There shall be six classes of members: Senior, Junior, Family, Patron, Honorary and Business. The Board will charge the membership committee with defining each membership class and submitting to the Board for approval. The membership classes are subject to change without revisions of the by-laws, subject to the vote of a majority of the Board.

Section 3. Membership dues and assessments are determined by the Board. Changes in the fee structure shall be published in the Association's Newsletter at least one month prior to taking effect.

ARTICLE IX
RIGHTS AND PRIVILEGES

Section 1. All members in good standing are eligible to participate in educational programs and competitions sponsored by the Association, and all members in good standing who have reached the age of eighteen are eligible to hold office in the Association.

Section 2. All members in good standing shall receive Association publications.

Section 3. All members in good standing are registered as affiliate members of PVDA Bylaws – Approved by Board of Directors (April 1, 2013)

the USDF by the Secretary of the Association.

Section 4. Each member unit in good standing shall be entitled to one (1) vote.

Section 5. All members by making application for membership and/or paying their dues obligate and bind themselves to abide by and be subject to the Constitution, Bylaws, Rules, Regulations and Policies of The Potomac Valley Dressage Association Inc., including the grievance procedure for resolving all disputes and alleged violation thereof.

ARTICLE X CHAPTERS

Section 1. In order to facilitate the opportunities for PVDA members who by reason of their geographic locations find it desirable to gather in smaller groups for the informal pursuit of the purposes of PVDA, Chapters are hereby authorized to be formed by PVDA members. Chapters shall be required to be organized, recognized by PVDA, and operated in compliance with such bylaws, rules and regulations as the Board of Directors of PVDA may from time to time establish. The Board shall have the right to amend these rules and regulations as necessary.

Section 2. Any Chapter that is formed and any Chapter currently in existence, which has not previously obtained a Certificate of Recognition, must submit an application to PVDA for a "Certificate of Recognition" and must agree to comply with the rules and regulations of PVDA for the governance and operation of Chapters. Failure to abide by these rules and regulations shall be grounds for termination of the "Certificate of Recognition" of a Chapter which action shall be in the discretion of the Board of Directors of PVDA.

Section 3. Any dispute between Chapters, or any dispute within a Chapter, or any dispute resulting from the organization, dissolution, merger, restructuring, splitting or other reorganization of a Chapter, which the Chapter or Chapters are unable to resolve among themselves after due consultation and deliberation may be submitted to the Board of Directors of The Potomac Valley Dressage Association, Inc. who shall have the right to arbitrate and determine how any dispute shall be resolved. The decision of The Potomac Valley Dressage Association, Inc.'s Board of Directors shall be final, binding and non-appealable as to the Chapter or Chapters involved.

ARTICLE XI
AMENDMENTS

Section 1. The Constitution and By-Laws may be amended at the Annual General Meeting by no less than two-thirds affirmative vote of the members present and voting by written ballot tendered in connection with said meeting. A copy of the proposed amendment shall be published in the *Newsletter* at least one month prior to the annual General Meeting.

Section 2. In addition, the Constitution and/or Bylaws, and Amendments to the same, may be accomplished by either of the following procedures:

Either: The proposed document or amendment is published in the Newsletter and members are given at least one month in which to express objection. If the amendments have been approved by the Board of Directors, then unless objection by one-third or more of the membership shall be made, in writing, to the secretary within thirty days after the publication of the *Newsletter*, or a separate mailing, the proposed amendment shall be deemed adopted.

Or: If not previously approved by the Board of Directors, the proposed document or amendment shall be deemed adopted if approved by two-thirds (2/3) of the members submitting written ballots thereon, which ballots shall be contained in the *Newsletter* in which the proposed amendment is published.

ARTICLE XII
INDEMNIFICATION

Section 1. The Association shall, to the extent legally permissible, indemnify each person who may serve or who has served at any time as an Officer, Director, or Employee of the Association against all expenses and liabilities, including, without limitation, counsel fees, judgments, fines, excise taxes, penalties and settlement payments, reasonably incurred by or imposed upon such person in connection with any threatened, pending or completed action, suit or proceeding in which he or she may become involved by reason of his or her service in such capacity; provided that no indemnification shall be provided for any such person with respect to any matter as to which he or she shall have been finally adjudicated in any proceeding not to have acted in good faith in the reasonable belief that such action was in the best interests of the Association; and further provided that any compromise or settlement payment shall be approved by a majority vote of a quorum of Directors who are not at that time parties to the proceeding.

ARTICLE XIII
DISSOLUTION

Section 1. If at any time the Association dissolves, the Board is obligated to utilize available Association funds to pay any outstanding debts incurred on behalf of the Association and must distribute such funds as remain to non-profit recognized and established equestrian organizations such as the United States Equestrian Team, Inc. or the United States Dressage Federation.

ARTICLE XIV
PARLIAMENTARY AUTHORITY

Section 1. Robert's Rules of Order, Revised shall govern the Board of Directors, the Executive Committee, and the Annual General Meeting.

