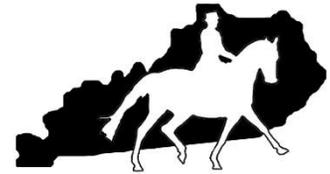


Kentucky Dressage Association

By-Laws



Effective July 6, 2010

Updated June 2011

Updated December 2012

Updated November 2016

Updated October 2020

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By-Laws

Article 1: Name, Location

Section 1.1: Name and Definition

The name of the organization shall be the Kentucky Dressage Association, Inc. hereinafter, referred to as the “KDA”.

Section 1.2: Principal Office

The principal office of the KDA shall be located at the address of the Treasurer of KDA or at some location that is designated by the Board of KDA by 2/3 vote.

Article 2: Purpose/Mission

The purpose of the KDA is to promote and strengthen the art and sport of Dressage in the Commonwealth of Kentucky. KDA will provide leadership to its members to assist them in fostering individual and collective growth by providing education, publications, competitions, exhibitions, and increasing general public awareness for Dressage.

Article 3: Non-Profit/Tax Exempt Status

KDA shall be operated strictly and exclusively as a non-profit corporation under the laws of the Commonwealth of Kentucky and of the United States of America.

Article 4: Membership

Section 4.1: Equal Opportunity

No person shall be refused membership in the KDA regardless of age, color, gender, race, religion, or nationality.

Section 4.2: Application—New Members

New members may make application at any time for membership in KDA by submitting an application to the Membership Coordinator and remitting the appropriate membership fee.

Section 4.2.1: Application—Renewal Members

Members may renew as long as they are in good standing and submit remittance with application to the Membership Coordinator. Renewal Members are considered to be not in good standing if dues are not paid before the call to order of any meeting of members. Renewal members who are delinquent in payment of annual dues shall be deleted from the records of KDA effective March 1 or as prescribed by the Board of Directors.

Section 4.3: Classes and Dues

There shall be six classes of membership as designated below.

Section 4.3.1: Senior Membership

A Senior Member is defined as any individual (who has reached their twenty-second (22) birthday as of December 1) who pays dues to KDA as prescribed by the Board of Directors. Each Senior Member is entitled to one vote as part of the General Membership.

Section 4.3.2: Family Membership

A Family Membership may include two or more individuals who are related and living under the same roof. Each Family Membership in good standing (annual dues paid in full) 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. Family Members pay dues as prescribed by the KDA Board of Directors.

Section 4.3.3: Junior/Young Rider Membership

A Junior/Young Rider Member is defined as any individual who has not reached their twenty-second (22) birthday as of December 1. Junior/Young Rider members pay dues to KDA as prescribed by the Board of Directors. Junior/Young Rider Members are eligible to serve as the Junior/Young Rider Representative on the Board of Directors, but do not have a vote as part of the General Membership.

Section 4.3.4: Eligible Honorary Members

The Board of Directors may elect Honorary Members in recognition of distinguished service rendered to the sport of Dressage and/or to KDA.

Section 4.3.4.1: Annual Honorary Members

An Annual Honorary Member shall be eligible for one year's membership, entitled to one General Membership vote during the honorary year, and shall be exempt from the payment of dues for a period of one year.

Section 4.3.4.2: Lifetime Honorary Members

A Lifetime Honorary Member shall be a member for life and not pay dues to the KDA. A Lifetime Honorary Member shall have one vote as a General Member per calendar year.

Section 4.3.5: Business Members

Businesses may join KDA per the membership application's definition of a business membership. Businesses will not have a vote.

Section 4.4: Dues

Membership dues shall be determined by the Board of Directors. The membership year starts December 1 and runs through November 30 of the following calendar year. New

Members joining after October 1 shall be considered paid through November 30 of the following year.

Section 4.5: Disciplinary Action

If the conduct of any member shall appear to be in willful violation of these By-Laws, the rules of USEF, the rules of KDA or is proven to be prejudicial to KDA's interest; the Board of Directors may, by the affirmative vote of two-thirds (2/3) of the entire Board, suspend or expel such member. Before taking such action, a written copy of the charges must be served upon the member in question ten (10) days in advance of such meeting, inviting the member to attend, and be heard at the meeting. If the member desires to appear and be heard at such meeting, the member shall indicate such in writing to the President of KDA at least 48 hours prior to the meeting date/time. At the meeting, the Board shall determine the applicable disciplinary action including but not limited to sanctions, suspension, or expulsion.

Article 5: Executive Officers and Board of Directors

Section 5.1: General Powers

The Board of Directors shall act as the governing and policy making body of the KDA as provided in these By-Laws or to an extent consistent with the By-Laws. To assist in supporting and accomplishing the mission of the KDA, the Board of Directors, at its discretion, shall have the power to adopt Policies and Procedures—to be consistent with these by-laws. It is strongly recommended that each Board Member be a member of or chair at least one committee. Each member of the Board of Directors shall have one vote each.

Section 5.1.1: Qualifications

The elected Directors shall be members in good standing of KDA and have been a member for at least one calendar year immediately prior to their election.

Section 5.1.2: Attendance

Executive Officers and Board Members are required to attend at least 50% of the Board Meetings held in any calendar year in which they have been elected to serve. While in person attendance at meetings is preferred and encouraged, Board Members may elect to participate via teleconference or video call as appropriate. Attendance at General Membership meetings is strongly encouraged.

Section 5.1.3: Board Correspondence to the General Membership

Board Correspondence to the General Membership shall be approved by the President and/or Board Majority vote and will be directed through the Secretary per Section 5.2.3.

Section 5.1.4: Election

The Board of Directors shall be elected from the membership, by the membership, and finalized at the Annual Meeting. The Nominating Committee shall report its slate to the membership at the Board meeting prior to the Annual Meeting and accept nominations from the floor at the Annual Meeting, provided the individual(s) accept(s) the nomination. The slate accepted by the members and signed by the Secretary shall then become known as the “Official Ballot”. The Official Ballot will be available to members electronically via the KDA website, and e-news. A physical copy of the Official Ballot will only be available by individual personal request via regular postal service for those who request it at least ten (10) days prior to the Annual Meeting. Any mailed in or electronic ballots will be sent to the current KDA Secretary and/or Vice President who will hold them until the ballots are counted at the Annual Meeting. For the purpose of KDA Board elections, the terms “even” and “odd” years are defined by the first calendar year of the new term of office. Requests for results of the elections may be made in writing to the Secretary, by individual request only. When requesting election results, members will be required to sign a confidentiality agreement stating that they will not share the results of the election.

Section 5.1.4.1: Tenure

Executive Officers and Board Members may not serve in the same position for more than two (2) consecutive terms (excluding the Show Committee Chairperson). Any Officer or Board member who has served the Board for five (5) consecutive two-year terms, will be required to sit out for a minimum of two (2) years before running for another office or term, unless no suitable replacement can be found from the membership. Executive Officers that have been appointed will be allowed to finish out their respective terms.

Section 5.2: Executive Officers

The Executive Committee will be made up of four (4) individuals: The President, Vice President, Secretary, and the Treasurer.

Section 5.2.1: President

The President shall be the Chief Executive Officer of the KDA. He/she shall preside at all Board Meetings, General Membership Meetings, and the Annual Membership meeting; prepare agendas for said meetings; may oversee the planning and implementation of KDA’s activities; may send direct communication to the General Membership with or without the assistance of the Secretary; shall perform any and all duties incident to the office of the President and such other duties as from time to time may be assigned by the Board. The President shall be an ex-officio member of all committees—except the Nominating Committee. The President shall be elected for a two-year term in an even year.

Section 5.2.2: Vice-President

The Vice President shall, in the event of resignation or inability of the President to, perform the duties and exercise the powers of the President; shall work closely with group members to coordinate regional dressage activities and shall generally assist the President and perform such duties from time to time that shall be prescribed and assigned by the

President or Board of Directors. The Vice President shall be elected for a two-year term in an odd-year.

Section 5.2.3: Secretary

The Secretary shall take and keep accurate minutes at all General Membership and Board Meetings of the KDA. The Secretary shall be prepared to read such minutes before the membership as called upon; shall be responsible for authenticating and certifying records of KDA as necessary; shall perform all other duties incident to the office of the Secretary; such other duties from time to time, assigned to him/her by the President or Board of Directors. Additionally, the Secretary will be the official communication vehicle for the Board of Directors and will send out all email and regular United States Postal Service mail communication on behalf of the Board to the General Membership or delegate another Board member to assist. The Secretary will be elected for a two-year term in an even year.

Section 5.2.4: Treasurer

The Treasurer shall oversee the maintenance of accurate records of all revenue and expenditures of KDA and submit the same for the annual report to membership. He/She shall keep an original set of vital corporate documents in safe custody. He/She shall oversee collection of all money due to KDA; and shall be responsible for all funds of KDA. He/She shall pay all bills of KDA with checks or credit cards. He/She shall maintain complete records of all business transactions and shall be prepared at all times to reply to requests on the financial status of KDA. He/She shall present a written financial report to the membership at the Annual Meeting, which will subsequently be published in the KDA newsletter; shall provide for affiliation with the USDF; and shall generally perform all other such duties as from time to time may be assigned to the Treasurer by the President or Board of Directors. The Treasurer shall be elected for a two-year term in an odd year.

Section 5.2.5: Board of Directors

The Board of Directors will consist of four (4) officers, seven (7) directors, as well as the Show Organizing Committee Chairperson, the Education Chairperson, Membership Chairperson, and the Junior/Young Rider Representative (as available) Three (3) directors will be elected for a two-year term in an even year. Four (4) directors will be elected for a two-year term in an odd year.

Section 5.2.5.1: Show Committee Chairperson

The Show Committee Chairperson (“SCC”) shall be responsible for the organization, growth, coordination of all KDA’s show(s) with the assistance of an Organizing Committee, which the SCC will Chair. Such chairperson may serve as the Chairperson for other show(s) developed in the future or may choose to be a resource for such shows, i.e. schooling shows, breed shows, or other rated events. A proposed budget for the upcoming calendar year will be due in September each year. The SCC must be a member of the KDA in good standing—no geographical requirements—and will be elected for a two-year term in an even year.

Section 5.2.5.2: Educational Committee Chairperson

The Educational Committee Chairperson (“EC”) shall be responsible for organizing and presenting to the Board for approval, educational ideas to improve the dressage knowledge/abilities of KDA members. The EC will Chair an Educational Committee to assist him/her with their duties. They will present ideas (with the appropriate related budgets) including but not limited to: clinics, camps, scholarships, grants, and certifications to be voted on and approved by the Board of Directors. A proposed budget for the upcoming calendar year will be due in September each year. The EC will be elected for a two-year term in an odd year.

Section 5.2.5.3: Junior/Young Rider Representative

The Junior/Young Rider Representative will be elected by the membership to serve a two-year term in an odd year. They will attend at least 50% of the Board Meetings and provide input from the perspective of the Junior/Young Rider members. This position will serve as long as there is a Junior/Young Rider Representative elected to serve.

Section 5.2.5.4 Membership Chairperson

Responsible for annual regular postal mailings/electronic mailing for membership renewals; handling new/renewal membership forms throughout the year; maintaining the membership roster; providing the membership roster to the Board of Directors and to the Website Administrator. The Membership Chair will be a member in good standing- no geographical requirements. A proposed budget will be due in September each year. This position will be elected for a two-year term in an even year.

Section 5.2.6: Removal of Officer/Board Member

All Executive Officers and Board Members elected by the membership shall be subject to removal by a majority of the members in good standing whenever in their judgment the best interest of KDA will be served thereby. Officers/Board Members who do not meet their attendance requirement of 50% of Board Meetings may be subject to removal from the Board by majority vote of such Board Members in good standing.

Section 5.2.7: Vacancies

Any vacancies left by an Executive Officer or Board Member during their two-year term of office shall be filled by a vote of the Board of Directors. Any Officer/Board Member so appointed by the Board shall serve only until such time as the unexpired term of his/her predecessor shall have expired unless re-elected by the members. Any appointments occurring in a Board Member’s ninth year of service will be allowed to finish out their respective terms.

Section 5.2.8: Resignations

A Director may resign at any time by giving written notice to the Board, or the President or Vice President of KDA. Such resignation shall take effect at the time specified therein, or

if the time be not specified, upon receipt thereof. Unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective. Refer to 5.2.7 for handling vacancies.

Section 5.3: Compensation/Gifts

No member of the Board of Directors may be paid for his or her board service—except that, those expenses incurred on behalf of KDA may be reimbursed (telephone expenses or mileage driven are not reimbursable expenses).

Article 6: Meetings

Section 6.1: Board Meetings

There shall be at least six (6) Board Meetings per calendar year. Such meetings will be held at a time and place designated by the KDA President. The President shall annually schedule regular meetings of the Board of Directors for the current year shortly after the Annual Meeting and no further notice to attend shall be required. Notice for meetings shall be made by email, telephone, and/or social media to each member of the Board at their specified contact. Attendance by Board Members may be in person or via teleconference. Only those attending will have a vote. Efforts will be made to rotate the location of meetings to make them accessible to more of the membership.

Section 6.1.1: Special Board Meetings

The Board may meet to conduct business between Board Meetings when circumstances require action or decision before the next regularly scheduled Board Meeting. At the request of either the President or if two (2) Board Members request the President to hold a Special Meeting, the President must call such a meeting. For all such meetings, forty-eight (48) hour advance notice will be given to the Board of Directors inviting their attendance and there will be an agenda for such meetings. In extreme cases only, when time is of the essence, may the Board conduct online voting via email.

Section 6.1.2: Quorum and Vote of Directors

Eight members of the current Board of Directors will constitute a quorum for the transaction of business at each meeting. The act of the majority of the Directors represented at a meeting at which a quorum is present shall be the act of the Board of Directors unless otherwise provided by KRS 273.161 to 273.390, the Articles of Incorporation, or the By-Laws.

Section 6.1.3: Board Meeting Minutes

The Secretary will record and make the minutes available to all members via email, the website, or requested postal mailing.

Section 6.2: General Membership Meetings

General Membership meetings may be held periodically throughout the year. The Secretary shall announce the schedule of the meetings to the General Membership at least ten (10) days prior to the meeting.

Section 6.3: Annual Meeting

Each year the Board of Directors will hold an annual meeting of the general membership to inform the members of events which have transpired during that calendar year. The meeting will be held in the 4th Quarter each calendar year and shall include the election of Officers and elective Directors, and all other transactions of business, which may come before the meeting. The presentation of year-end awards may be held at a different date and time.

Section 6.4: Annual/General Membership Meeting Quorum

Twenty percent (20%) of the membership in good standing, as reflected in the records of KDA, present or represented by proxy or by online voting (as available) shall constitute a quorum at any meeting of the membership. Only members with voting rights who are in good standing are entitled to vote.

Section 6.5: Parliamentary Authority

The most current edition of Robert's Rules of Order shall govern meetings of the KDA in all cases applicable unless they are in conflict with these by-laws or the Policies & Procedures of the KDA.

Article 7: Committees

Committees shall include, but not be limited to: Nominating Committee, By-Law/Policy & Procedures Committee, Horse-Show Committee, Show Organizing Committee, Education Committee, and a Business & Finance Committee. Committees shall be comprised of at least one Board Member and at least one other member in good standing—preferably each committee would be comprised of at least three (3) individuals.

Section 7.1: Committee Members/Chairpersons

Only members in good standing may serve on committees. Appointment of committee Chairs will be made by the President—except in the case of Show Organizing Chair and Education Chair who are elected by the general membership. Committee Chair positions are not limited to Board members. At least one Officer or Board Member must be on a committee. Committee Chairs are able to invite people to serve on their committee as approved by the President. Committee's Chairs will be responsible for the behavior of their committee to communicate with the President regarding the progress, actions, and plans of their respected committee.

Section 7.2: Committee Votes/Actions

Each committee may adopt rules and procedures, by vote of the majority of the committee members, for its own governance, not inconsistent with these By-Laws or with the Policies and Procedures adopted by the KDA.

Section 7.3: Committee Records

Each committee shall keep official records of their meetings. The committee Chair may appoint someone on the committee to take notes. The Chair will hold the records and submit a copy to the current Secretary or President within two weeks of the meeting.

Section 7.4: The Nominating Committee

The Board of Directors shall appoint a Nominating Committee at least ninety (90) days prior to the Annual Meeting. The Nominating Committee will be made up of at least three (3) individuals who are active members; at least one of which is a Board Member (who will not be on the current year ballot) and at least one of which is not a Board Member. The Committee shall give notice to the membership that they will receive recommendations for open Board positions. All suggested nominees must consent to run for the open position. The committee will present a slate to the Board for approval. At that time, nominations may be accepted from the floor and added to the ballot if a) the nominee accepts the nomination, b) the Board approves. The Nominating Committee will present the "Official Ballot" per Article 5, Section 5.1.4.

Section 7.5: By-Law/Policy & Procedures Committee

The By-Law and Policy & Procedures Committee will be responsible for bi-annually reviewing the by-laws. If necessary, they will make recommendations to the Board for changes, to be approved by: 1) the Board of Directors, and 2) the General Membership either via the Annual Meeting or by special vote (email, postal mail, telephone, or special meeting). Policies & Procedures Committee recommendations will be made on an as needed basis by the committee to the Board. Members will receive at least thirty (30) days to review the recommended changes prior to the vote. Policies & Procedures may be updated without the vote of the General Membership. Should questions arise, interpretation of the By-Laws by the Board of Directors and their decision on such interpretation shall be final, binding, and conclusive.

Section 7.6: Horse Show Committee(s)

This committee will plan, organize, and oversee everything to do with the rated and schooling shows. The Show Organizing Committee will be chaired by the elected Board Member, designated as such. The Horse Show Committee will be comprised of Board members available at the KDA Shows to answer member questions. A proposed budget for the upcoming calendar year will be due in September each year.

Section 7.7: Education Committee

The Education Committee will be chaired by the elected Board Member, designated as such. Other duties include planning, organizing educational events/clinics, etc. A proposed budget for the upcoming calendar year will be due in September each year.

Section 7.8: Business & Finance Committee

The Business & Finance Committee will be responsible for approving Committee Budgets. The Committee will consist of, at minimum, the President, the Treasurer, and an individual from the General Membership.

Article 8: Fiscal Policies

Section 8.1: Fiscal Year

The fiscal year of the KDA shall begin on the first day of January and end on the last day of December for that year.

Section 8.2: Contract Authorization

The Board of Directors may authorize any officer or officers, of KDA to enter into any contract or execute and deliver any instrument in the name of and on behalf of KDA, and such authority may be general or confined to a specific instance.

Section 8.3: Signatures

All checks, drafts, or orders for payment of money, notes, or other evidences of indebtedness issued in the name of KDA shall be signed by such officer or officers of KDA in such a manner as shall be determined from time to time by resolution of the Board of Directors.

Section 8.4: Deposits

All funds of the KDA shall be deposited within (30) thirty days of receipt to the credit of KDA in such banks, trust companies or other depositories as the Board of Directors may select.

Section 8.5: Donations

The Board of Directors or the Fundraising Committee may accept on behalf of KDA any contributions, gifts, bequest, or devise for the general purposes or for any specific purpose of KDA.

Section 8.6: Loans

No loans shall be contracted on behalf of KDA and no evidence of indebtedness shall be issued in its name, unless authorized by a resolution of the Board of Directors. Such authority may be in general or confined to specific circumstances.

Article 9: Dissolution

If at any time, by the majority vote of the Board of Directors, KDA dissolves, any funds remaining in its treasury shall be distributed to another tax-exempt organization such as the United States Dressage Federation.

Article 10: Indemnification

The Board of Directors shall secure liability insurance coverage for the Officers and Directors of the KDA. No member, director, officer or agent of KDA shall be personally liable for the debts or liabilities of KDA provided that the Board of Directors determines that such person was acting in good faith, within what he/she reasonably believed to be the scope of his/her authority and for a purpose which he/she reasonably believed to be in the best interests of KDA or its members.

Article 11: Legal Applicability

All articles and material herein contained are subject to the Laws of the Commonwealth of Kentucky and the United States of America. When in conflict with any portion of this document, those laws shall rule and override said portion.