

All Dressage Association Bylaws

ARTICLE I

Name

The name of the corporation shall be the All Dressage Association.

ARTICLE II

Purposes

The mission of the association is to offer opportunities for equestrians to expand their knowledge of and appreciation for the discipline of dressage within a framework that encourages progress in the schooling of both horse and rider. *(Amended October 8, 2003).*

ARTICLE III

Members

- 3.1. **Eligibility for Membership.** Membership shall be open to anyone who owns a horse or is interested in horses, subject to approval and review by the Board of Directors. *(Amended October 20, 2004).*
- 3.2. **Term of Membership.** Membership dues shall cover the period from December 1 through November 30. *(Amended October 12, 2005).*
- 3.3. **Voting Rights.** Each member shall be entitled to one vote on each matter submitted to a vote of the membership. Voting issues which require approval of the [general](#) membership will require a majority (50+%) of the members in attendance, by proxy or by written ballot at a properly announced general membership meeting for passage. To vote by proxy or written ballot a member must request the needed document at least 14 days prior to the scheduled general membership meeting. The documents must be returned prior to or on the day of the meeting and will be counted along with the votes of members in attendance to determine the outcome of issues being voted on at that meeting. *(Amended September 13, 2006)*

ARTICLE IV

Meeting of Members

- 4.1 **Annual Meeting.** An annual meeting of the members shall be held once per [calendar](#) year, the exact date to be set by the Board of Directors. *(Amended March 12, 1997)*
- 4.2 **Special Meetings.** Special meetings of the members may be called by the President or by four members of the association not of the same household.
- 4.3 **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 seven days before the date of such meeting, by or at the direction of the President, or Secretary, or the officers or persons calling the meeting. In the case of a special meeting, the purpose or purposes for which the meeting is called shall be stated in the notice. If mailed, the notice of a meeting shall be deemed to be delivered when deposited in the United States mail addressed to the member at his address as it appears on the records of the corporation, with postage thereon prepaid.
- 4.4 **December Meeting.** The purpose of the December meeting will be to expedite the smooth transfer of board duties from the retiring board to the newly elected board members. The agenda is to focus on committee status reports and the reassignment of duties to the new

board members. No old or new business items will be brought to a vote at this meeting. In the event that there is a matter of business that can not wait until the new board convenes in January, notice of a special meeting of the retiring board will be sent in accordance with 4.3 above and held immediately following adjournment of the December meeting. New board members may attend and participate in the discussion at this special meeting, but may not vote on the motion(s) presented. *(Amended October 8, 2003).*

ARTICLE V

Board of Directors

- 5.1 **General Powers.** The affairs of the corporation shall be managed by its Board of Directors.
- 5.2 **Number, Tenure and Qualification.** The number of directors shall be no less than nine (9). A junior, nonvoting board position may also be designated at the discretion of the Board. An annual election will be held to fill any vacancies on the Board of Directors. The directors shall be elected by ballot. The ballot may be mailed out to the membership or it may be distributed at such a meeting. Ballots must be mailed immediately to members not in attendance. Nominees must be members in good standing. The term of office shall be for two (2) years, beginning January 1. The four (4) officers shall remain on the Board of Directors for one (1) year following their term in office. There is no limit as to the number of consecutive terms that a member may hold office as long as he or she is duly elected. Ballots shall be distributed during the months of October and November. *(Amended September 12, 2007 and November 15, 2014).*
- 5.3 **Regular Meetings.** Regular meetings of the Board of Directors shall be held each month.
- 5.4 **Special Meetings.** Special meetings of the Board of Directors may be called by or at the request of the President and shall be called by the Secretary at the request of any four (4) directors.
- 5.5 **Notice.** Notice of any special meeting of the Board of Directors shall be given at least seven (7) days previously thereto. Such notice must state the purpose or purposes for the special meeting.
- 5.6 **Vacancies.** Any vacancy occurring in the Board shall be filled by the Board of Directors until the next election by the members.
- 5.7 **Absence from Meetings.** Any director who is absent from three (3) consecutive meetings or from four (4) meetings in one (1) year shall be asked to resign.
- 5.8 **Quorum requirements.** To conduct board business there must be five (5) or more duly elected board members in attendance with two (2) or more of those being officers. *(Amended September 12, 2007).*

ARTICLE VI

- 6.1 **Officers.** The officers of the corporation shall be the President, a Vice President, a Secretary and a Treasurer. The Board may elect or appoint such other officers as it shall deem desirable, such officers to have authority and perform the duties prescribed, from time to time, by the board.
- 6.2 **Election and Term of Office.**
- a. The officers of the corporation shall be elected from the Board by the Board at its organizational meeting each year. New offices may be created and filled at any meeting of the Board. Each officer shall hold office until the next annual election of directors and until his or her successor shall have been duly elected and qualified.

- b. The term of office shall be one year. Election of the officers shall take place at the organizational board meeting and shall be by ballot cast by qualified directors. A plurality of votes elects.
- 6.3 **Vacancies.** A vacancy in any office because of death, resignation, removal, disqualification, or otherwise, may be filled by the Board by majority vote for the unexpired term.
- 6.4 **President.** The President shall be the principle executive officer of the corporation and shall in general supervise and control all the business and affairs of the corporation. He/She shall preside at all meetings of the members and of the Board. He/She may sign, with attestation of the Secretary or other proper officer of the corporation authorized by the Board, any contracts or other instruments which the Board authorizes to be executed, and in general He/She shall perform all duties incident to the office of the President and such other duties as may be prescribed by the Board from time to time.
- 6.5 **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 the restrictions upon the President. Any Vice President shall perform such other duties as from time to time may be assigned to him/her by the President or the Board.
- 6.6 **Treasurer.** The Treasurer shall have charge and custody of and be responsible for all funds of the corporation; receive and give receipts for monies due and payable to the corporation from any source whatsoever; deposit all such monies in the name of the corporation in such banks, trust companies, or other depositories designated by the Board of Directors; and in general perform all duties incident to the office of Treasurer and such other duties as from time to time as assigned by the President or the Board. He/She shall present a report at each membership meeting of the financial position of the Association. The books of the corporation shall be closed as of November 30 each year and shall be presented to the Board of Directors for examination. The Treasurer shall also notify members when dues are payable and shall keep a current record of members in good standing.
- 6.7 **Secretary.** The Secretary shall keep the minutes of the meetings of the members and of the Board in one or more books provided for that purpose, including documents of all ballot details and results; see that all notices are duly given in accordance with the provisions of these Bylaws; keep a register of the post office addresses of each member, which shall be furnished to the Secretary by such member; and in general perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned by the President or the Board. (*Amended March 12, 1997*).

ARTICLE VII

Committees

- 7.1 **Committees of Directors.** The Board of Directors, by resolution adopted by a majority of the Directors in office, may designate one or more committees, each of which shall consist of one or more Directors who shall act as chairpersons for said committees, which committees, to the extent provided in said resolution shall have and exercise the authority to make recommendations to the Board. Then, only after approval of the Board should those recommendations be carried out; but the designation of such committee and the delegation thereto of authority shall not operate to relieve the Board, or any individual Director, of any responsibility imposed upon it or him/her by law. (*Amended December 12, 2002*).
- 7.2 **Other Committees.** Other committees not having and exercising the authority of the Board in the management of the corporation may be designated by a resolution adopted by a majority of the Directors present at a meeting at which a quorum is present. Except as otherwise provided in such resolution, members of such a committee shall be members of the corporation and the President of the corporation shall appoint the members thereof. Any member thereof may be removed by the person or persons authorized to appoint such member whenever it is their judgment that the best interests of the corporation shall be served by such removal.
- 7.3 **Term of Office.** Each member of a committee shall continue as such until the next annual meeting of the members of the corporation and until his/her successor is appointed, unless the committee shall be sooner terminated, or unless such member be removed from such committee, or unless such member ceases to qualify as a member thereof.
- 7.4 **Chairman.** One member of each committee may be filled by appointments made in the same manner as provided in the case of the original appointments.
- 7.5 **Vacancies.** Vacancies in the membership of any committee may be filled by appointments made in the same manner as provided in the case of original appointments.
- 7.6 **Permanent Committees.** The following shall be considered permanent committees of the corporation: Annual Show, Awards Banquet, Communications, Finance, Education, Elections, Membership, Pointkeeping and Show Sanctioning.

ARTICLE VIII

Indemnificaton

Each person who is or was a trustee, director, member or officer of the corporation or member of a committee of the corporation and each person who serves or has served at the request of the corporation, as a trustee, director, officer, partner, employee or agent of any other corporation, partnership, joint venture, trust or other enterprise shall be indemnified by the corporation to the fullest extent permitted by the corporation laws of the State of Michigan as they may be in effect from time to time; provided, however,

that the preceding shall not require the corporation to indemnify any person for any liability, tax or expense to the extent it results in the imposition of tax under Section 4958 of the Internal Revenue Code. The corporation may purchase and maintain insurance on behalf of any such person against any liability asserted against and incurred by such person in any such capacity or arising out of his or her status as such, whether or not the corporation would have power to indemnify such person against such liability under the preceding sentence. The corporation may, to the extent authorized from time to time by the Board, grant rights to indemnificaton to

employees or agents of the corporation and others to the fullest extent provided under the laws of the State of Michigan as they may be in effect from time to time

- 8.1 No member of the Board of Trustees of the corporation who is a volunteer director, as that term is defined in the Michigan Nonprofit Corporation Act (the "Act"), and no volunteer officer shall be personally liable to this corporation or to its shareholders or members, if any, for monetary damages for a breach of the trustee's or officer's fiduciary duty: provided, however, that this provision shall not eliminate or limit the liability of a trustee or officer for any of the following:
- a. A breach of the trustee's or officer's duty of loyalty to the corporation or to its shareholders or members, if any:
 - b. Acts or omissions not in good faith or that involve intentional misconduct or a knowing violation of law:
 - c. A violation of Section 551(1) of the Act:
 - d. A transaction from which the trustee or officer derived an improper personal benefit:
 - e. An act or omission of a trustee who is a volunteer director or an act or omission of a volunteer officer occurring before filing these Articles of Incorporation.
 - f. An act or omission that is grossly negligent.
- 8 The corporation hereby assumes all liability to any person other than the corporation or its shareholders or member, if any, for all acts or omissions of a trustee who is a volunteer director as defined in the Act incurred in the good faith performance of the trustee's duties as such: provided, however, that the corporation shall not be considered to have assumed any liability to the extent such assumption is inconsistent with the status of the corporation as an organization described in Section 501 (c) (3) of the Internal Revenue Code or results in the imposition of tax under Section 4958 of the Internal Revenue Code.
- 8.3 The corporation hereby assumes the liability for all acts or omissions of a volunteer officer if all of the following are met:
- a. The volunteer officer was acting or reasonably believed he or she was acting within the scope of his or her authority.
 - b. The volunteer officer was acting in good faith.
 - c. The volunteer officer's conduct did not amount to gross negligence or willful and wanton misconduct.
 - d. The volunteer officers conduct was not an intentional tort.
 - e. The volunteer officer's conduct was not a tort arising out of the ownership, maintenance, or use of a motor vehicle for which tort liability may be imposed as provided in Section 3135 of the Insurance Code of 1956, Act No. 218 of the Public Acts of 1956, being Section 500.3135 of the Michigan Compiled Laws.
- Provided, however, that the corporation shall not be considered to have assumed any liability of a volunteer officer to the extent such is inconsistent with the status of the corporation as an organization described in Section 501 (c) (3) of the Internal Revenue Code or results in the imposition of tax under Section 4958 of the Internal Revenue Code.
- 8.4 If the Act is amended after filing this amended Article to authorize the further elimination or limitation of the liability of directors or officer of nonprofit corporations, then the liability of members of the Board of Trustees and of officer of the corporation, in addition to the limitation, elimination and assumption of personal liability contained in the Article, shall be assumed by the corporation or eliminated or limited to the fullest extent permitted by the Act

as so amended, except to the extent such limitation, elimination or assumption of liability is inconsistent with the status of the corporation as an organization described in Section 501(c)(3) of the Internal Revenue Code or results in the imposition of tax under Section 4958 of the Internal Revenue Code. No amendment or repeal of this Article shall apply to or have any effect on the liability of alleged liability of any member of the Board of Trustees or officer of this corporation for or with respect to any acts or omissions of such trustee occurring prior to the effective date of any such amendment or repeal.

- 8.5 In the event of a conflict between the provisions of this amended Article and applicable provision of Article of these Articles of Incorporation, the provisions of Article shall govern. *(Amended September 13, 2006).*

ARTICLE IX

Order of Business

- 9.1 Order of Business.** The order of business at any regular or special meeting of members or the Board shall be:

- 9.1.a Reading and approval of any unapproved minutes.
- 9.1.b Reports of officers and committees
- 9.1.c Unfinished business
- 9.1.d New business
- 9.1.e Adjournment

- 9.2 Parliamentary Procedure.** On questions of parliamentary procedures not covered in these bylaws, a ruling by the President shall prevail.

ARTICLE X

Contract, Checks, Deposits and Funds

- 10.1 Contracts.** The Board may authorize any officer or officers, agent or agents of the corporation, in addition to the officers so authorized by these Bylaws, to enter into any contract or execute and deliver any instrument in the name of and behalf of the corporation after review and approval from a majority of the Board of Directors. These contracts must then be signed by the ADA President. Such authority may be general or confined to a specific instance. *(Amended December 04, 2002).*
- 10.2 Checks , Drafts, etc.** All checks, drafts, or order for payment of money, notes, or other evidences of indebtedness issued in the name of the corporation shall be signed by the Treasurer or such other officers or agents of the corporation as may from time to time be designated by the Board. Expenditures shall be authorized in advance by the Board of Directors and shall be paid by the Treasurer upon the presentation of an invoice.
- 10.3 Deposits.** All funds of the corporation shall be deposited from time to time to the credit of the corporation in such banks, trust companies or other depositories as the Board may select.
- 10.4 Gifts.** The Board may accept on behalf of the corporation any contributions, gifts bequests, or device for the general purpose of the corporation.

ARTICLE XI

Fiscal Year

The fiscal year of the corporation shall begin on the first day of January and end on the last day of December in each year.

ARTICLE XII

Suspension or Amendment of Bylaws

These Bylaws may be amended by a two-thirds vote of the members present at any duly called membership meeting. In case of emergency, these Bylaws may be suspended and appropriate action taken as deemed necessary.

ARTICLE XIII

Dissolution of the Corporation

On dissolution of the corporation, after paying or providing for the payment of all of the liabilities of the corporation, the corporation's assets shall be distributed (1) for one or more exempt purposes within the meaning of IRC 501 (c) (3), or the corresponding section of any future federal tax code or (2) to the federal government, or to a state or local government, for a public purpose. Any assets not disposed of shall be disposed of by the circuit court of the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations that the court shall determine and that are organized and operated exclusively for such purposes.

(Amended September 12, 2007).

KNOW ALL MEN BY THESE PRESENTS: That the undersigned Officers of the corporation do hereby certify that the foregoing Bylaws were duly adopted by the members of said corporation on 12th of September. 2007, at a duly called and constituted meeting of the members, that all amendments noted within this document were executed in accordance with these Bylaws and that these Bylaws, as amended, do constitute the Bylaws of said corporation.

Secretary

Date

President

Date

Vice-President

Date

Treasurer

Date

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