

# **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 is the Tucson Dressage Club (TDC).

Section 2. Purpose: The purpose is to promote interest, participation, and knowledge of dressage by conducting dressage events, shows, educational forums, and other activities consistent with our status as a non-profit corporation.

Section 3. Non-Profit Status: TDC is intended to operate as a non-profit corporation under the laws of the State of Arizona and the United States of America.

## **ARTICLE II. MEMBERSHIP**

Section 1. Membership: Any person may become a member of TDC by payment of the yearly dues and accepting conditions to be determined from time to time by the Board of Directors. There are three classes of membership.

A. **Individual**: Consists of an individual who is entitled to the following benefits: group membership in the United States Dressage Federation; receives the TDC newsletter (Transitions); is eligible for Year-End Awards; and is eligible to receive any discounts available for TDC members.

B. **Family**: A family member of an Individual member may apply for a discounted membership. Family members are persons who share the same address and are living under the same roof as the Individual Member. A Family member is eligible for Year End Awards and any discounts available for TDC members, but they do not receive the newsletter.

C. **Junior/Young Rider**: A Junior or Young Rider as defined under USEF rules, is eligible for a discounted membership. They are entitled to all of the benefits of an Individual membership.

D. **Newsletter**: Consists of an individual who only receives the TDC newsletter Transitions and does not have voting privileges or receive any of the benefits of TDC regular membership.

Section 2. Voting Rights: Each Individual, Family, and Junior/Young Rider member is entitled to one vote on each matter submitted to a vote of the members.

Section 3. Membership Year: The membership year runs from December 1 through November 30. Membership dues are due on December 1 for the membership year. There is no proration of dues.

Section 4. Termination of Membership: The Board of Directors, by a vote of a majority of all the members of the Board, may suspend or expel a member for cause after an appropriate hearing. The Board will send written notification of the Board's determination to the member at

his/her last known address.

Section 5. Resignation: Any member, director or officer may resign by filing a written resignation with the Secretary. Resignation from TDC will not relieve that member from paying any money owed to TDC. If the resigning member holds a family membership, it's assumed the resignation is for the entire family, including any Individual members, unless specified otherwise in the written notification.

Section 6. Reinstatement: Upon written request signed by a former member filed with the Secretary, the Board of Directors, by affirmative vote of a majority of all members of the Board, may reinstate the former member to membership upon any terms the Board deems appropriate.

### **ARTICLE III. OFFICERS**

Section 1. Officers: The Officers of TDC are a President, one or more Vice-Presidents, a Secretary, and a Treasurer. All officers must be current a TDC Individual members.

Section 2. Term of Office: All Officers of TDC are elected to two-year terms in office.

Section 3. Election: The President and Secretary will be elected in the odd-numbered years. The Vice-President(s) and Treasurer will be elected in the even-numbered years.

Section 4. Removal: Any Officer may be removed from office for cause by two-thirds vote of the entire Board at any Board meeting.

Section 5. Vacancies: A vacancy in any office because of death, resignation, removal, disqualification, or otherwise, may be filled by the Board for the remainder of that officer's term.

Section 6. President: The President is the principal executive officer of TDC; presides at all meetings of the members and of the Board. The President may sign all contracts and obligations on behalf of TDC. He/she is an ex-officio member of all committees except the nominating committee.

Section 7. Vice-President: In the absence of the President or in the event of his/her inability or refusal to act, the Vice-President will perform the duties of the President, and when so acting, will have all the powers of and be subject to all restrictions upon the President. The Board may create more than one Vice-President position, if the need arises. The Vice-President(s) may perform other duties that may be assigned to him/her by the President or the Board.

Section 8. Treasurer: The Treasurer has custody of and is responsible for all funds and securities of the Tucson Dressage Club including all committee accounts. The Treasurer will present a yearly report at the Annual Meeting.

Section 9. Secretary: The Secretary is responsible for taking the minutes of meetings and the maintaining the records of the minutes for TDC. He/she may perform other duties that may be

assigned to him/her.

#### **ARTICLE IV. BOARD OF DIRECTORS**

Section 1. General Powers: The Board of Directors [Board] will handle the legislative and executive business of TDC. It will consider matters to be presented to the members between all regular meetings of the membership and is authorized to conduct the business of TDC in accordance with its policies and objectives.

Section 2. Number: In addition to the President, Vice-President(s), Secretary, and Treasurer, the Board will consist of up to six other Directors at large elected from the membership; one of the Director positions may be a Junior/Young Rider.

Section 3. Directors: All Directors must be Individual or Junior/Young Rider members of TDC.

Section 4. Term of Office: All Directors of TDC are elected to two-year terms in office

Section 5. Election: The number of Directors up for election will be split as evenly as possible between even-numbered and odd-numbered years.

Section 6. Regular Meetings: The Board must hold at least three regular meetings during the year. More meetings may be held if the business of TDC requires them. All regular meetings will be held at a place and time agreed upon by the Board. Directors are expected to attend all regular Board meetings. If a Director misses three or more meetings in a twelve-month period or misses two consecutive meetings without a valid excuse that Director may be removed by a vote of the majority of the Board. The Board will appoint a successor Director to serve out the remaining term of that Director.

Section 7. Special Meetings: Special meetings of the Board may be called by either the President or any two Directors and/or Officers. If a Special meeting is called, the person or persons calling it must designate the place and time of the Special meeting.

Section 8. Notice: Notice of all Board meetings (regular or special) must be given to all TDC Officers and Directors. Notice may be transmitted by electronic means. The notice must include an agenda and may include the minutes of the previous meeting and any other documents that are relevant to the issues before the Board. Notice may be waived by a vote of the majority of the Board present at an emergency meeting.

Section 9. Quorum: A majority of the Board constitutes a quorum for the transaction of business at any meeting of the Board. If less than a majority of the Directors are present at any Board meeting, any business conducted must be voted on and approved at the next Board meeting where a quorum is present.

Section 10. Vacancies: Any vacancy occurring in the Board will be filled by the Board. A

Director appointed to fill a vacancy will serve the remainder of the unexpired term of his/her predecessor in office.

## **ARTICLE V. GENERAL MEMBERSHIP MEETINGS**

Section 1. Annual Meeting: An Annual Meeting of the members must be held in Tucson, Arizona by the end of February. Members will vote for Officers and Directors at the Annual Meeting and any other business the Board deems appropriate.

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

Section 3. Place of Meeting: The Board may designate the place of any meeting of the members.

Section 4. Notice of Meetings: Notice of any membership meetings, stating the place, date, and time of the meeting must be delivered by any means reasonably designed to provide notice to the members entitled to vote at the meeting not less than ten days prior to the date of the meeting.

Section 5. Informal Action by Members: If any action is required by law to be taken at general membership 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 6. Quorum: Ten percent of the total number of members constitutes 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 7. 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 President before the commencement of the meeting.

Section 8. Voting: Voting for the Officers and Directors will be by any method or methods that the Board deems appropriate to allow participation by all members.

## **ARTICLE VI. COMMITTEES**

Section 1. General: The Board will form all committees necessary to carry on the purposes of TDC. Except as otherwise noted in these By-laws, the Board will define the duties, powers, and authorities of all committees. Committees that may be formed include, but are not limited to, Licensed Horse Show, Schooling Show, Education, Activities, Junior/Young Rider, and

Media.

Section 2. Committee Rules: The following rules apply to all committees:

- A. The President will appoint the Committee Chairperson.
- B. The Committee Chairperson may appoint the members of his/her committee and set meetings as necessary to accomplish the work of the committee.
- C. The Committee Chairperson will recommend to the Board a framework for the financial operations of the committee. This may include, but is not limited to a forecast of an annual operating budget, a capital expenditure plan, purchasing authorization limits, requirements for separate bank accounts, appointment of a committee Treasurer, accounting, and record keeping procedures.
- D. The President with the approval of a majority of the Board may remove any member of a committee whenever the best interests of TDC will be served by that removal.
- E. The Committee Chairperson will report the activities and finances of their committee to the Board at least once a year and at other times upon request of the Board.
- F. A Committee may have a separate bank account upon approval by the Board. If a Committee has its own bank account, it must have a Treasurer who is an Individual TDC member, but who is not the TDC Treasurer. The Committee Treasurer must report the finances of the Committee to the TDC Treasurer upon request.
- G. All Committee accounts will be managed according to the Financial Policies stated in these By-laws.
- H. Each committee may adopt rules for its own governance as long as the rules are not inconsistent with these By-laws or with rules adopted by the Board.
- I. All committee members serve for one year unless it is otherwise specified.

## **ARTICLE VII. FINANCIAL POLICY**

The Financial year of TDC begins on the first day of January and ends on the last day of December.

Section 1. Annual Dues: The Board will determine the amount of annual dues payable to TDC by members.

Section 2. Payment: The TDC Treasurer is responsible for paying all debts of TDC from TDC accounts. Checks of less than \$1000 only require the signature of the Treasurer. Checks of \$1000 and more require two signatures: the Treasurer and one other Officer designated by the Board. Upon Board authorization, a committee treasurer may be responsible for committee payments and related record keeping.

Section 3. Deposits: All funds paid to TDC must be deposited within 30 days to the credit of TDC in bank accounts, trust accounts, or any other depository designated by the Board.

Section 4. Loans: No loans will be contracted on behalf of TDC and no evidence of indebtedness will be issued in its name, unless authorized by a resolution of the Board. Such

authority may be in general or confined to specific circumstances.

Section 5. Corporate Property: The Board has the right to sell or rent existing TDC-owned property or equipment. The proceeds from any rental or sale must be deposited into the TDC accounts.

Section 6. Annual Review: TDC will conduct an annual independent review of the books and accounts by one or more persons who are familiar with accounting procedure. These persons must not be a TDC Director, TDC Officer, or TDC Committee member.

Section 7. Financial Reporting: Unless otherwise specified, TDC financial reporting will include all accounts and assets. All committees must present a financial report to the Board at least once a year and be prepared to present a report to the general membership at the Annual Meeting.

### **ARTICLE VIII. BOOKS AND RECORDS**

TDC must keep the following books and records: a) a “book” of Minutes and any other records of actions taken by the Board; and b) accurate financial records of all accounts.

Section 1. Minutes: The Secretary is responsible for keeping the “book” of Minutes and any other records of actions taken by the Board.

Section 2. Financial: The Treasurer is responsible for keeping the accurate financial records of all TDC accounts and assets, including the accounts and assets of all TDC committees.

Section 3. Inspection: Any TDC member, his/her agent, or his/her attorney may inspect all books and records of TDC for any proper purpose at a reasonable time and place.

### **ARTICLE IX. COMMUNICATION**

Section 1. Email: Use of email by the Directors, Officers, members, or agents of TDC is permitted and encouraged where using it supports the purpose of TDC. Emails should adhere to the following guidelines:

- A. Emails should be used to communicate factual information and reports of TDC activities, as well as presentations, explanations and personal opinions of TDC activities.
- B. The email must make clear that any opinions expressed are those of the member alone and do not necessarily reflect the view of TDC.
- C. Emails should maintain a civil tone and focus on the presentation of facts.

Section 2. Social Media: TDC may use social media to highlight its own material, including activities, blogs, reports, TDC website, and other resources. Postings should adhere to the following guidelines:

- A. Postings on behalf of TDC must be respectful and professionally represent TDC.

- B. Postings will not consist of confidential information nor release personal information without the prior written approval of the person.
- C. Postings on behalf of TDC must not be for the personal gain of an Officer, Director, relative, friend, or business.

### **ARTICLE X. CONTRACTS AND GIFTS**

Section 1. Contracts: Any Individual member, agent, or agents of TDC must have written authorization from the Board to enter into a contract on behalf of TDC. This written authorization will be for a specified term not to exceed one year.

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

### **ARTICLE XI. INDEMNIFICATION**

Section 1. The Board may secure liability insurance coverage for the Officers and Directors of TDC. No member, Director, Officer, or agent of TDC will be personally liable for the debts or liabilities of TDC provided that the Board determines the following:

- a) That the member, Director, Officer, or agent of TDC was acting in good faith;
- b) That the member, Director, Officer, or agent of TDC person reasonably believed to be acting within the scope of his/her authority; and
- c) That the member, Director, Officer, or agent of TDC was acting for a purpose that he/she reasonably believed to be in the best interest of TDC and its members.

### **ARTICLE XII. 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 to the membership of the intention to alter, amend, or repeal or to adopt new By-laws at a particular meeting.

If these By-Laws are approved at the January 12, 2015 TDC Annual Meeting, they will be effective immediately.