

BYLAWS OF PASO DEL NORTE DRESSAGE SOCIETY

ARTICLE I. NAME AND ADDRESS

Section 1.

Name. The name of the organization is Paso Del Norte Dressage Society, hereinafter referred to as PDNDS. PdNDS leadership will determine the organization's address.

ARTICLE II. PURPOSE AND OBJECTIVES

Purpose. The purpose of the nonprofit shall be to promote and encourage the sport of dressage, working cooperatively with local, regional and national horsemanship organizations in matters of common concern, and to support greater understanding and accomplishment for our members and the general public through educational programs, clinics, seminars, and competitions. The organization will represent the interests of PdNDS members in managing the organization.

The organization is organized exclusively for charitable and educational purposes. PDNDS shall not carry on any other activities not permitted by an organization exempt from federal income tax under section 501(c)(4) of the Internal Revenue Code, or corresponding section of any future federal tax code,

ARTICLE III AFFILIATION

Paso Del Norte Dressage Society is a group member organization of the United States Dressage Federation (USDF), a 501(c) 3 organization that promotes and encourages a high standard of accomplishment in dressage throughout the US. The USDF is dedicated to the education, the recognition of achievement and the promotion of the sport of dressage.

ARTICLE IV. MEMBERSHIP

Membership in the organization is open to all persons and organizations interested in the sport of dressage. Further, membership is open to all persons regardless of religion, race, color, creed, sex, age or national origin. PdNDS standing rules will specify classes of membership and basic dues. The membership year will run from December 1st through November 30th. The organization may levy supplemental dues in accordance with the provisions of Article V, (Meetings), of these bylaws

ARTICLE V. LEADERSHIP DUTIES AND ELECTIONS

Section1. Officers and Leaders. Officers will consist of the president, vice president, secretary and treasurer. The leadership consists of the elected officers along with all chairpersons of any standing committees as set forth in the standing rules. The leadership is responsible for the routine operations of PdNDS and the implementation of any motions adopted by the membership.

Section 2. Qualifications. Officers must be dues-paying members in good standing at the time of the election and remain so during their term of office

Section 3. Elections. Election of officers will be held annually at the December regular meeting. Officers will be elected for a term of one calendar year to run from January 1st through December 31st, or until a successor has been duly elected. One person may not be elected to serve in more than one position.

The nominating committee, a standing committee of the organization, shall nominate, at least thirty (30) days prior to the December regular meeting candidates for any positions whose terms are to expire or are vacant, and its slate of candidates shall be included with the notice of the December regular meeting. Following the report of the nominating committee at the meeting, a majority vote, by ballot, of the membership will determine the winning candidate.

An election for any vacant officer position may be held at any regular or special meeting as long as the provisions of Article V, (Meetings), are met.

Section 4. Elected Officer Roles

A. President. The President shall preside over all meetings, shall, in general, supervise and oversee all of the business and affairs of the organization, and shall be responsible for reporting to the organization, as required, on the activities and operation of the organization. He/She shall be an ex-officio member of all committees except the nomination committee. The president is responsible for the filing of The Periodic Report (form 802) for PDNDS to the state of Texas. The president shall also make all necessary annual reports to the USDF(GMO Affiliate Verification/GMO Officials Update Form)

B. Vice-President. The Vice-President shall, in the absence of the President, or in event of his/her inability or refusal to act, perform the duties of the President, and when so acting, shall have all the powers of and be subject to all the restrictions of the President. The Vice-President shall perform such other duties from time to time as may be assigned to him/her by the President or the Board of Directors.

C. Secretary. The Secretary shall keep the minutes of the general meeting and all meetings of the Board of Directors, see that all notices are duly given in accordance with the provisions of these Bylaws, be custodian of the organization's records, and in general perform all duties incident to the office of Secretary. The secretary shall give a copy of all meeting minutes to the President of the organization. In the absence of the president and vice president the secretary will exercise the power and perform the duties of the president.

D. Treasurer. The Treasurer shall have charge and custody of and be responsible for all funds and securities of the organization, and shall be responsible for providing the organization with all financial and accounting data required of the organization. The treasurer is responsible for filing the organization's yearly 990 or 990N to the Internal Revenue Service. In the absence of all other officers the treasurer will exercise the power and perform the duties of the president.

Section 5. Removal. An officer shall be subject to removal, with or without cause, at a meeting called for that purpose.

An Officer of the organization may be removed when:

- a) An officer fails to attend two (2) consecutive meetings without adequate excuse; and/or
- b) An officer is not fulfilling the responsibilities of the office as prescribed in the Bylaws; and/or
- c) An officer engages in conduct which the membership determines to be injurious to the organization or its purposes.

The Officers at a duly noticed meeting, may by a vote of two-thirds (2/3) affirmative vote, take such action as it determines appropriate, which may include: (1) requesting the resignation of the officer; (2) making a formal recommendation that the officer be removed from office.

Section 6. Resignation of an Officer

Any officer wishing to resign shall submit a letter of resignation to the Secretary of the organization and make a final report to the President on the status of any committee responsibilities.

Section 7. Vacancies. Any vacancies of the officers that occur, whether by death, resignation, removal or any other cause, may be filled by the remaining officers. A director elected to fill a vacancy shall serve the remaining term of his or her predecessor, or until a successor has been elected and qualified.

Section 8. Standing Committees. The President shall appoint the chairpersons of all committees from the membership of the organization with the approval of the officers. All committee appointments shall terminate upon the election of a new President, unless specifically determined otherwise at the regular December meeting. All committees shall function within the guidelines and budgets established by the officers.

Section 9. Ad Hoc Committees. The President may establish ad hoc committees at any time. All ad hoc committees are subject to the same rules and operating procedures as standing committees.

Section 8. Records. Every Director shall have the absolute right at any reasonable time to inspect and copy all books, records and documents of every kind and to inspect the physical properties of the organization. At the conclusion of their term all officers will transfer all records pertaining to their office to the succeeding officer within fourteen days.

Section 9. Compensation. No officer or any member of a committee shall receive at any time any of the net earnings or profit from the operations of the organization. However, this shall not prevent the payment to any such person of reasonable compensation for services rendered to or for the organization. Such compensation shall be fixed by the Officers from time to time.

Section 15. Indemnification. The officers shall be indemnified and held harmless to the extent and in the manner permitted by Texas Nonprofit Corporation Law.

Section 12. Budgets. The officers shall approve develop the annual budget of the organization during the first quarter of each calendar year. The membership shall vote to approve the budget developed by the officers.

ARTICLE VI. MEETINGS

Section 1. Regular Meetings. PdNDS will hold a minimum of 4 regular membership meetings, open to all members, annually. By definition a regular meeting is one for which the date, time and location have been announced to the membership in the most recent newsletter published prior to the meeting.

1. Section 2. Special Meetings. The president may call a special meeting at any time and must do so when 20% of the membership requests. The president or other designated officer must give written notice to the membership at least one week in advance. Special meetings are open to all members.

Section 3. Emergency Action. Should action be required when it is not possible to assemble membership in a properly called meeting, written or oral approval of the proposed action by a majority of the officers may be obtained in a poll of officers, authorized by the President or majority of the Executive committee. Any action so taken shall be recorded in the minutes of the next properly called board meeting.

Section 4. Leadership Meetings. PDNDS will hold a minimum of 4 Board meetings annually. Membership if welcome at all board meetings.

A. The Board may hold a meeting by telephone conference or by electronic media in which all persons participating in the meeting can communicate with each other. The notice of a meeting by telephone conference or electronically must state the fact of the that the meeting will be held by telephone or electronically as well as all other matters required to be included in meeting notices as provided in these bylaws. Participation of a person in a telephone or electronic conference constitutes presence of that person at the meeting.

B. The Board of Directors may conduct business by e-mail when it is deemed necessary by the Chairman of the Board. A simple majority of the Officers shall constitute a quorum. The same procedure used at regular meetings shall apply to e-mail voting.

Section 5. Notice. Written notice of all meetings shall be provided under this section or as otherwise required by law. The Notice shall state the place, date, and hour of meeting, and if for a special meeting, the purpose of the meeting.

Such notice shall be deemed effective when deposited in ordinary U.S. mail, properly addressed, with postage prepaid or sent electronically through e-mail or published in the organization's newsletter. Such meetings shall be open to any member of good standing.

Section 6. Parliamentary Authority. The newly revised Roberts Rules of Order will govern all PDNDS meetings to the extent they do not interfere with these bylaws

Section 7. Place of Meeting. Meetings shall be held at a place that the officers of the organization's choose. . The location of the meeting must be stated in the notice of the meeting.

Section 8. Quorum A quorum for any PdNDS meeting consists of 20% of the current dues-paying membership. In the absence of a quorum the officers may adjourn the meeting to another time without further notice.

Section 9. Adoption of Motions. Except as otherwise specified in these bylaws, a majority vote of the members present and voting is required for the adoption of any motion at a regular or special meeting

ARTICLE VII. AMENDMENT TO BYLAWS

These bylaws may be amended at any special meeting by a 2/3 vote of the members present provided written notice of the revisions are received by the membership at least 30 days prior to the meeting.

Article VIII. Fiscal Year

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

Article IX. CHAPTERS

1. General. PdNDS chapter organizations are permitted if their form and content are approved by PdNDS beforehand

ARTICLE X. . Dissolution

Upon dissolution or liquidation of the Corporation (whether voluntary or involuntary), the net assets shall be distributed as determined by the Corporation, but only to one or more charitable organizations exempt from Federal Income Tax under Section 501(C) 3 of the Internal Revenue Service Code of 1954 (or the corresponding provision of any such future law). Any such assets not so disposed of shall be disposed of by the District 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 as said Court shall determine which are organized and operated exclusively for such purposed.

I certify that the foregoing is a true and correct copy of the bylaws of the above-named corporation, duly adopted by the initial Board of Directors on 4/23/2015

Paso Del Norte Dressage Society