

BY-LAWS OF THE TUCSON DRESSAGE CLUB

An Arizona Non-Profit Corporation

ARTICLE I. NAME AND PURPOSE

Section 1.

Name: The name of the Corporation shall be The Tucson Dressage Club.

Purpose: The purpose shall be consistent with the By-laws of the State Association and with the regulations of the Internal Revenue Service that govern non-profit organizations under the Code Section 501 (c) (3).

ARTICLE II. MEMBERS

Section 1.

Membership: Any person may become a member by payment of a fee and by accepting conditions to be determined from time to time by the Board of Directors. There shall be three classes of membership.

- A. Regular: Full voting privileges United States Dressage Federation associate membership.
- B. Family: Consists of at least two individuals of the same family and each additional member shall pay one-half the single membership fee with regular member privileges.
- C. Newsletter: Individual receives the monthly Tucson Dressage Club publication, *Transitions*. No voting privileges.

Section 2. Voting Rights: Regular and Family members shall be entitled to one vote on each matter submitted to a vote of the members.

Section 3. Termination of Membership: The Board of Directors, by affirmative vote of a majority of all the members of the Board, may suspend or expel a member for cause after an appropriate hearing; and, by a majority vote of those present at any regularly constituted meeting, may terminate the membership of any member who becomes ineligible for membership, or suspend or expel any member who shall be in default in the payment of dues for the fixed period in Article IX of these By-laws.

Section 4. Resignation: Any member, director or officer may resign by filing a written resignation with the Secretary, but such resignation shall not relieve the member so resigning of the obligations to pay dues, assessments, or other charges theretofore owed and unpaid.

Section 5. Reinstatement: Upon written request signed by a former member and filed with the Secretary, the Board of Directors, by affirmative vote of a majority of all members of the Board, may reinstate such former member to membership upon such terms as the Board of Directors may deem appropriate.

ARTICLE III. OFFICERS

Section 1. Officers: The officers of the Corporation shall be a President, Vice-President, Secretary, Treasurer, and Parliamentarian.

Section 2. Election and Term of Office: The officers of the Corporation shall be elected annually by the membership. The term of office for the President shall be for two (2) years with election in odd-numbered years. The Vice-President shall have a two (2) year term with election being in even-numbered years. The Secretary shall be elected for a one (1) year term. The term of office for the Treasurer shall be a two (2) year term with election being in even-numbered years.

Section 3. Removal: Any officer may be removed from office with cause by two-thirds vote of the entire Board at any Board meeting.

Section 4. Vacancies: A vacancy in any office because of death, resignation, removal, disqualification, or otherwise, may be filled by the Board of Directors for the remainder of the term.

Section 5. President: The President shall be the principal executive officer of the Corporation; shall preside at all meetings of the members and of the Board of Directors. The President may sign, with the Secretary or any other proper officer of the Corporation authorized by the Board of Directors all contracts and obligations on behalf of the Corporation. S/he shall be an ex-officio member of all committees except the nominating committee.

Section 6. Vice-President: In the absence of the President or in the event of his/her inability or refusal to act, the Vice-President shall perform the duties of the President, and when so acting, shall have all the powers of and be subject to all restrictions upon the President. The Vice-President shall act as Program Chairperson. The Vice-President shall perform such other duties as from time to time may be assigned to him/her by the President or the Board of Directors.

Section 7. Treasurer: The Treasurer shall have charge and custody of and be responsible for all funds and securities of the Corporation, receive and give receipts for moneys due

and payable to the Corporation from any source whatsoever, and deposit all such moneys in the name of the Corporation in such banks, trust companies, or other depositories as shall be selected by the Board of Directors. S/he shall pay all debts of the Corporation, and, in general, perform all the duties as from time to time may be assigned to him/her. All checks of \$1000 or more are to be countersigned by the Treasurer and one other officer of the Board. Checks less than \$1000 will only require the signature of the Treasurer. A yearly report must be presented at the Annual Meeting.

Section 8. Secretary: The Secretary shall be responsible for all minutes of meetings and record keeping of the Corporation, shall see that all notices are duly given in accordance with the provisions of these By-laws and shall perform such other duties as from time to time may be assigned to him/her. The Secretary shall be responsible for all correspondence on behalf of the Corporation and shall assist in the publicity for the Corporation.

Section 9. Parliamentarian: The Parliamentarian shall be responsible for complete knowledge of the By-laws and Articles of Incorporation and shall insure that all membership and Board of Directors meetings are run in accordance with Robert's Rules of Order. S/he shall notify the Board of any non-compliance of the By-laws.

ARTICLE IV. BOARD OF DIRECTORS

Section 1. General Powers: The Board of Directors shall expedite the legislative and executive business of the club. It shall consider matters to be presented to the members between all regular meetings of the membership and shall be authorized to conduct the business of the club in accordance with its policies and objectives. The Board shall fill all vacancies in the elective office until the next election.

Section 2. Number, Tenure, and Qualifications: The number of the Directors shall be nine (9). The Board shall be composed of the President, Vice-President, Secretary, Treasurer, immediate Past-President, and four (4) other Directors elected from the membership. Each director other than officers mentioned above shall hold office until the next Annual Meeting two years from the date of his/her election, at which time his/her successor shall have been elected and qualified, except as follows:

Those three directors elected at the Annual Meeting in January 1977 shall hold office for two years and those directors elected at the special meeting of the members on November 9, 1977, shall be elected for two years plus the time to run to the next Annual Meeting of the members. The Treasurer shall hold office for two years, election being in even years. The out-going President automatically becomes the ninth Board member until replaced by the next out-going President.

Section 2A. Notice of all meetings (regular or special) shall be given in writing to all Board of Directors' members. This notice shall include: (1) an agenda of the meeting, and

(2) minutes of the previous meeting. The notice shall not go out later than five (5) days prior to the meeting.

Section 3. Regular Meetings: A regular meeting of the Board of Directors shall be held without other notice than this By-law, immediately after, and at the same place as the Annual Meeting of the members. The Board of Directors may provide by resolution the time and place for the holding of regular meetings of the Board.

Section 3A. Board members are expected to attend all meetings. Board members shall miss no more than three meetings in a twelve-month period. A Board member who misses two consecutive meetings without a valid excuse will be dropped by the Board and their position declared vacant, and s/he will be replaced by election of another Board member per Section 7 of this Article.

Section 4. Special Meetings: Special meetings of the Board may be called by or at the request of the President or any two Directors. The person or persons authorized to call the special meeting of the Board may fix any place as the place for holding any special meeting of the Board so called.

Section 5. Notice: Notice of any special meeting of the Board of Directors shall be given at least two (2) days previously. This notice shall include the agenda of the meeting. A special emergency meeting may be called at which the criteria for notification may be waived by a vote of the majority of the Board present.

Section 6. Quorum: A majority of the Board of Directors shall constitute a quorum for the transaction of business at any meeting of the Board; but if less than a majority of the Directors are present at said meeting, a majority of the Directors present may adjourn the meeting from time to time without further notice.

Section 7. Vacancies: Any vacancy occurring in the Board of Directors shall be filled by the Board from the current year's nominating committee list. A director elected to fill a vacancy shall be elected for the un-expired term of his/her predecessor in office.

ARTICLE V. COMMITTEES

Section 1. There shall be such standing and temporary committees as are deemed necessary to carry on the work of the club. The President shall appoint committee chairmen and each chairman may appoint such committee members as s/he deems necessary. The President may remove any member so appointed whenever in his/her judgment the best interests of the club shall be served by such removal. All committees shall serve for the current calendar year unless otherwise specified.

Section 2. Standing Committees:

- A. Activities: It shall be its duty to set up all clinics and such other activities as befits a Dressage Club.
- B. Annual Awards: This committee shall compile horse and rider results of all TDC-approved horse shows, order ribbons and trophies for year-end awards, and have responsibility for the Annual Awards Banquet.
- C. Auditing: The President shall appoint a committee of three (3) who may or may not be members of the club to audit the books of the Treasurer. One member must be a person familiar with accounting procedure. The report shall be made at the Annual Meeting.
- D. Horse Shows: This Committee shall sponsor and promote horse shows either in cooperation with or separate from other groups. This committee shall have its own organization, with the chairman appointed by and responsible to the Board of Directors. This committee shall have its own bank account and Treasurer other than the club Treasurer, and all funds in this account shall be used expressly for the purpose of sponsoring the USA Equestrian and USDF recognized shows.
- E. Membership: Its duty shall be to keep accurate addresses and phone numbers of all members and to supply these registers to the USDF and other committees where needed; to bring the purposes and advantages of membership to potential members; and to notify the USDF and Newsletter chairman of all updates in the register.
- F. Newsletter: It shall be its duty to provide a monthly newsletter, which shall include minutes from the previous Board and membership meetings, all notices of meetings and activities, and other such news as deemed informative and necessary.
- G. Publicity: It shall be the duty of the Publicity Committee to collect and disseminate information concerning the club and its activities to various news media outlets, including the USDF.
- H. Ways and Means: It shall be its duty to devise and execute ways and means of raising funds for the treasury.

Section 3. The President shall appoint such other committees as the activities of the club require.

Section 4. Rules: Each committee may adopt rules for its own government not inconsistent with these By-laws or with rules adopted by the Board of Directors. No committee may make decisions involving liability and/or money without Board approval.

ARTICLE VI. MEMBERSHIP MEETINGS

Section 1. Annual Meetings: An Annual Meeting of the members shall be held in Tucson, Arizona, on the first Monday after the first Tuesday in the month of January in each year, beginning with the year 1978, at the hour of 7:00pm for the purpose of electing officers and directors and for the transaction of such other business as may come before the meeting. If the day fixed for the Annual Meeting shall be a legal holiday in the State of Arizona, such meeting shall be held on the next succeeding business day. If the election of officers and directors shall not be held on the day designated herein for any Annual Meeting, or at any adjournment thereof, the Board of Directors shall cause the election to be held at a special meeting of the membership as soon thereafter as conveniently may be.

Section 2. Special Meetings: The President, Board of Directors or not less than one-tenth of the members may call special meetings of the members.

Section 3. Place of Meeting: The Board of Directors may designate any place as the place of meeting or for any special meeting of members called by the Board of Directors. If no designation is made, or if a special meeting is otherwise called, the place of the meeting shall be the registered office of the Corporation.

Section 4. Notice of Meetings: Written or printed notice stating the place, day, and hour of any meeting of members shall be delivered either personally or by mail to each member entitled to vote at such meeting not less than ten (10) days prior to the date of such meeting. In case of a special meeting or when required by statute or these By-laws, the purpose or purposes for which the meeting is called shall be stated in the notice.

Section 5. General Powers: The Membership shall vote for the officers and Board members at the Annual Meeting. The members shall have the power to increase the Board of Directors, to approve all club activities, to endorse club involvement and/or sponsorship of outside activities, and to conduct other business not handled by the Board.

Section 6. Informal Action by Members: Any action required by law to be taken at a meeting of the members, or any action which may be taken at a meeting of members, may be taken without a meeting if consent in writing, setting forth the action so taken, shall be signed by all of the members entitled to vote with respect to the subject matter thereof.

Section 7. Quorum: Ten percent (10%) of the members shall constitute a quorum for the transaction of business at any General Meeting of the membership, but if less than ten percent (10%) is present at any meeting, the majority of the members present may refer any business to the next regularly scheduled business meeting and may adjourn the meeting without further notice.

Section 8. Proxies: At any meeting of members, a member entitled to vote may vote by proxy executed in writing by the member. Proxies must be received by the presiding officer before the commencement of the meeting.

ARTICLE VII. CONTRACTS AND GIFTS

Section 1. Contracts: The Board of Directors may authorize any officer, agent, or agents of the club, in addition to the officers so authorized by these By-laws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Corporation, and such authority may be general or confined to specific instances.

Section 2. Gifts: The Board of Directors may accept on behalf of the club any contribution, gift, bequest, or device for the general purposes or for any special purposes of the club.

ARTICLE VIII. BOOKS AND RECORDS

The club shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of its members, Board of Directors, and committees having the authority of the Board of Directors, and shall keep at the registered or principal office a record giving the names and addresses of the members entitled to vote. Any member, or his agent or attorney may inspect all books and records of the Corporation for any proper purpose at any reasonable time.

ARTICLE IX. FISCAL YEAR

The Fiscal year of the Corporation shall begin on the first day of January and end on the last day of December.

Section 1. Annual Dues: The Board of Directors may determine from time to time the amount of annual dues payable to the club by members.

Section 2. Payment of Dues: Dues shall be payable in advance on the first day of January in each fiscal year.

Section 3. Default and Termination of Membership: When any member shall be in default in the payment of dues for a period of three (3) months from the beginning of the fiscal year or a period of which such dues become payable, his/her membership may thereupon be terminated by the Board of Directors in the manner provided in Article II of these By-laws.

ARTICLE X. AMENDMENTS TO THE BY-LAWS

These By-laws may be altered, amended, or repealed and new By-laws may be adopted by a majority of the members at any general meeting or at any special meeting, or by written proxy received prior to the meeting, if at least one month's written notice is given of the intention to alter, amend, or repeal or to adopt new By-laws at such meeting.

Secretary

Attest:

President

Date