



# Constitution and By-Laws

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**OHIO DRESSAGE SOCIETY  
CONSTITUTION AND BYLAWS**

**OHIO DRESSAGE SOCIETY CONSTITUTION**

**ARTICLE I - NAME**

- Section A      The name of this organization shall be the Ohio Dressage Society, hereafter referred to as ODS.
- Section B      ODS shall maintain affiliation with the United States Dressage Federation (USDF).
- Section C      The fiscal year of ODS shall be from January 1 to December 31.

**ARTICLE II - PURPOSE**

- Section A      The Purpose of ODS shall be:
- 1) To improve the general understanding of dressage through educational clinics, competitions, forums and seminars, and to promote these and other activities to effect this goal;
  - 2) To assist and cooperate with local and regional dressage organizations in matters of common concern;
  - 3) To help set and promote the educational objectives of the members and the dressage Community;
  - 4) To establish and maintain helpful, friendly relationships within the membership and equine Community;
- Section B      Ohio Dressage Society shall be run in accordance with Internal Revenue Code 501-(c)(3):
- 1) Ohio Dressage Society is organized exclusively for educational and charitable purposes, including, for such purposes, the making of distributions to organizations that qualify; as exempt organizations under section 501-(c) (3) of the Internal Revenue Code, or corresponding section of any future federal tax code;
  - 2) No part of the net earnings of the organization shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that the organization shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in the purpose clause hereof. No substantial part of the activities of the organization shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the organization shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of this document, the organization shall not carry on any other purpose not permitted to be carried on (a) by an organization exempt from federal income tax under section 501-(c)(3) 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 - GOVERNANCE

- Section A The governing board of this Society shall be a Board of Directors which shall exercise the powers of the Society, conduct its business and affairs and control its property, except when otherwise provided by the law of the State of Ohio or in the Articles of Incorporation. The Board of Directors shall have full and complete control of affairs of this Society, unless specifically reserved to the membership elsewhere in this constitution and by-laws. The Board of Directors shall also approve or disapprove all bills or claims against this Society and shall authorize and approve all expenditures of all funds of this Society.
- Section B The Board of Directors shall consist of the President, Vice-President, Secretary, Treasurer, Competition Manager, Immediate Past President and at least two Board Members at large.

### ARTICLE IV - MEMBERSHIP

- Section A Active members shall be members of the Ohio Dressage Society and the United States Dressage Federation.

### ARTICLE V - OFFICERS

- Section A The officers of the Society shall be:
- 1) Executive: President, Vice-President, Secretary and Treasurer
  - 2) Additional "Officers" shall be Competition Organizer, Immediate Past President, and at least two Board Members at large, appointed by Board of Directors.
- Section B All officers shall hold office for a one-year term.
- Section C All Officers are expected to attend all meetings or be available by phone. Any officer with two (2) consecutive unexcused absences from a regular or announced special meeting may be replaced by the Board of Directors upon written notice, sent by certified mail and signed by the President and Secretary.
- Section D Anyone wishing to be an officer must have been a member for at least one year prior to seeking office.

### ARTICLE VI - ELECTIONS

- Section A The President shall appoint a Nominating Committee each October whose duty it shall be to present a slate of eligible officers for each office. Any member may submit the name(s) of additional nominees for elected offices. Nominations may be made by email/snail mail/telephone/in person.
- Section B No member shall be nominated for an office without his/her consent.
- Section C The Nominating Committee will inform the membership of the opening date and closing date for nominations..
- Section D The Nominating Committee will distribute a list of nominees and qualifications to the membership with the opening date and closing date for voting.
- Section E The voting shall be conducted by email/snail mail/in person ballots cast for a period of time one week prior to the last meeting of the year. no earlier than December 1<sup>st</sup> and no later than December 31<sup>st</sup>; votes not cast by members prior to the end of year meeting may be cast at the end of year

meeting, which will be the closing date for voting. Ballots postmarked after the closing date shall be discarded.

Section F The nominee receiving the highest number of votes shall be elected.

Section G Newly elected officers shall assume their office January 1<sup>st</sup> following the election and the announcement of the results.

#### ARTICLE VII- REMOVAL OF OFFICERS

Section A Any officer may be removed by the Members whenever in the judgment of the Membership the best interests of ODS would be served thereby. Such removal shall be voted upon only after serving written notice upon the officer in question that the proposed action will be presented to the Membership. Such removal shall require a two-thirds (2/3) majority consent of all remaining Members present at said meeting or teleconference, but such removal shall not affect the removed officer's rights as a member of ODS.

#### ARTICLE VIII - COMMITTEES

Section A ODS shall have such standing committees as are necessary to carry out the responsibilities and programs of ODS.

Section B Ad hoc (temporary) committees may be formed as necessary.

Section C All committees shall be appointed by the President.

#### ARTICLE IX - DUES

Section A ODS shall have a dues structure adequate to fund an active program. The dues rate shall be established according to Bylaws Article V.

#### ARTICLE X - AMENDMENTS

Section A Amendments to this Constitution may be proposed by a majority vote at a general membership meeting or by the Constitution committee, or by recommendation of officers.

Section B The proposed amendment or change(s) shall then be presented to the voting membership in writing or over the internet at least ten (10) days, but not more than thirty (30) days before voting. Amendments or changes to the Constitution require a two-thirds (2/3) favorable majority of the votes cast for passage.

# OHIO DRESSAGE SOCIETY BY-LAWS

## ARTICLE I - MEETINGS

- Section 1 - 1 The President shall call at least three (3) general membership meetings annually for the purpose of education and/or to conduct ODS business.
- Section 1 - 2 One of the (1) general membership meetings during each official year is to be used for the election of officers. Said meeting shall be the last general membership meeting of the fiscal year, to be held between December 1<sup>st</sup> and December 31<sup>st</sup>, and shall be called the Year-End Meeting.
- Section 1 - 3 The President shall call meetings of the Board of Directors as needed.
- Section 1 - 4 Any member may petition the President to call a membership meeting.
- Section 1 - 5 Additional discussion and communication of membership concerns may be communicated via the internet or telephone.

## ARTICLE II - QUORUM

- Section 2 - 1 The quorum for a general meeting of ODS shall be the membership present.
- Section 2 - 2 The quorum for the election of officers shall be one more than fifty percent (50%) of votes cast.

## ARTICLE III- BOARD OF DIRECTORS AND OFFICERS

- Section 3 - 1 Board of Directors
- A) Consists of at least 8 members - President, Vice-President, Secretary, Treasurer, Immediate Past President, Competition Organizer, and at least two Board Members at large. Additional Board Members at large may be appointed as needed.
- B) Empower Treasurer and Competition Organizer to pay all normal and customary bills related to the regular business of ODS or the Competitions;
- C) Approve or disapprove any and all non-customary expenditures;
- D) Hire competition management - show manager and show secretary.
- Section 3 - 2 Executive Officers shall serve a one (1) year term of office beginning January 1<sup>st</sup>.
- Section 3 - 3 If any officer or committee member is unable to complete his/her term of office, the President shall appoint a replacement for the remainder of their term, unless otherwise provided in this Constitution and Bylaws.
- Section 3 - 4 President
- A) Preside over all Society meetings and prepare their agendas;
- B) Represent ODS on matters of ODS policy;

- C) Serve as ex-officio member of all ODS committees;
- D) Serve as ODS representative to any Regional and National meetings.

Section 3 - 5 Vice-President

- A) Preside over ODS meeting in the absence of the President;
- B) Perform other such duties as delegated by the President;
- C) Facilitate educational programs and speakers;
- D) In the event of the death, resignation, or other manner of disqualification of the President, the Vice-President shall succeed to the office of President, completing the unexpired term.

Section 3 - 6 Secretary

- A) Keep accurate records of all official meetings of ODS and handle all correspondence;
- B) Maintain official files of ODS;
- C) Notify members of upcoming membership meetings and any other events pertinent to the business of ODS;
- D) Provide copies of meeting minutes to the membership within a month of the meetings either by newsletter, mail or the internet;
- E) Keep a notebook of all newsletters, and official communication to the Board of Directors and membership;
- F) Perform other such duties as delegated by the President.

Section 3 - 7 Treasurer

- A) Hold funds of the Society and disburse them upon authorization of the Board of Directors;
- B) Maintain records and receipts of disbursements;
- C) Maintain membership roster;
- D) Prepare financial reports for meetings of the Board of Directors and membership and an annual financial statement to be distributed to the Board of Directors and membership no later than January 31<sup>st</sup> of the new fiscal year;
- E) Provide tax preparer with all information needed for timely and accurate filing with the IRS to remain in compliance with 501-(c)(3) status;
- F) Prepare for an independent review/audit as authorized by the Board of Directors.



Section 3 - 8 Competition Organizer

- A) Organize club sponsored competitions, recognized and schooling; including management team.
- B) Maintain financial records and receipts of disbursement of show funds;
- C) Prepare financial reports for meetings of the Board of Directors and membership and an annual financial statement to be distributed to the Board of Directors and membership at the end of the competition year;
- D) Prepare for an independent review/audit as authorized by the Board of Directors;
- E) Provide tax preparer with all information needed for timely and accurate filing with the IRS to remain in compliance with 501-(c)(3) status.

Section 3 - 9 USDF Delegate

- A) The delegate to the USDF Annual Convention will be the President or officer with the highest rank available to go to the Convention to represent ODS.

ARTICLE IV - COMMITTEES

Section 4 - 1 There may be the following standing committees:

- A. Executive - consists of President, Vice-President, Secretary, Treasurer;
- B. Board of Directors - consists of Executive Committee, Competition Organizer, Immediate Past President, at least two (2) members of good standing appointed by the Board of Directors for two year alternating terms, and one (1) youth member appointed by the Board of Directors with no voting privilege;
- C. Communications - membership newsletter, press releases and public relations, internet messages; website content/updates
- D. Nominations - preparation of a slate of officers for ODS offices;
- E. Constitution/By-Laws - update or revise the constitution and By-Laws as requested by Board of Directors or as needed;
- F. Awards - establishing and supervising an awards program;
- G. Youth Scholarship - communicate with membership, accept applications, screen applicants, and make recommendations for the awarding of the ODS Youth Scholarship funds according to the Youth Scholarship Guidelines. The sum of \$1,000.00 annually shall be awarded, unless additional funds are available and needed with approval of the Board of Directors;
- H. Adult Scholarship - communicate with membership, accept applications, screen member requests, and make recommendations for awarding/allotting of adult scholarship funds, according to the Adult Scholarship Guidelines, priority will be given to ODS Members who have volunteered and attended meetings. Scholarship funds shall not exceed 50% of the cost of the educational opportunity;
- I. Volunteers – Coordinate volunteers for ODS competitions and record volunteer hours. Keep records of ODS Bucks for credit towards ODS activities;

J. Auditing – Review financial statements annually or upon request of the Board of Directors or members. Assist the Treasurer in preparing financials needed for the tax preparer for timely and accurate filing with the IRS.

Section 4 - 2 Necessary sub-committees may be appointed, as needed, by the committee chairperson.

#### ARTICLE V - DUES

Section 5 - 1 The annual dues of ODS shall be determined by the Board of Directors and shall become effective upon a vote of the majority of the Board Members present at a regular Board meeting. An increase in dues must be justified and reasons presented to the membership.

Section 5 - 2 The dues every member pays shall include those Group Membership (GM) dues required by USDF, ODS is a USDF Group Member Organization.

Section 5 - 3 ODS shall annually transmit dues to USDF in accordance with USDF guidelines.

#### ARTICLE VI - MEMBERSHIP YEAR

Section 6 - 1 The membership year of ODS shall correspond with the USDF membership year.

#### ARTICLE VII - LOSS OF MEMBERSHIP

Section 7 - 1 Members shall be removed from the membership rolls of ODS at the time dues are transmitted to USDF if said members ODS renewal dues are not paid prior to transmittal of dues monies.

Section 7 - 2 Membership may be reinstated if current year dues are paid.

Section 7 - 3 The membership may, by a two-thirds (2/3) majority vote of the members present at any meeting, terminate the membership of any Member for good cause, which shall be defined as engaging in any activity deemed by the membership to be not in the best interests of ODS. Any member of ODS convicted in a court of law of cruelty to horses shall have membership terminated and be banned from participation in ODS activities.

Section 7 - 4 The Executive Board, at its discretion, may consider and act upon the reinstatement of any member terminated for good cause.

#### ARTICLE VIII - DUE PROCESS

Section 8 - 1 ODS guarantees that no member may be censured, suspended, or expelled without a due process hearing, which shall include the right to appeal the decision of the membership.

Section 8 - 2 A member shall have opportunity to appear before the membership prior to final action to present evidence on his/her behalf and refute all evidence considered by the membership.

#### ARTICLE IX - AUTHORITY - PARLIAMENTARY PROCEDURE

Section 9 - 1 Robert's Rules of Order. Newly Revised shall be the authority governing all matters of procedure not otherwise provided in this constitution, bylaws, or standing rules.

## ARTICLE X - AMENDMENTS

- Section 10 - 1 Amendments, alterations, additions or deletions to these Bylaws may be proposed by a majority vote at a general membership meeting or by the By-Laws Committee, or by recommendation of officers.
- Section 10 - 2 All proposed changes must be submitted in writing or over the internet to all active members at least ten (10) days prior, but not more than thirty (30) days before action. Amendment or changes to the By-Laws require one more than fifty percent (50%) of votes cast for passage.

## ARTICLE XI - DISSOLUTION OF ODS

- Section 11 - 1 A petition for dissolution of ODS may be presented in writing to a meeting of the general membership by any member in good standing and must contain the signatures of two-thirds (2/3) of the total membership of ODS.
- Section 11 - 2 Upon receipt of the petition for dissolution by the total membership, ODS shall act upon the petition at the next general meeting.
- Section 11 - 3 ODS shall be considered dissolved if two-thirds (2/3) of the total membership vote by secret ballot is in favor of dissolution.
- Section 11 - 4 The effective date of dissolution shall be thirty (30) days from the date of the vote, thus allowing for the disposal of assets and liabilities.
- Section 11-5 In the event of dissolution of ODS, all assets of the organization remaining after payment of all obligations shall be distributed within the meaning of section 501-(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, preferably to the United States Dressage Federation (a 501-(c)(3) and/or another 501-(c)(3) nonprofit organization dedicated to the welfare of horses that is agreed upon by the majority of active members). Or, if a consensus cannot be reached, assets shall be disturbed to the federal government, or to a state or local government, for a public purpose. Any such assets not disposed of shall be disposed of by the court of Common Pleas of the county in which the principle office of the organization 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 purposes.

## ARTICLE XII - ENABLING PROVISION

- Section 12 - 1 This Constitution and these Bylaws shall become effective April 2013 following their Adoption, and shall remain in effect until amended according to the regulation herein provided.

Approved by membership internet vote. in April 2013