

ALAMO DRESSAGE ASSOCIATION BY-LAWS

ARTICLE I - TITLE, PURPOSE, LOCATION, CORPORATE SEAL, AND LOGO

Section 1. Title: This corporation shall be known as the THE ALAMO DRESSAGE ASSOCIATION, and shall at all times be operated and conducted as a nonprofit corporation in accordance with the laws of the state of Texas, providing such organizations, and by which it shall acquire all such rights as granted to associations of this kind.

Section 2. Purpose: The purpose of this association is to promote dressage interest, knowledge, training and competition, in any way possible, including but not limited to: Encouraging education programs and fostering the study of and conduct or contributing to clinics in horsemanship and dressage; disseminating information to members, riders, instructors, spectators and friends pertaining to the riding and understanding of dressage; and generally to do all things appropriate to encourage dressage riding and the public understanding of dressage.

Setting guidelines for the conduct of shows, clinics and competitions; coordinating activities dates and giving technical assistance to shows, clinics and promotional activities.

Maintaining proper records in connection with the sort for the benefit of its membership and offering awards for achievement to participants and members.

Although the association is concerned primarily with dressage, it is not its intent to exclude any type of horse or rider, regardless of individual aims. Its intent is not to compete with, but to rather cooperate with other state, local, and national organizations by keeping them informed of the desires and needs of the dressage community.

To make distributions to organizations that qualify as exempt organizations under section 501(c) (30) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law).

The general powers are to have and exercise all rights and powers conferred on nonprofit corporations under the laws of Texas, or which may hereafter be conferred, including the power to contract, rent, buy or sell personal or real property; provided however, that this Corporation shall not, except in any insubstantial degree, engage in any activities or exercising powers that are not in furtherance of the primary purpose of the Corporation.

This Corporation is organized pursuant to the Texas Nonprofit Corporation Act and does not contemplate pecuniary gain or profit to the members thereof and is organized for non-profit purposes.

Section 3. Place of Business: the principle place of business shall be San Antonio, Bexar County, Texas, but its members or officers may be residents of any state, territory, or county, and business may be carried on at any place convenient to such members or Officers as may be participating.

Section 4. Corporate Seal: The seal of the association shall be in charge of the Secretary or Treasurer and shall be in the form impressed hereon immediately below:

Section 5. Logo: The logo is the outline of the Alamo with a small formally attired horse and rider with horse in piaffe inside the outline; the word "ALAMO" in bold lettering across the top of the outline and the words "Dressage Association" in bold lettering under the bottom of the outline.

Section 6. No part of the net earning of this Corporation shall inure to the benefit of or be disturbed to its members, directors, officers or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purpose set forth in Article I hereof. No substantial part of the activities of the corporation shall be carrying on of propaganda, to otherwise attempting to influence legislation, and the Corporation shall not participate in, or intervene in (including the publishing of distribution of statement), any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of these Amended Articles, the Corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code of 1954 (or corresponding provision of any future United States Internal Revenue Law) or (b) by a corporation contributions to which are deductible under section 501(c)(3) of the Internal Revenue Code of 1954 (or corresponding provision of any future United States Internal Revenue Law). The income of the Corporation for each taxable year is to be distributed at such time and in such manner as not to subject the Corporation to tax under Section 4942 of the Internal Revenue Code of 1954 (or corresponding provision of any future United States Internal Revenue Law). The corporation is prohibited from (a) engaging in any act of self-dealing as defined in Section 4941(d); (b) retaining any excess business holdings as defined in Section 4941(c); (c) making any investments in such a manner as to subject the Corporation to tax under Section 4944; (d) making any taxable expenditures as defined under Section 4945(d) all said Section references being to the Internal Revenue Code of 1954 (or corresponding provision of any future United States Internal Revenue Law).

ARTICLE II MEMBERSHIP

Section 1. Members of the association shall be admitted, retained and expelled in accordance with such rules and regulations in the Constitution, By-Laws and Rules of the Association. Application for membership in the Association shall be made in the form prescribed by the Board of Directors and accompanied by the payment of dues for the current year. Membership in the association is not transferable.

Section 2. The membership year shall be January 1 to December 31. Voting and other membership rights and privileges become effective upon payment of dues. Postmarks are honored in calculating the date of membership, otherwise the date of the membership is the date the paid application is received by the membership secretary.

Section 3. General privileges and responsibilities of members are as follows:

- a) While in good standing, all members shall have the rights, interests and responsibilities with respect to the Association and its property; shall obey and be bound by all Constitution, Bylaws, and Rules of the Association, and decisions of the Board.
- b) Shall have right to vote by personal attendance or proxy at membership meetings or by ballot published in the newsletter.
- c) Shall have the right to hold office and committee assignments, except as otherwise limited.
- d) In all matters governed by the vote of the members, each individual and each paid family membership in good standing shall be entitled to one vote.
- e) Receives newsletter and other such mailed material pertaining to the organization
- f) Receives a Group membership to the United States Dressage Federation.
- g) Receives entrance to any and all activities of the association, additional costs for such activities may be charged.

Section 4. Classes of Membership: There shall be two classifications of membership to this association:

- a) Individual member - any individual person, entitled to all privileges of membership and one vote.
- b) Family membership - includes a maximum of two adults (over age 18 years) and any unmarried children (under age 18 years) living under the same roof. Entitled to one vote.

Section 5. Dues and Assessments: annual membership dues shall be set by the Board of Directors in the final quarter of each year. At no time may these dues become retroactive.

ARTICLE III MEETINGS AND OTHER OFFICIAL FUNCTIONS

Section 1. General meetings: A minimum of one General Membership meeting will be held each calendar year, at such times and places as set by the President. In

addition, any other meeting of the membership may be called at any time by the President, or by the majority of the Board, or by written petition signed by not less than one-tenth (1/10) of all members authorized to vote. Members present at any General meeting shall constitute a quorum. Members must be notified in writing of General meeting at least ten (10) days in advance.

All general meetings shall be conducted in accordance with Robert's Rules of Order, unless otherwise specified herein.

Any Director of the Association can call a meeting of the members to order and may act as chairperson of such meeting, precedence being given as follows: President, Vice-President, Secretary and the Treasurer. In the absence of all such officers, members may elect a chairperson.

Section 2. Board of Directors Meetings: The Board of Directors shall meet each month. The number of Board members present shall constitute a quorum. Board and General meetings may be held on the same day, but shall not be combined. Additional Board meetings may be called by the President upon request of the Board members. Reasonable effort will be made to notify all Directors at least 72 hours in advance of special Board meetings.

There will be a joint Board Meeting of the outgoing and incoming Directors within two weeks after elections, called by the outgoing President. Each outgoing Director will present a summary and suggestions in regards to their office, to be considered by the new Directors.

All meetings of the Board of Directors will be conducted as per Robert's Rules of Order, unless otherwise noted.

If a Board member misses three (3) consecutive meetings he/she may be dismissed from office by unanimous action of the remaining Board.

ARTICLE IV VOTING

Section 1. Membership voting: The membership shall vote by ballot to be sent to each member in good standing not less than 30 days prior to the closing of the vote. Ballots shall be returned to the Association Secretary, who shall tabulate and report the results. The members returning ballots shall constitute a quorum. Membership votes shall include but not be limited to: Elected officers, changes to the Constitution and Bylaws and rules of the association.

Section 2. Board of Director voting: The members present at any Regular or Special Board meeting shall constitute a quorum, unless otherwise noted. Voting may be done by voice or ballot at the discretion of the President, unless otherwise noted.

In the case of a situation that can not wait until the next regular Board meeting the President may direct the

Secretary to poll the Board members for a vote by Telephone, Fax and/or email or to call a Special Board meeting.

ARTICLE V - DIRECTORS

Section 1. The business and property of the Association shall be managed and controlled by the Board of Directors.

Section 2. The board of directors shall consist of elected officers, the immediate Past President and the Appointed Officers.

A member of the Board may hold more than one position on the Board, but is entitled to only one vote in Board or membership meetings. Said member may only hold one elected office per term.

Section 3. Duties: The business and property of the association shall be managed and controlled by the Board.

The Board has the following annual duties:

1. Secure affiliation with USDF.
2. Secure insurance for all association sponsored activities.
3. Approve, disapprove, suggest changes to the preliminary budgets of any association sponsored activity.
4. Other such items of business as may need to be addressed during the year.

At the end of his/her term of office, either by expiration or resignation, each officer and Board member shall transfer all records pertaining to his/her office to the succeeding officer within a two week period of time.

Any officer or Director may be removed by the Board, whenever in its judgment the best interest of the association would be served hereby, and such removal shall require unanimous consent of the remaining members of the Board, but such removal shall not prejudice his/her rights as a member of the Association.

Section 4. In the event of the death, disability, or resignation of any officer or director, an appointee or appointees of the Board shall fill such vacancy or vacancies for the unexpired portion of the term, Appointment shall be made by the President and approved by the Board, within Thirty (30) days following said death, disability or resignation.

ARTICLE VI ELECTIVE OFFICERS AND DUTIES

Section 1. Elections: Elections are held for the position of President, Vice-President, Secretary, Treasurer, and Member at Large.

The officers of the association shall be elected by all of the members of the Association in October or November. The offices of President, Vice President and

Treasurer will be elected in odd numbered years. The offices of Secretary and Member-at-Large will be elected in even numbered years. New officers will work with current officers for the overlap period from election to January 1.

Section 2. Terms: The elective officers will serve for a term of two (2) years, January 1 through December 31. No elected officer may hold the same office consecutively for more than Four (4) years.

Section 3. Eligibility: Only members in good standing shall be eligible to nominate, vote for and/or be an officer or Director of the association. Any person nominated for an office in the association must be an Adult (over the age of eighteen (18) years) on the day of the election.

Section 4. Nominations: Nomination for all elective offices will be made by the current Board, in addition, any member, by written declaration, may nominate any member for elective office. The petition shall be endorsed by a second member and shall be mailed to the Association Secretary, postmarked within two weeks after published closing of nomination. With the consent of the nominee, these nominations shall be placed on the official ballot to be voted upon by mail by the membership. Any member may be nominated for more than one office, but can be elected to only one office.

Section 5. Duties:

a) PRESIDENT: The president shall be the Chief Executive Officer of the Association. He/she shall call and preside at all Special and Regular meetings. He/she may direct the Secretary to notify members of meetings in accordance with the rules. He/she shall, with the Treasurer sign all contracts and obligations.

He/she shall see that the Constitution and Rules of the Association are enforced. He/she shall perform all other duties that may be prescribed from time to time by the Board.

He/she shall appoint such Special and Permanent committees as he/she deems necessary any time, subject to the approval of the Board. He/she shall be ex-officii member of all committees.

He/she may appoint a Parliamentarian who will attend all Membership and Board meetings, and when requested, committee meetings. He/she is to advise the President and members concerning the application and the usage of Robert's Rules of Order and the Association's Constitution and Rules. The Parliamentarian is not a member of the Board or any committee, thus will have the right to vote only in full membership meetings.

The president is to ensure that the Treasurer's records are audited in the last quarter of each year.

He/she shall have the authority to represent the Association and to act in its name subject only to its declare policies.

He/she casts a vote only in case of a tie.

b) VICE - PRESIDENT: In the absence of the President, the Vice-President shall have powers and shall perform the duties of the President and such other duties as may be prescribed by the Board of Directors

c) SECRETARY: The Secretary shall keep the minutes of the Board, shall give notice to members of General and Annual Meetings. He/she shall be custodian for all the safekeeping of all documents and records of the Association, excluding the financial records.

He/she shall give all notice required by the Constitution and Rules of the Association. He/she shall give notice to officers of the Board of all meetings of the Board. He/she shall prepare agendas in advance of each meeting in cooperation with the President, he/she shall distribute in a timely manner, a copy of the minutes of each meeting to all Board members.

He/she shall engage in any and all correspondence for the association at the direction of the Board.

d) TREASURER: The treasurer shall be responsible to the association for an accounting of all moneys collected and disbursed by the association. He/she shall receive and safely keep all moneys and securities belonging to the Association in a credited bank in his/her locality. He/she shall issue checks to pay all operating expenses upon approval of the Board.

All checks must be signed by the Treasurer and countersigned by either the President or Secretary, provided that none of those persons are related in any manner.

He/she shall assume the responsibilities of reporting that the association with regards to all financial matters involving said association and submit such written reports monthly or annually, or as may be requested and/or required by the Board.

He/she shall see to it that all tax and financial reports are duly filed according to state and federal law.

He/she shall give to the Newsletter editor no later than the deadline for the February issue a full and complete financial statement for the previous year, to be published in no later than the February issue of the association newsletter.

It shall also be the responsibility of the Treasurer to make known to the Board such recommendations and/or suggestions as to the manner in which financial affairs of the Association are conducted.

It shall also be the responsibility of the Treasurer to be present at or make available the necessary checks to cover expenses of an association sponsored activity at a convenient time for the chair of that activity.

e) MEMBER AT LARGE: There shall be no specific duties assigned to this position, but rather this Board member, when asked, shall assist other Board members in their duties, if and when necessary, give input at Board meetings and act as liaison between the membership and Board of Directors.

Section 6. SUCCESSION OF OFFICERS: In the event of the absence, disability, resignation or death of the President, the Vice President, Secretary, Treasurer, and Member at Large in that order shall act as Chief Officer of the Association.

ARTICLE VII APPOINTED OFFICERS

Section 1. These officers shall be appointed by the President, with the approval of the Board.

Section 2. Duties:

a) MEMBERSHIP SECRETARY: Receive the memberships and maintain a registry of the members. He/she shall collect dues to the association and turn same over to the treasurer. He/she shall supply mailing and membership lists to the Board upon request. He/she shall upon request verify membership.

He/she shall see that all documents pertaining to the membership for USDF are correctly filed.

b) AWARDS CHAIRPERSON: Receives the necessary results and maintain the records to tabulate the year end awards for the Association. He/she notifies the rider/owner of awards won. He/she notifies the Newsletter editor of award winners. He/she shall verify if necessary the eligibility of the horse/rider for awards. He/she shall plan, organize and oversee the awards presentations.

c) NEWSLETTER EDITOR: He/she shall be responsible to the editing and publication of the monthly newsletter. He/she shall see to it that notifications such as calls for nominations, Constitution & Bylaw changes, meetings, etc., shall be published at the Boards direction.

d) JUNIOR/YOUNG RIDER CHAIRPERSON: The Jr/YR Chairperson shall be an adult member and shall advise the juniors and young riders of the association in all their endeavors. He/she shall also devise various ways and means to promote junior young rider participation in the association functions and awards.

He/she shall advise the board as to national, regional, and local junior young rider activities.

e) EDUCATION CHAIRPERSON: Duties include organization, overseeing and suggestion of educational programs to be sponsored by the organization. Such programs shall include local clinics, national seminars, regional activities, etc.

f) AHSA SHOW CHAIRPERSON: Duties include the planning of the AHSA show for the year, overseeing the shows. He/she may appoint such people to this committee as he/she deems necessary with the approval of the Board. He/she reports to the Board on the activities and progress of these events.

g) SCHOOLING SHOW CHAIRPERSON: Duties include the planning and overseeing of any and all schooling shows sponsored by the association. He/she may appoint such people to this committee as he/she deems necessary with the approval of the Board. He/she reports to the Board on the activities and progress of these events.

h) SPONSORSHIP CHAIRPERSON: Duties include the gathering and maintenance of record of sponsorships to assist in funding activities of the association. He/she may appoint such people as he/she deems necessary to this committee with the approval of the Board. He/she may devise ways to gather these sponsorships. He/she will report to the Board on the activities of this committee.

ARTICLE VIII AMENDMENTS

The Constitution, Bylaws and/or rules of the Association may be changed/deleted/amended only by majority vote of the membership. Such vote shall be done in the manner prescribed in Article IV of the association's constitution.

Changes/Amendments/deletions of the constitution/by-laws/rules of the association may be requested by any member in good standing. Said may be presented to the Board of directors in writing at anytime. This proposal will be discussed at a Board meeting to be set by the President. Robert's Rules of Order shall be used during this discussion. It is strongly recommended that the author be present for this discussion.

Changes/Amendments/Deletions will take place effect on January 1st of the year following the vote. Exception to this is the case of an emergency change that may go into effect Thirty (30) days after the voting is closed.

ARTICLE IX DISSOLUTION

Upon the dissolution of the Corporation, the Board of Directors shall, after paying or making provisions for payment of all of the liabilities of the Corporation, dispose of all of the assets of the Corporation exclusively for the purposes of the Corporation to the United States Dressage Federation or its successor, or to other equestrian organizations organized and operated exclusively for charitable, educational, or scientific

purposes as shall at the time qualify as an exempt organization or organizations under section 501(c)3 of the Internal Revenue Law, as the Board of Directors shall determine. Any of such assets not so disposed of shall be disposed of by the Court of Common Pleases of the County in which the principle office if the Corporation is located, exclusively for such purposes or to such organization or organizations as said Court shall determine, which are organized and operated exclusively for such purposes. Any dissolution shall be governed by Article 1396, Section 6.01, V.A.T.S.

ARTICLE X DISCIPLINARY PROCEDURES

Section 1. Any member may be disciplined, suspended or expelled from the Association and any member or non-member may be denied any or all privileges for the Association by the board of Directors, whenever it shall have been established by satisfactory evidence that such member or non-member has violated any pertinent rule of the Association.

Section 2. Any member who is suspended by the National federation(s) (AHSA or USDF) will immediately be suspended in the same manner (except fines) and for the same length of time by this Association.

Section 3. HEARINGS: Shall be conducted by the Board at a Regular or Special meeting. AHSA Rules should be use as guidelines in conducting and notification of hearings. A Two-thirds (2/3) vote of the Eligible Board members is required to decide a dispute.

Section 4. PENALTIES: The Board will decide the penalty or lack of one, at any duly held hearing. The decision of the Board shall be final in such matters.

Section 5 Indebtedness: A suspension list of people in debt to the club shall be maintained by the Treasurer. All fees must be paid within Sixty (60) days. After this time period a written warning shall be issued and the debtor will be given Thirty (30) additional days to rectify his/her debt. After this time period (Maximum 90 days) if the debt has not been paid or the dispute is unresolved, the debtor's name shall be listed in the Newsletter to suspend the debtor from further activities and membership privileges of the Association.

AMENDMENT #1

APPOINTED OFFICERS

Section 1. These officers shall be appointed by the President, with the approval of the Board. The appointment is for one year and they are voting board positions.

a) NEWSLETTER EDITOR: He/she shall be responsible to the editing and publication of the monthly newsletter. He/she shall see to it that notifications such as calls for nominations, Constitution & Bylaw changes,

meetings, etc., shall be published at the Boards direction.

b) JUNIOR/YOUNG RIDER CHAIRPERSON: The Jr/YR Chairperson shall be an adult member and shall advise the juniors and young riders of the association in all their endeavors. He/she shall also devise various ways and means to promote junior young rider participation in the association functions and awards.

He/she shall advise the board as to national, regional, and local junior young rider activities.

c) EDUCATION CHAIRPERSON: Duties include organization, overseeing and suggestion of educational programs to be sponsored by the organization. Such programs shall include local clinics, national seminars, regional activities, etc.