

CENTRAL WASHINGTON DRESSAGE SOCIETY BYLAWS

ARTICLE I NAME

The name of the organization shall be CENTRAL WASHINGTON DRESSAGE SOCIETY, a Washington non-profit corporation, organized exclusively for education purposes within the meaning of section 501(c)(3) of the Internal Revenue Code.

ARTICLE II PURPOSE

The purpose of this organization is to promote and foster an interest in and an appreciation for Dressage, and shall be designed to offer a framework in which individuals can progress with Dressage schooling of themselves and their horses.

Notwithstanding any other provisions of these articles, the association shall not carry on any other activities not permitted to be carried on by an organization exempt from Federal Income Tax under section 501(c)(3) of the Internal Revenue Code.

This organization is not organized for profit, and no part of the earnings shall inure to the benefit of any private shareholder.

ARTICLE III OFFICE

The principal office of the organization shall be the resident of the current Treasurer, until changed by action of the Board of Directors.

ARTICLE IV MEMBERSHIP

Section 1: Qualifications

Membership shall be open to any person interested in the purposes of the organization. All eligible persons shall become members upon payment of the annual dues and signing an application and Release of Liability Agreement.

Section 2: Classifications

There shall be two classes of membership:

A. Individual – One individual who will have full organizational privileges, including an individual membership in USDF, of which this organization is a group member.

B. Family – Member, spouse and their children living at the same address shall be eligible for family membership. Each such member shall have full individual privileges, except that family members under 18 years of age shall have no voting right.

Section 3: Transferability

Membership in this organization is non-transferable.

Section 4: Dues

The annual membership dues shall be determined as needed by a majority vote of the members who are present and voting at the meeting designated by the President.

Section 5: Good Standing

A member shall be considered a member in good standing if the member's dues are paid in full for the current year.

ARTICLE V
MEETINGS

Section 1: Annual Meeting

An annual meeting of the members shall be held at such time and place as may be set by the President, during the last quarter of each year.

Section 2: Other Meetings

Any other meetings of the membership may be called at any time by the President or by 25% of the members.

Section 3: Notices

A written, telephone, or email notice stating the place, day, hour, and purpose of the meeting, shall be given by the person designated by the President, to each member, a week prior to any meeting.

Section 4: Voting

Individual and adult family members, whose dues are paid in full, shall be entitled to one vote at any action taken by the general membership. Members must be present in order to vote and must be 18 years of age or older as of November 1 of the membership year. There shall be no proxy voting.

ARTICLE VI
OFFICERS AND DUTIES

Section 1: Designation

The Officers of the organization shall consist of a President, Vice President, Secretary, and Treasurer. The Officers may, by resolution, create and define the duties of other officers and shall elect or appoint persons to fill such offices as need arises.

Section 2: Election and Term of Office

The Officers of the organization shall be elected by a majority vote of the members present and voting at an annual meeting. They shall be elected for two-year terms. The President and Secretary will be elected on odd years and the Vice President and Treasurer will be elected on even years. An Officer may be re-elected without limitation on the number of terms the officer may serve. The Officers shall take office on January 1 following their election, and shall serve until the close of the last day of December of their designated term, or until new Officers are elected. Nominations for officers may be submitted by any CWDS member in good standing according to the procedures determined by the Officers. All members in good standing

who are 18 years of age or older as of November 1 of the membership year may vote in the election of Officers. There shall be no proxy voting. If an officer misses three consecutive meetings, the Board may, but is not required to, remove the officer and appoint a new officer to complete the term.

Section 3: Vacancies

In the event of an Office becoming vacant, the remaining members of the Board of Directors may appoint a member to fill the vacant office until the end of the officer's term, at which time a successor will be elected by the members.

Section 4: President

The President shall set the agendas, dates, and locations and preside over all general membership and Board meetings, and discharge all the duties of a presiding office. The President shall be the chief officer of the corporation and shall act as the chair of the Board. The President shall appoint all committee chairs. The President shall be an ex-officio member of all committees and act as liaison between committees to promote and ensure cooperative efforts and prevent duplication. Represent and promote the organization. The President only votes in the case of a tie.

Section 5: Vice President

The Vice President shall perform all the presidential duties in the absence of the President. All duties and responsibilities of the President shall transfer to the Vice President should the President become indisposed or unable to fulfill the President's duties and responsibilities.

Section 6: Secretary

The Secretary shall have overall responsibility for all recordkeeping. The Secretary shall perform, or cause to be performed the following duties: a.) Keep a minute's book of all proceedings of all meetings; b.) File and keep all documents pertaining to the organization; c.) Be responsible for correspondence and general paperwork on behalf of the organization; d.) Provide in writing, minutes of the Board meetings to the membership; e.) Any other duties as may be prescribed by the Officers of the Board.

Section 7: Treasurer

The Treasurer shall have overall responsibility for all financial recordkeeping and be responsible for all funds received and disbursed by CWDS. The Treasurer shall perform, or cause to be performed, the following duties: a.) Maintain a complete record of all business transactions and render reports of the financial status of CWDS to the Officers at each Board meeting and the general membership; b.) Deposit all funds of the organization in a reliable bank or depository to be designated by the officers; c.) Maintain said account in the name of the organization; d.) Provide financial documentations to two members, appointed by the board, but who are not current board members, for internal review at year end; e.) Maintain current and accurate membership lists; f.) Any other duties as may be prescribed by the Officers of the Board; g.) Complies with appropriate state and federal regulations and statutes. h.) Will ensure that the signatures required for the President's second signatory on the bank account be established within one month of the President taking office.

Section 8: Documents

All contracts, leases, and other business/legal documents shall be signed by the President or Vice President, and attested by the Secretary. All checks, drafts, or money orders shall be signed by the Treasurer. All checks, drafts, or money orders over \$750 must be signed by the Treasurer and the President.

ARTICLE VII **AMENDMENTS**

These Bylaws may be amended or repealed and new bylaws adopted by the Board of Officers, by a 60% majority vote of the voting members in good standing present at the meeting. Prior to the adoption of the amendment, members shall be given at least a week notice of the date, time, and place of the meeting at which the proposed amendment is to be considered and the notice shall state that one of the purposes of the meeting is to consider a proposed amendment to the Bylaws and shall contain a copy of the proposed amendment.

ARTICLE VIII **BOARD OF DIRECTORS**

The Board of Directors shall consist of the President, Vice President, Secretary, Treasurer, and the immediate past President, plus the chairs of the standing committees. The Board shall consist of eight members on average but no less than five members. Meet at least quarterly, shall be empowered to manage and control the affairs and property of the Society, and take all necessary actions not specifically reserved to the members. Meeting of the Board, which will be open to the entire membership, may be called at any time by the president without notification to the entire membership. A quorum shall consist of no less than 60% Board members.

Vacancies among the Officers may be filled by appointment by the remaining Officers, to serve until the end of that Officer's term. No one person may hold more than one Board position at a time.

ARTICLE IX **STANDING COMMITTEES OF THE BOARD**

- A. Clinic Committee:** The Clinic committee shall organize the yearly series of clinic events for the official CWDS instructor. The Committee shall present to the Board and the general membership a financial reporting after each clinic at the next meeting. This report shall be in the form of a Profit and Loss statement showing all income received and all expenses incurred.
- B. Schooling Show Committee:** The Schooling Show Committee shall organize a yearly series of schooling shows. The Committee shall present to the Board and the general membership a financial reporting to the membership after each show at the next meeting. This report shall be in the form of a Profit and Loss statement showing all income received and all expenses incurred.
- C. Education and Programs Committee:** The CWDS Educational Committee exists to meet the education desires and needs of club members. These programs are open to any club member and at times are extended to other equine clubs and/or the community. All programs are sponsored and approved through the CWDS board.

These programs consist of but are not limited to guest speakers, audio/visual media and riding clinics.

D. End of Year Awards Program Committee:

Awards For the current competition year. Awards may be earned in more than one level per year.

1) Awards shall consist of the following categories: Level Awards (Intro through 4th, FEI, Freestyle and Alternate [consisting of Eventing, Prix Caprilli, Pony Club, Western Dressage, Working Equitation, and other tests as approved by the CWDS Board]), and the Age Bracket awards: Junior (up to 18), Tweens (19-38), Jack Benny (39-49), and Royalty-Still-Riding (50+). In order to be eligible for an age bracket award the member/rider must self-report their age or age bracket to the year-end awards chairperson.

2) A. There are '**Level**' awards given to the members who self-report their top two scores at each level (any combination of horses) to the year-end award chairperson, with one grand champion, one reserve champion, and places up to 8 at each level (levels are described in paragraph 1 above). See paragraph 3 below for details on the scoring processes. B. There are '**Age Bracket**' awards given to the members who self-report their age or age bracket along with their scores to the year-end award chairperson, with one grand champion, one reserve champion, and places up to 8 in each age bracket. C. There are **(5) fun awards** as described below in 4. D. There is a **level pin** awarded to each member who self-reports that they scored above 55% for the first time in a given level. E. There is an **Intro Test Certificate** awarded to each member who self-reports that they earned above 55% at Introductory Level for the first time.

3) To qualify for a year end award based on scores the person who earned the scores submitted to the awards chairperson must be a current CWDS member and must report at least one CWDS schooling show score. If at least one CWDS score is earned and reported the other score(s) reported for year-end awards placing may be earned at any recognized USDF/USEF or schooling show. Award places are determined by rank of percentage score, highest to lowest (highest average score earns grand champion, etc).

4) There will also be specialty awards voted on by the membership at the year-end awards party, defined as follows:

- 1) **Volunteer of the Year Award**– to recognize a club member who has gone above and beyond to help the club events run smoothly.
- 2) **Velcro Seat Award**– staying with the horse in times of trouble.
- 3) **Most Improved Award**– recognized improvement.
- 4) **Sportsmanship Award**– reaching out to others, helping them to succeed.
- 5) **Crash and Burn Award**– someone who became separated from their horse and lived to tell the story!

Venue: The venue for the year-end awards presentation and party shall be determined at least one month in advance by the CWDS board. It will preferably be in or near either Ellensburg or Yakima, as most CWDS members reside in these two

areas. The venue selected shall be large and well-appointed enough to comfortably host all those members expected to attend the year-end awards party.

- E. Social Media Committee:** This Committee shall be responsible for all social media for the club including the website (www.centralwashingtondressage.org), the club's Facebook Page (Central Washington Dressage Society), the club's Twitter page (CWaDressage) as well as the club's MailChimp E-mail site (centralwadressage). The committee will also help assist Board Members and Committee Chairs to use the club's social media as needed. Finally, this committee will be responsible for communicating when payments need to be made to our Web Hosting Service to keep our url and website current.

The chairs of the committee shall be voting members of the Board of Directors. The committee chairs shall be responsible for soliciting and appointing volunteers to staff the committees.

ARTICLE X: CORPORATE INDEMNITY

Section 1: Right to Indemnification

The Society hereby acknowledges that each and every director of the Society shall be deemed to have assumed office on the express understanding agreement, and representation that every director of the Society and his heirs, executors and administrators, shall from time to time and at all times be indemnified and held harmless out of the funds of the Society from and against all costs, charges and expenses whatsoever which such director sustains or incurs in or about any action, suit or proceedings which is brought, commenced or prosecuted against him for or in respect of any act, deed, matter or thing whatsoever made, done or permitted by him in or about the execution of the duties of his office, and also from and against all other costs, charges and expenses which he sustains or incurs in or about, or in relation to the affairs thereof, except such costs, charges or expenses as are occasioned by his own willful neglect or default, dereliction of duty or conflict of interest. CWDS shall not be required to indemnify any person for his or her own gross negligence or willful misconduct. Notwithstanding any other provision of the Bylaws, CWDS shall neither indemnify any person nor purchase any insurance in any amount to any extent that would jeopardize or be inconsistent with the qualification of CWDS as an organization described in section 501(c)(3) of the Internal Revenue Code or that would result in the imposition of any liability under section 4941 or 4948 of the Internal Revenue Code.

Section 2: Insurance

CWDS shall have the power to purchase and maintain at its expense insurance on behalf of the persons listed in Article VI Section 1 to the fullest extent permitted by applicable law, whether or not CWDS would have the power to indemnify such person under this Article X.

ARTICLE XI **DISSOLUTION**

Section 1: Payment of Liabilities and Disposal of Assets

The dissolution of the Corporation shall occur only by the majority vote of the entire Board of Directors. In the event of dissolution and after paying or adequately providing for the just debts of the Corporation, any remaining funds shall be distributed to one or more regularly organized and qualified charitable, educational, scientific or philanthropic institution or

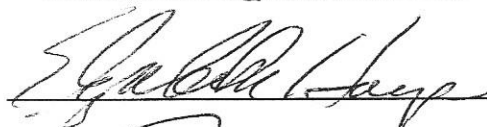
Corporation to be selected by unanimous vote of the then-existing Board of Directors and according the state law of Washington.

Section 2: Prohibitions

No part of the net earning of the Corporation shall inure to the benefit of or be distributed to its directors, officers, members or other private person except that CWDS shall be authorized or empowered to pay a reasonable compensation for services rendered. No substantial part of the activity of CWDS shall be a carrying on of lobbying or otherwise attempting to influence legislation that CWDS shall not participate in or intervene in any political campaign on the behalf of the candidate for public office. Notwithstanding any other provisions of these articles, CWDS shall not carry on any other activities not permitted to be carried on by a Corporation exempt from federal income tax under section 501 (c)(3) of the Internal Revenue Code.

These Bylaws were adopted by
The Board of Directors &
The membership of
Central Washington Dressage Society

on Feb 16, 2015. ²⁰¹⁶ MWP

 _____ President

 _____ Secretary

Marli W. Parobek