

Tri-State Dressage Society

By-Laws

Updated April 5th, 2022

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Article 1: Name/Mission Statement/Affiliation

Section 1.1: Name and Non-Profit Status

This organization shall be the Tri-State Dressage Society and shall be conducted as a 501 © (3) tax-exempt non-profit organization incorporated in the state of Louisiana. Hereafter the organization shall be referred to as TSDS. These Bylaws, and the Policies and Procedures, shall be the governing documents of TSDS.

Section 1.2: Mission Statement

The purpose of TSDS is to promote a high standard of accomplishment in dressage in the Ark-La-Tx through educational activities and sports competitions. Dressage is a French word meaning "training" and its purpose is to develop the horse's natural athletic ability and willingness to work, making him calm, supple, and attentive to his rider.

The program of TSDS shall be to hold the schooling and recognized dressage shows and to conduct educational programs/clinics. The competitions held are to measure members' achievements against regional and national standards and to prepare members for competitions at the regional and national levels.

Section 1.3: Affiliation

TSDS is a Group Member Organization (GMO) of the United States Dressage Federation, Inc. As an affiliated organization, members are eligible for participation in USDF recognized competitions, receiving educational programs, literature, and Rider Awards.

Article II: Membership

Section 2.1: Eligibility

Any person interested in furthering the mission of TSDS is eligible for membership upon payment of annual dues. Membership is non-transferable. The membership year begins December 1 to coincide with that of the USDF.

Section 2.2: Types of Membership

1. Individual-Entitles one member to full rights and privileges upon payment of annual dues.
2. Family-Entitles two members of a family with the same legal address to full rights and privileges, but one vote, upon payment of annual dues. This may consist of one adult and one child or two adults.

Section 2.3: Rights and Privileges

1. Members in good standing, except as limited in Article II.2.2 and II.3.4 shall be entitled to one vote, in person or proxy, in all matters governed by the vote of the general membership.
2. A member may vote by proxy, executed in writing, at any meeting. Proxies shall be filed with the Recording Secretary before or at the meeting.
3. Members in good standing are entitled to run for office, except as limited in Article II.2.2 and II.3.4.
4. Members not in good standing include those that have not paid fees owed or have been censored or suspended per Article IX.

Section 2.4: Volunteer Hours and TSDS Bucks

1. A minimum of 4 volunteer hours must be worked at a time to count towards year-end awards.
2. A proxy may volunteer in place of a member, but they must declare their intention to do so when signing in.
3. Hours may be achieved at TSDS sponsored shows and clinics, and other special events approved by Tri-State.
4. TSDS Bucks are reimbursed at a rate of \$10/4 hours worked, or \$20/8 hours worked. These must be redeemed within the calendar year they are awarded and can be used for entry fees, clinics, or raffle tickets at the year-end banquet.

Article III: Meetings

Section 3.1: General Membership Meetings

1. There shall be a minimum of two general membership meetings per year. The Board shall schedule these meetings.

Section 3.2: Special meetings

1. A special meeting may be called either by the president or 10 members.
2. All members must be notified via written, electronic, or telephone communication of any meetings and/or the purpose of the meeting at least seven days prior.
3. A quorum shall be 10 members, including proxies.

Section 3.3: Board Meetings

1. There shall be a minimum of 2 Board meetings per year. Board meetings, including Zoom or other remote meetings, are open to the general TSDS membership and limited non-agenda subjects may be discussed. Members shall be notified of the time, date, location, and web links via email and social media seven days prior to the scheduled date.

2. Special meetings

- a. A special Board meeting may be called by the president and 2 Board members.
- b. Notification of special Board meetings must be no less than 2 days in advance.
- c. The proposed agenda shall be included in the notification and only items listed in the agenda shall be voted on at the meeting.

3. Quorum: A quorum shall be a majority of the Board, including proxies.

Article IV. Elections

Section 4.1: Eligibility

All members in good standing, except as limited in Article **II.2.2** are eligible to vote and hold office. Nominees must be TSDS members for one 1 year. Nominees for president must have previous Board service of one year prior to office.

Section 4.2: Nominating Committee

1. The Nominating Committee shall consist of two Board members not running for re-election.
2. The Nominating Committee shall mail/email ballots to members no less than 30 days before December
3. The results of the election shall be announced by December 1.
4. A simple majority of the ballots cast shall determine the winners.

Article V: Officers

Section 5.1: Officers and Duties

1. President

- a. Prepares the agenda for and presides over all meetings of TSDS and the Board.
- b. May appoint committee chairpersons with the approval of the Board.
- c. Represents the TSDS to the USDF and Region 9 or appoints a proxy for this purpose. That person will then report back to the club, the results, and decisions of the committee.
- d. Serves as chairman of the Show Committee. Coordinates show dates with the show facility and contracts judges with board input. Contracts with the judges shall be in written form, signed, and retained until the end of the show year.

2. Vice president

- a. Assumes duties and obligations of the President in his absence.
- b. Performs other duties as assigned by the Board.

3. Recording Secretary

- a. Responsible for management of all TSDS correspondence.
- b. Presents all communications to the Board or general membership, when appropriate.
- c. Maintains attendance records of board and membership meetings, including quorums.
- d. Takes and archives minutes of board and membership meetings. Minutes will be given to the board for review and then forwarded to the general membership. Minutes will also be posted on the club website.
- e. Maintains files of all TSDS publications.
- f. Maintains/updates TSDS Policies and Procedures as amended and approved by the board.

4. Treasurer

- a. Handles all financial transactions as approved by the Board.
- b. Deposits funds in a bank approved by the Board.
- c. Keeps the TSDS financial statement up to date.

- d. Prepares financial records necessary for the filing of taxes and any other financial requirements in coordination with a CPA, approved by the Board.
- e. Maintains a list of assets owned by TSDS.
- f. Maintains all insurance policies for TSDS.
- g. Maintains and updates the list of TSDS members and communicates this list to USDF.
- h. Mails or emails acknowledgment letters of donations made to the club in keeping with current IRS laws governing donations to tax-exempt organizations. Donation form on the website.
- i. Maintains a record of TSDS Bucks as they are assigned and redeemed.

5. Show Secretary

The Show Secretary shall be appointed or hired by the President, with approval of the Board. The duties of the Show Secretary are outlined in TSDS Policies and Procedures.

Section 5.2: Terms

1. The tenure of each officer shall be 2 years.
2. The Board, as stated in Article VII, shall fill any vacancy occurring for any office.
3. Elections for officers will be staggered so that the President and the Treasurer will be elected for terms commencing in odd-numbered years and the Vice President and Recording Secretary will be elected for terms beginning in even-numbered years. If an officer is no longer able to serve, the Board shall name a replacement to fill out the remainder of the term, with the result remaining staggered as specified here.

Article VI: Board of Directors

Section 6.1:

The Board shall consist of four (4) officers and a minimum of three (3) representative directors.

Section 6.2: Eligibility

Any member in good standing, except as limited in Article **II.2.2** is eligible to serve on the Board.

The following restrictions apply:

1. One member per household may serve on the Board
2. No more than 30% of the Board inclusive of officers may come from a single stable/farm unless no interest in other areas exists.
3. Term of office shall be two years.
4. Board members shall attend a majority of Board meetings in person, via zoom or remote meeting, or by proxy.
5. At meetings of the Board, a member may vote by proxy, filed with the Recording Secretary before or at the time of the meeting.
6. A Board position vacated for any reason shall be filled as follows:
 - A. The remaining Directors shall elect an eligible member to fulfill the term vacated.

This shall be done through a nomination and secret ballot election by the Board.
 - B. This Director shall have full rights and powers.

Section 6.3: Responsibilities

1. The Board of Directors shall approve expenditures of TSDS and shall manage all business and affairs of TSDS between meetings of the general membership.
2. Board Member shall assist with or organize one (1) TSDS show per year. Proxy may be appointed if not available.

Article VII: Committees

Section 7.1: Purpose

There shall be such Standing and Special committees as are deemed necessary by `` the Board to handle the work of TSDS. Committee chairpersons may be appointed by the President and approved by the Board. Committee chairs may choose their members from volunteers. Committee members are not limited to TSDS members.

Section 7.2: Standing Committees

1. Clinics/Programs-Responsible for educational events, including clinics-The chairman of this committee shall be the Clinic Chairman.

2. Shows-Oversees the organization of TSDS sponsored shows. The President shall be the Show Committee Chairman.

3. Website-Maintains and updates the TSDS website, including content, calendar, pictures, and advertisements.

4. Hospitality-Responsible for the care and feeding of judges and clinicians, including housing, meals, and transportation. Works closely with Clinic/Program, and Shows Chairmen.

5. Banquet-Responsible for planning and executing of annual Awards banquet-Works closely with the Treasurer and Awards chairmen.

6. Awards-Responsible for ordering and archiving of show ribbons, prizes, and end of year Awards-Works closely with Treasurer, Shows, and Banquet chairmen.

Section 7.3: Special Committees

Special Committees may be formed for short-term and specific objectives. These committees are dissolved when their purposes have been achieved.

Example-Points/Year-end awards

Article VIII: Code of Ethics

1. Conduct all dealings with honesty and fairness.
2. Respect the rights of all to fair treatment and equal opportunity, free from discrimination or harassment of any type.
3. All shall be treated with courtesy and respect and no person shall direct abusive or threatening conduct toward them.
4. Know, understand, and comply with the laws, regulations, and codes of conduct governing the TSDS competitions and business.
5. Ensure that all transactions are handled honestly and recorded accurately.
6. Protect the confidentiality of information that belongs to the corporation, our donors, sponsors, suppliers, fellow volunteers, and staff.
7. Avoid conflicts of interest, never use corporation assets or information for personal gain
8. The aforementioned is adapted from the USDF Code of Ethics.

Article IX: Disciplinary Action

Section 9.1: Disciplinary Action

Misconduct at meetings, violating confidentiality, lying, disloyalty, working against the organization, conspiracy, unsportsmanlike or disruptive conduct at TSDS sponsored events, violation of Article VIII Code of Ethics or violating other values that an organization holds dear are grounds for disciplinary action.

Section 9.2: Removal

A Board member MAY be removed from the Board of Directors, by a majority vote of remaining Board members, for reasons listed in Article VIII. Or the following.

1. Failing to meet the requirement as stated in Article VIII.
2. Mismanagement or misappropriation of TSDS funds.

Section 9.3: Censure and Suspension of Members

Please refer to Robert's Rules of Order 12th Edition Chapter XX Disciplinary Procedures as the process to be used for these actions.

Article X: Dissolution

If at any time, by the majority vote of the Board of Directors and Membership, TSDS decides to dissolve, any funds remaining in its treasury shall be distributed to another tax-exempt organization. On dissolution or final liquidation, the Board shall, after paying or making provision for the payment of all lawful debts and liabilities of the Corporation, distribute all of the assets of the Corporation to a similar non-profit organization. On dissolution or final liquidation, no assets of the Corporation shall be distributed to or used by any member or employee of the Corporation known as TSDS.

Article XI. Amendments

These Bylaws may be amended by two-thirds vote of the Board of Directors at a regular or special meeting, subject to approval by the majority of the general membership where a quorum, including proxies, is present.

Amended March 2022

Donna Canales, Chairman

Bylaws Revision Committee