

**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. The organization shall have an office located at 824 Wild Sage Ct. El Paso, TX 79932

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 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, or (b) by an organization, contributions to which are deductible under section 170(c)(2) 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) 4 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

Section 1. **Membership**

Membership in the Association 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.

Section 2. Annual Meeting. An annual meeting shall be held once each calendar year for the purpose of electing officers and for the transaction of such other business as may properly come before the meeting. The annual meeting shall be held at the time and place designated by the Board of Directors.

Section 3.

Special Meetings. Special meetings may be requested by the President or upon petition of at least three members of the Board of Directors.

Section 4.

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 5.

Place of Meeting. Meetings shall be held at the organization's principal place of business unless otherwise stated in the notice.

Section 6.

Quorum. A simple majority of the directors shall constitute a quorum at a meeting. In the absence of a quorum, a majority of the directors may adjourn the meeting to another time without further notice. If a quorum is represented at an adjourned meeting, any business may be transacted that might have been transacted at the meeting as originally scheduled. The directors present at a meeting represented by a quorum may continue to transact business until adjournment, even if the withdrawal of some directors results in representation of less than a quorum.

Section 7.

Informal Action. Any action of the Board of Directors may be taken without a meeting if a simple majority of members of the Board individually or collectively consent to this action. The President shall determine the method of voting on the action and be responsible to provide written results of the action to the Secretary. Results of consent and the action shall be filed with the minutes of the proceedings of the Board.

ARTICLE V. BOARD OF DIRECTORS

Section 1.

Directors. PDNDS shall be managed by a Board of Directors, consisting of President, Vice President(s), Secretary and Treasurer, as well as the committee chair for all committees who shall act as the governing and policy making body of the Organization.

Section 2.

Elections. The nominating committee, a standing committee of the organization, shall nominate, at least

thirty (30) days prior to the annual meeting, to find 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 annual meeting. Following the report of the nominating committee at the meeting, a majority vote, by ballot, of the membership will determine the winning candidate.

Section 3.

Quorum. A simple majority of the Board of Directors shall constitute a quorum. Unless otherwise specified, a majority vote of the Directors present shall determine the outcome of issues brought before the Board.

Section 4.

Regular Meeting. The Board of Directors shall have regular meetings every quarter, the schedule of which shall be established at the annual meeting, to accomplish the business of the organization. No notice of such meetings shall be required. Such meetings shall be open to any member of good standing, however only board members may vote.

Section 5.

Special Meeting. Notice of any special meetings of the Board of Directors shall be given at least two (2) days prior to the meeting by written notice delivered personally, sent by mail or email to each Director at their last known address. In lieu of a written notice, telephone, communication may be substituted.

Section 6.

Emergency Action. Should action be required when it is not possible to assemble the Board of Directors in a properly called meeting, written or oral approval of the proposed action by a board majority may be obtained in a poll of the entire Board of Directors, 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 7.

Vacancies. Any vacancies that occur on the Board of Directors, whether by death, resignation, removal or any other cause, may be filled by the remaining directors. 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.

Removal. A director shall be subject to removal, with or without cause, at a meeting called for that purpose.

An Officer of the Board 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 Board of Directors determines to be injurious to the organization or its purposes.

The Board of Directors, 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 9 Resignation of a Director

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

Section 10.

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

Section 11.

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 12.

Budgets. The Board of Directors shall approve the annual budget of the organization during the first quarter of each calendar year.

Section 13.

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.

Section 14.

Compensation. No officer of the board 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 Board of Directors from time to time.

Section 15.

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

Section 16.

Elected Officer Roles

A. President. The President shall be the chief executive officer of the nonprofit. The President shall preside over all meetings and the annual meeting of the nonprofit, shall, in general, supervise and control all of the business and affairs of the nonprofit, and shall be responsible for reporting to the nonprofit, as required, on the activities and operation of the nonprofit. 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. Treasurer. The Treasurer shall have charge and custody of and be responsible for all funds and securities of the nonprofit, and shall be responsible for providing the nonprofit with all financial and accounting data required of the nonprofit. The treasurer is responsible for filing the organization’s yearly 990 or 990N to the Internal Revenue Service.

D. Secretary. The Secretary shall keep the minutes of the annual meeting and 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 nonprofit’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.

ARTICLE VI. AMENDMENT TO BYLAWS

The bylaws may be amended, altered, or repealed by the Board of Directors by a simple majority vote at any regular or special meeting. The text of the proposed change shall be distributed to all board members at least ten (10) days before the meeting.

Article VII. Fiscal Year

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

Article VIII. 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.