

New England Dressage Association, Inc.



BY-LAWS

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New England Dressage Association, Inc.
By-Laws

ARTICLE I

Name; Articles of Organization; Office; Fiscal Year; Corporate Seal

Section 1. Name; Articles of Organization

The name of the corporation shall be as set forth in its Articles of Organization as in effect from time to time. In these By-Laws, the corporation shall be referred to as “NEDA”. These By-Laws, and the powers of NEDA and of its members and directors and officers, shall be subject to the Articles of Organization as in effect from time to time.

Section 2. Office

The office of NEDA in the Commonwealth of Massachusetts shall be located at the place set forth in the Articles of Organization or in any certificate specified by and filed with the Secretary of State of the Commonwealth for the purposes of changing such office.

Section 3. Fiscal Year

The fiscal year of NEDA shall end on December 31st of each year.

Section 4. Corporate Seal

The Board of Directors may adopt and alter the seal of NEDA.

ARTICLE II

Non-Profit Status

NEDA is intended to operate as a non-profit corporation under the laws of the Commonwealth of Massachusetts and of the United States of America.

ARTICLE III

Equal Opportunity

NEDA seeks to serve all dressage enthusiasts regardless of age, color, gender, race, religion, or national origin.

ARTICLE IV

Purpose; Beliefs

Section 1. Purpose

The purpose of NEDA shall be as set forth in its Articles of Organization as in effect from time to time. In conducting that purpose, NEDA intends to promote and support the art and sport of dressage to the equestrian community for the purpose of fostering individual and collective growth by providing leadership, education,

exhibitions, publications, competitions; and to enhance greater public awareness, understanding and appreciation for the discipline of dressage.

Section 2. Beliefs

In developing and operating to fulfill its purpose, NEDA supports the following beliefs:

- We believe the love of dressage is our common bond.
- We believe each person involved in our organization is valuable.
- We believe dressage combines sport and art.
- We believe the organization exists for the good of the whole.
- We believe in promoting the well being of the horse.
- We believe that knowledge promotes better riding.
- We believe in and recognize the volunteer ethic.
- We believe in the pursuit of excellence in all our activities.
- We believe in the pursuit of individual excellence.
- We believe that interactive communication is essential to a healthy organization.
- We believe the value of participation is in the process as well as the achievement.
- We believe principles of dressage are valuable to all forms of riding.

ARTICLE V Membership; Dues

Section 1. Membership

Membership in NEDA shall be open to any individual interested in the mission and beliefs of NEDA. Membership is upon application and payment of the prescribed dues on an annual basis, beginning on December 1st and ending on November 30th.

Section 2. Dues

Dues shall be paid on an annual basis and shall become due and payable for the year on December 1st, the beginning of NEDA's membership year. The amount of dues shall be determined by the Board of Directors.

ARTICLE VI Membership Rights; Obligations; Suspension and Expulsion

Section 1. Membership Rights

Members in good standing (annual dues paid in full, and not indebted to NEDA) shall be entitled to participate in all activities and receive all publications of NEDA. Senior Members in good standing (annual dues paid in full, and not indebted to NEDA) are entitled to vote at meetings of the members. Any Senior Member in good standing (annual dues paid in full, and not indebted to NEDA) shall be eligible for nomination and election as a Director.

Section 2. Obligations

Each Member, including each individual within a Family membership and each Business member, agrees that

she or he shall abide by Articles of Organization and these By-Laws and by any and all Standing Rules, policies and procedures set forth by the Board of Directors.

Section 3. Suspension and Expulsion

Any Member may be suspended or expelled from active participation in NEDA for just cause as determined by the prevailing standards and rules of NEDA, the United States Equestrian Federation, the Federation Equestre Internationale and/or the United States Dressage Federation. Suspension or expulsion of a Member will be determined by a vote of at least two-thirds of the Board of Directors.

ARTICLE VII Member Meetings

Annual Meeting; Special Meetings; Quorum; Voting; Notice; Action by Consent

Section 1. Annual Meeting

An Annual Meeting of the Members of NEDA will be held during each membership year ending November 30th, on a date and at a place within the United States of America as is determined by the Board of Directors. The Annual Meeting shall be called by the President, Treasurer, Secretary or any Director. In the event the Annual Meeting is not held on such date, a Special Meeting in lieu of the Annual Meeting may be held with all the force and effect of an Annual Meeting.

Section 2. Special Meetings

Special Meetings of the Members may be called by the President or by any Director, and shall be called by the Secretary, or in the case of the death, absences, incapacity or refusal of the Secretary, by any other Officer, upon written application of any Member or Members representing at least ten percent of the smallest quorum of Members required for a vote upon any matter at the Annual Meeting of Members. In case none of the Officers is able and willing to call a Special Meeting, the Supreme Judicial or Superior Court, upon application of such Members or Members shall have jurisdiction in equity to authorize one or more of such Members to call a meeting by giving such notice as is required by law.

Section 3. Quorum

At any Annual Meeting or Special Meeting, the Members present by person or by proxy shall constitute a quorum for the transaction of business.

Section 4. Voting

Each Senior Member in good standing (annual dues paid in full, and not indebted to NEDA) shall be entitled to one vote per Senior Member. No Junior Member shall be entitled to vote. Each Family membership in good standing (annual dues paid in full, and not indebted to NEDA) is entitled to one vote for each Senior Member in the Family membership, provided that no single Family membership shall have more than two votes. Each Business membership in good standing (annual dues paid in full, and not indebted to NEDA) is entitled to one vote per Business membership.

When a quorum is present at any meeting, the vote of a majority of Members who are entitled to vote and are

represented at the meeting in person or by proxy shall decide any question brought before the meeting, except where a larger vote may be required by law, the Article of Organization or these By-Laws. Members may vote by written proxy dated not more than six months before the meeting, which shall be filed with the Secretary of the meeting before being voted.

Section 5. Notice

Due notice of any Annual Meeting or Special Meeting of the Members shall mean a written notice mailed to each Member postmarked at least 15 days prior to the date of the meeting, or by publication of notice of such meeting in any newsletter or other regular communication (including email communication) distributed by NEDA to its Members at least 30 days prior to the date of the meeting. Whenever notice of a meeting is required to be given to Members under applicable law, the Articles of Organization or these By-Laws, a written waiver of notice, executed before or after the meeting by a Member and filed with the records of the meeting, shall be deemed equivalent to such notice.

Section 6. Action by Consent

Any action required or permitted to be taken at any meeting of the Members may be taken without a meeting if all of the Members consent to the action in writing and the written consents are filed with the records of the meetings of the Members. Such consents shall be treated for all purposes as a vote at a meeting.

ARTICLE VIII Board of Directors

General Powers; Number; Election and Tenure; Resignation; Meetings; Quorum and Vote of Directors; Conference Telephones; Removal; Vacancies; Compensation; Committees

Section 1. General Powers

NEDA shall have a Board of Directors consisting of Directors who shall have the powers and duties of a board of directors under Massachusetts law. The Board of Directors shall be responsible for the general management and supervision of the business and affairs of NEDA, except with respect to those powers reserved to the Members by law, the Articles of Organization or these By-Laws. The Board of Directors, in its discretion, shall have the power to adopt and amend Standing Rules from time-to-time, consistent with these By-Laws, to support and accomplish the mission of NEDA.

Section 2. Number

There shall be nine initial Directors and they shall be those persons named as Directors in the Articles of Organization. Thereafter, the number of Directors shall be fixed by the Board of Directors.

Section 3. Election and Tenure

The Board of Directors shall be elected by the Members of NEDA at the Annual Meeting, or any Special meeting held in lieu of the Annual Meeting. Each Director must be a member of NEDA in good standing (annual dues paid in full, and not indebted to NEDA). A Director shall hold office immediately upon election or appointment and until his successor is duly elected or appointed and qualified, or until his earlier resignation, death, removal or disqualification.

Section 4. Resignation

Any Director may resign by submitting a written statement of resignation to the President. Such resignation will be effective upon receipt, unless specified to be effective at some other time.

Section 5. Meetings

The Board of Directors shall meet at such times and places within the United States of America as the President of NEDA shall designate. The President shall schedule regular meetings of the Board of Directors for the upcoming year shortly after the Annual Meeting of the Members, and no further notice to the Board of Directors regarding these regular meetings shall be required. The Board of Directors shall meet at least eight times during the fiscal year.

The President may call Special Meetings of the Board of Directors, and must call a Special Meeting of the Board of Directors at the request of any two Directors.

Notices of any Special Meeting shall be given to all Directors by mail at least five days or by fax, email or other electronic means at least 48 hours before the meeting, addressed to them at their usual or last known business or residence address, or in person or by telephone at least 24 hours before the meeting. The purpose of the Special Meeting shall be specified in the notice of the meeting.

Whenever notice of a meeting is required, such notice need not be given to any Director if a written waiver of notice, executed by him before or after the meeting, is filed with the records of the meeting, or if such Director attends the meeting without protesting the lack of notice to him before or at the commencement of the meeting.

Section 6. Quorum and Vote of Directors; Conference Telephones

At any meeting of the Board of Directors, one-third of the Directors then in office shall constitute a quorum, but a smaller number may adjourn a meeting from time to time without further notice.

When a quorum is present at any meeting, a majority of the Directors present and voting shall decide any question, including appointment or election of committees, unless otherwise provided by law, the Articles of Organization, or these By-Laws.

Any action required or permitted to be taken at any meeting of the Directors may be taken without a meeting if all the Directors consent to the action in writing and the written consents are filed with the records of the meetings of the Board of Directors. Such consents shall be treated for all purposes as a vote at a meeting.

Unless otherwise provided by law or the Articles of Organization, Directors may participate in a meeting of the Board of Directors by means of a conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other at the same time, and participation by such means shall constitute presence in person at a meeting.

Section 7. Removal

Any Director may be removed with or without cause at any time by a vote of the Board of Directors or by a vote of the Members. A Director may be removed for cause only after reasonable notice and opportunity to be heard before the body proposing to remove him.

Section 8. Vacancies

Any vacancy occurring in the Board of Directors may be filled by a vote of the Board of Directors at any meeting, unless previously filled by the Members. A person appointed to fill a vacancy on the Board of Directors shall hold office for the unexpired term until his successor is duly elected or appointed and qualified, or until his earlier resignation, death, removal or disqualification. The Directors shall have all of their powers, notwithstanding the existence of one or more vacancies in their number.

Section 9. Compensation

No Director may be paid for his service on the Board of Directors, except that an actual expense incurred may be reimbursed if approved by the Board of Directors. No member of the Board of Directors may hold any paid position with NEDA.

Section 10. Committees

The Directors may elect or appoint one or more committees, which shall consist solely of Directors. The Directors may delegate to any such committees any or all of the powers of the Directors, except those which by law, by the Articles of Organization or by these By-Laws are prohibited from delegating. Unless the Directors otherwise determine the Executive Committee (if any) shall have all of the powers of the Directors during intervals between meetings of the Directors, except for the powers specified in Section 55 of Chapter 156B of the Massachusetts General Laws.

Unless the Directors otherwise determine, committee meetings shall be held at such places and at such times as the chairman of such committee shall determine. The provisions of Sections 5 and 6 of Article VIII regarding notices of meetings, quorums, actions by vote, actions by written consent and conference telephones shall apply to committee meetings as nearly as may be, with the terms "committee" or "committee member(s)" substituted for "Board of Directors" or "Directors". The members of any committee shall remain in office at the pleasure of the Board of Directors.

ARTICLE IX

Officers

Number and Duties; Election; Term; Responsibilities and Authority; Resignation or Removal; Vacancies; Compensation

Section 1. Number and Duties

The Officers of NEDA shall be a President, Treasurer, Secretary and such other Officers, if any, as the Board of Directors may determine. NEDA may also have such agents, if any, as the Board of Directors may appoint. If required by the Board of Directors, any Officer shall give NEDA a bond for the faithful performance of his duties in such amount and with surety or sureties as shall be satisfactory to the Board of Directors.

Section 2. Election

Officers shall be elected by the Members in accordance with the Standing Rules in effect from time to time at the Annual Meeting, or any Special meeting held in lieu of the Annual Meeting. Other Officers, if any, may be elected by the Board of Directors at any time. All Officers shall be Members of NEDA in good standing

(annual dues paid in full, and not indebted to NEDA) and shall have been a Director immediately prior to nomination. An Officer may, but need not be, a Director. The Secretary shall be a resident of the Commonwealth of Massachusetts unless NEDA has a resident agent duly appointed for the purpose of service of process. A person may hold more than one office at the same time.

Section 3. Term

Officers shall hold office immediately upon their election or appointment and until their successors are duly elected and qualified, or until their earlier resignation, death, removal or disqualification. The terms for Officers may be staggered as specified in the Standing Rules as in effect from time to time. Each agent shall retain his authority at the pleasure of the Board of Directors.

Section 4. Responsibilities and Authority

President. Unless the Board of Directors specify otherwise, the President shall be the executive officer of NEDA and, subject to the control of the Board of Directors, shall have general charge and supervision of the affairs of NEDA. The President shall be an ex-officio member of all committees, except any nominating committee, and shall act as the representative of NEDA.

Vice President(s). In the absence of the President, or in the event of the President's inability or refusal to act, the designated Vice President shall perform the duties of the President and, when so acting, shall have all the authority of and be subject to the restrictions upon the President. Any Vice President shall perform such other duties as from time to time may be assigned by the President or by the Board of Directors.

Secretary. The Secretary shall record and keep the minutes of the proceedings of the members and of the Board of Directors. The Secretary shall perform all duties incident of the office of the Secretary. The Secretary shall perform such other duties as from time to time may be assigned by the President or by the Board of Directors. If the Secretary is absent from any meeting of directors, a temporary secretary shall exercise the duties of the Secretary at the meeting.

Treasurer. The Treasurer shall be the chief financial officer and the chief accounting officer of NEDA. He shall be in charge of its financial affairs, books of account, accounting records and procedures, funds, securities and valuable papers, and he shall keep full and accurate records thereof. He shall also prepare or oversee all reports and filings required by the Commonwealth of Massachusetts, the Internal Revenue Service, and other governmental agencies. The Treasurer shall perform such other duties as from time to time may be assigned by the President or by the Board of Directors.

Section 5. Resignation or Removal

Any Officer may resign by submitting a written statement of resignation to the President of NEDA. Such resignation will be effective upon receipt, unless specified to be effective at some other time. Any Officer may be removed with or without cause at any time by a majority vote of the Directors or by a majority vote of the Members. An Officer may be removed for cause only after reasonable notice and opportunity to be heard before the body proposing to remove him.

Section 6. Vacancies

The Board of Directors shall elect a successor if the office of the President, Treasurer or Secretary becomes

vacant and may elect a successor if any other Office becomes vacant. Each such successor shall hold office for the unexpired term and until his successor is duly elected and qualified, or until his earlier resignation, death, removal or disqualification.

Section 7. Compensation

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

ARTICLE X Contracts; Loans; Checks and Deposits

Section 1. Contracts

The Board of Directors may authorize any Officer or Officers of NEDA to enter into any contract or execute and deliver any document in the name of and on behalf of NEDA. Such authority may be general or confined to specific instances.

Section 2. Loans

No loans shall be contracted on behalf of NEDA and no evidences of indebtedness shall be issued in its name unless authorized by the Board of Directors. Such authority may be in general or confined to specific instances.

Section 3. Checks and Deposits

All checks or other orders for the payment of money, notes, or other evidences of indebtedness issued in the name of NEDA shall be signed by such Officer(s) of NEDA and in such manner as shall from time to time be determined by the Board of Directors.

All funds of NEDA not otherwise employed shall be deposited to the credit of NEDA in such banks or other depositories as may be selected by the Board of Directors.

ARTICLE XI Interpretation

The Board of Directors shall have full power and authority to interpret these By-Laws and any Standing Rules and its decision on all such questions shall be final, binding, and conclusive.

ARTICLE XII Amendments

These By-Laws may be altered, amended, or repealed and new By-Laws may be adopted at any Annual or Special Meeting of Members, provided that written notice of any proposed amendment shall have been given in the notice of the meeting, and provided the same is passed by a vote of a majority of the Members present at such meeting. The Board of Directors may also make, amend or repeal these By-Laws in whole or in part and shall give written notice of such action to the Members before the next meeting of Members. Any such alternation, amendment or repeal by the Board of Directors may then be altered, amended or repealed in whole or in part by the affirmative vote of a majority of the Members present and voting. Any amendment,

alternation or repeal of a By-Law by the Board of Directors as provided in this Article shall be valid and given full force and effect unless and until acted upon by the Members.

ARTICLE XIII

Dissolution

The Board of Directors may seek at any time to dissolve NEDA. Upon the dissolution, all assets shall be distributed in accordance with the laws of the Commonwealth of Massachusetts and as provided for within Article 2 of these By-Laws.

ARTICLE XIV

Indemnification; Transactions with Interested Parties

Section 1. Indemnification

NEDA shall, to the extent legally permissible, indemnify each person who is, or shall have been, at the time, an Officer, Director or representative of NEDA specified by the Board of Directors (collectively, "Indemnified Person") against any and all liabilities and expenses (including judgments, fines, penalties and reasonable attorneys' fees) incurred by or imposed upon such indemnified Person in connection with or arising out of any action, suit or other proceeding, whether civil or criminal, in which an Indemnified Person may be a defendant or with which an Indemnified Person may be threatened or otherwise involved by virtue of his having been such Officer, Director or specified representative of NEDA (other than a proceeding voluntarily initiated by such Indemnified Person unless such proceeding was authorized by the Board of Directors).

NEDA shall provide no indemnification with respect to:

- (i) any matter as to which any such Indemnified person shall be finally adjudicated in such action, suit or proceeding not to have acted in good faith in the reasonable belief that his action was in the best interest of NEDA; or
- (ii) any matter settled or compromised, pursuant to a consent decree or otherwise, unless (a) such settlement or compromise shall have been approved as being in the best interest of NEDA, after notice that indemnification is involved, by a disinterested majority of the Board of Directors or (b) there had been obtained at the request the Board of Directors then in office an opinion of independent legal counsel to the effect that such Indemnified person appears to have acted in good faith in the reasonable belief that his actions were in the best interest of NEDA.

NEDA's obligation hereunder shall insure to the benefit of the heirs, executors, and administrators of an Officer, Director or specified representative of NEDA that is entitled to indemnification hereunder.

Indemnification under this Section may include payment by NEDA of expenses in defending a civil or criminal action or proceeding in advance of the final disposition of such action or proceeding upon receipt of an undertaking by such Indemnified Person to repay such payment if it is ultimately determined that such Indemnified Person is not entitled to indemnification under this Section.

NEDA's obligations hereunder shall be offset to the extent of any otherwise applicable insurance coverage under a policy maintained by NEDA of other person or of any other source of indemnification. The rights of

indemnification provided in this Section shall not be exclusive of or affect any other rights to which any indemnified Person may be entitled under any agreement, statute, vote of the Members or otherwise. Nothing contained in this Article shall affect any right to which any Indemnified Person may be entitled by contract or otherwise under law.

Section 2. Transactions with Interested Parties

In the absence of fraud, no contract or other transaction between NEDA and any other firm, association, partnership, other corporation, or person shall be affected or invalidated by the fact that any Member, Officer, Director or specified representative of NEDA is pecuniarily or otherwise interested in such contract or other transaction, is a director, member or officer of such other firm, association, partnership, or corporation, is a party to such contract or other transaction, is in any way connected with any other person or persons, firm, association, partnership, corporation, or otherwise interested therein; *provided* that the fact that he, she or it, individually, or as a director, member or officer of such firm, association, partnership or other corporation is such a party or is so interested shall be disclosed to or shall have been known by the Board of Directors as shall be present or represent at a meeting of the Board of Directors at which action upon any such contract or transaction shall be lawfully taken. Any Director may be counted in determining the existence of a quorum and may vote at any meeting of the Board of Directors for the purpose of authorizing any such contract or transaction with like force and effect as if he were not so interested, or were not a director, member or officer in such other firm, association, partnership or corporation; provided that any vote with respect to such contract or transaction must be adopted by a disinterested majority of the Board of Directors.