

## ARIZONA DRESSAGE ASSOCIATION BYLAWS

Amended and Restated September 17, 2024

### ARTICLE I - NAME AND ADDRESS

The organization shall be known as **Arizona Dressage Association** (referred to as ADA or the **Association** herein), a non-profit corporation incorporated under the laws of the State of Arizona and organized exclusively for educational purposes within the meaning of Internal Revenue Code Section 501(c)(3). The State of Arizona Registered Agent and Address of the **Association** will be determined by its **Board of Directors**.

### ARTICLE II - PURPOSE AND OBJECTIVES

The **Arizona Dressage Association**, a United States Dressage Federation (USDF) Region 5 Group Member Organization (GMO), is a not-for-profit educational organization whose goal is to promote the advancement of Classical Dressage through educational opportunities and programs and the rigorous evaluations received at United States Equestrian Federation (USEF)/USDF recognized and schooling dressage shows.

### ARTICLE III - MEMBERSHIP

**Membership** in the **Association** is open to all persons, regardless of religion, race, color, creed, sex or sexual orientation, age, or national origin; and organizations interested in the sport of Dressage. Each Member is strongly encouraged to contribute to the success of ADA by serving as an Officer, **Board** Member, Committee Chair or Member, by volunteering at an ADA- sponsored activity, or by other service to the **Association**.

A. The ADA **Membership** year begins December 1st and ends November 30th. After December 1 but before October 1st, the effective date of **Membership** is the date on which the ADA receives the completed **Membership** form and correct dues responsible for **Membership**. **Memberships** received after October 1st will go towards **Membership** in the following USDF Member year starting on December 1st.

B. The **Membership** classes (more details are provided in the **Association's Operational Rules**) are as follows:

1. Individual **Members** shall consist of all people 18 years of age or older with an active interest in the purpose of the **Association**, and who have paid their annual dues and assessments
2. Junior **Members** shall consist of all people younger than 18 years of age with an active interest in the purpose of the **Association**, and who have paid their annual dues and assessments.
3. Family **Membership** shall consist of a group of people residing in the same household that has paid its annual dues and assessments.

4. **Business Membership** shall consist of a business entity that has paid its annual dues and assessments and designates a person over the age of eighteen as its Individual Member.

C. Voting and other **Membership** rights and privileges shall be effective upon payment of the current annual dues and assessments. Each person who is a Member is entitled to one vote. Each Family and Business **Membership** is entitled to one vote.

**Membership** rights and privileges shall include:

1. eligibility to vote in election of Officers/**Board** Members and on any other matter presented to the **Membership** for approval;
2. eligibility for election to the **Association Board of Directors**;
3. eligibility for awards and trophies presented by the **Association**;
4. participation in all educational activities, shows, clinics, programs, entertainments, discussions, and meetings held or presented by the **Association**; and
5. USDF Group **Membership**.

D. Expulsion of Member: The **Board** by a majority vote may remove a Member whenever, in its judgment, the best interests of the corporation will be served. Any Member absent when a motion is made, or action taken for removal, shall have the opportunity to address the **Board** at the meeting at which the removal is to be considered or decided.

#### ARTICLE IV - MEMBERSHIP MEETINGS

A. A meeting of the **Membership** shall be held annually at a date and time set by the **Board of Directors**.

B. **Special Meetings** of the **Membership** shall be open to all current **Members** in good standing and guests with an interest in Dressage; however, only **Members** may vote.

#### ARTICLE V - CHAPTERS

A. **Chapter** Formation

1. Purpose: **Chapters** may be formed to give ADA **Members** the opportunity to organize locally for the purpose of furthering the goals of the ADA by the promotion of educational activities and competitions in their local areas designed for their needs, while participating in Dressage on a statewide level.

2. Formation and Application: Local **Chapters** may be formed only by and of **Association Members** in good standing. **Members** of a Local **Chapter** shall primarily be **Members** of the ADA and shall secondarily be **Members** of the Local **Chapter**. **Members** of the ADA seeking to establish a Local **Chapter** of the **Arizona Dressage Association** must submit a written application

to the **Association Board of Directors** together with the required Application Fee in an amount to be set by the **Board**, and must attach to the application a copy of its proposed **Chapter Operational Rules**, a roster of its proposed Local **Chapter Members**, the name, address and phone number of the Presiding Officer who will be in charge of the Local **Chapter**, and the names, addresses, and phone numbers of any other elected or appointed officers. A minimum of fifteen ADA **Members** is required to form and to retain Local **Chapter** status. All Local **Chapters** are subject to and must operate within the requirements of all applicable federal, state, and local laws, the ADA Articles of Incorporation, these Bylaws, any applicable ADA Operational Rules and other rules, regulations, and policies of the **Association**.

B. Legal Status

1. ADA is the sole legal entity for operating as an Arizona Nonprofit 501(c)(3) Corporation. ADA **Chapters** are not independent entities and exist solely to provide a local presence for ADA so that it can effectively serve **Members** by providing education, competition, and training opportunities in their respective areas.

C. Bylaws, Operating Rules, Policies and Procedures

1. **Chapters** are bound by the Bylaws, Operating Rules, Policies, and Procedures established by the ADA.

2. **Chapters** shall develop and implement Operating Rules which are consistent with federal, state, or local laws, the ADA Articles of Incorporation, these Bylaws, ADA Operating Rules or other rules, regulations, or policies of the **Association**. The ADA **Board of Directors** must approve the Local **Chapter Operational Rules** before granting the application the Local **Chapter** status, and if approved, the Local **Chapter** must consistently implement and enforce said **Operational Rules** when conducting the affairs of the Local **Chapter**. Once approved by the ADA **Board of Directors**, Local **Chapter Operational Rules** shall not be amended without prior **Board** approval.

3. Local **Chapter Operational Rules** shall set forth at minimum:

- a. Name of Organization
- b. Purpose
- c. **Membership** requirements
- d. Meeting Information
- e. Election of Directors Procedures
- f. **Board of Directors** Powers and Duties
- g. Officer Elections; Powers and Duties

h. Standards of Conduct

D. **Chapter** Officers and Directors; Powers and Duties

1. **Chapters** shall elect at a minimum a President, Vice President, and Treasurer. Additional Officers and Directors may be elected as desired and in accordance with procedures set forth in the Local **Chapter Operational Rules**. The **Chapter's** President shall encourage and organize activities at the local level for the purpose of providing and promoting education concerning Dressage. The President must attend at least five (5) regularly scheduled ADA **Board** meetings annually, must submit all **Chapter** reports as provided by these Bylaws and the **Board of Directors**, and must attend all **Association** Annual Meetings of the **Membership**. The President may attend by electronic means.

2. Procedures for the election of **Chapter** Officers and Directors may be determined by **Chapter** Operating Rules provided that all **Members** of the **Chapter** have voting rights consistent with these ADA Bylaws.

3. **Chapter** Presidents shall be voting Ex-Officio **Board Members** of the ADA. The **Chapter** President shall report to the ADA **Board of Directors** and shall submit to the **Board** at or prior to each regularly scheduled **Association Board** meeting a written Interim Report of the Local **Chapter** activities which shall include a summary of the Local **Chapter's** activities occurring since submittal of the previous written Interim Report and attaching to the Report the Local **Chapter's** Treasurer's Report and all minutes of any Local **Chapter** meetings.

E. Local **Chapter** Finances; Authority

1. Funds Ownership: As the legal entity for the **Association**, the ADA is the owner and responsible party for all funds associated with the **Association**.

2. The President of each Local **Chapter** shall provide to the ADA Treasurer all financial records as and when requested by the ADA **Board of Directors**.

4. ADA dues shall be apportioned between the ADA and each Local **Chapter** as determined by the ADA **Board of Directors**.

5. Local **Chapters** may apply to the ADA **Board** for monetary assistance for activities in furtherance of ADA purposes. The ADA **Board of Directors** may set forth procedures and requirements for approved disbursements.

6. The ADA authorizes **Chapters** to maintain bank accounts to assist with the payments of **Chapter** activities. **Chapter** Presidents and Treasurers are delegated authority to sign checks.

7. The ADA **Board of Directors** shall establish procedures and templates for submissions.

8. **Chapter** Presidents are authorized to enter into contracts, not to exceed one year, for **Chapter** events. Any other contract requires ADA **Board** approval.

F. **Chapter** Indemnification

1. Local **Chapters** shall have the power and duty to purchase and maintain insurance on behalf of any agent of the Local **Chapter** to the fullest extent permitted by law against any liability asserted or incurred by the agent in such capacity or arising out of the agent's status as such, or to give other indemnification to the extent permitted by law.
2. The ADA shall indemnify Local **Chapter** Directors and Officers pursuant to Article VII of these Bylaws and shall purchase and maintain Directors and Officers insurance on their behalf.

G. Dissolution

1. Dissolution by the ADA **Board of Directors**

The ADA President may recommend the ADA **Board of Directors** disband a **Chapter** for any activity or action which threatens ADA non-profit status, failure to maintain active **Membership**, failure to maintain required insurance, failure to submit required annual or post-activity financial reports or other required reports in a timely manner, or otherwise fail to act in the best interest of the ADA. A two-thirds majority vote of the **Board of Directors** shall be required for disbandment. ADA shall notify the President of the **Chapter** of its decision.

2. Dissolution by the **Chapter**

The decision to dissolve by a **Chapter** requires a majority vote of the **Chapter's Members**, a **Quorum** being attained. The **Chapter** shall provide written notification to ADA within 30 days of its decision to dissolve.

3. Disposition of Assets

Disposition of remaining **Chapter** funds and assets is covered by Arizona law for non-profit organizations. **Chapter** assets must be transferred to the ADA within 30 days of dissolution in accordance with a plan approved by the ADA **Board of Directors**. The **Chapter** shall notify ADA and provide a final accounting of disposition of all **Chapter** assets within 45 days dissolution.

## ARTICLE VI - BOARD OF DIRECTORS

The management, control, and responsibility for the affairs of the ADA are vested in the **Board of Directors**, who shall function as the governing and policy-making body of the **Association**.

A. **Members** and Conduct of Meetings

1. The **Board** shall consist of no more than twelve (12) Directors, elected in staggered terms, who must also be current ADA **Members**. Directors shall serve terms of three (3) years each and shall serve until their successors are elected and qualify. Directors may serve any number of consecutive terms.

2. In addition to the regular **Membership** of the **Board**, **Chapter** representatives, and other individuals as the **Board** may deem advisable to elect shall be **Ex-Officio Board** Members with rights and obligations as shall be set forth by the **Board**.

2. The **Board** shall meet on dates and at times and locations as determined by the **Board**. Ad hoc meetings may be called by the President or upon petition of at least three elected **Members** of the **Board**. Action by the **Board** requires a **Quorum** and may be achieved through a majority vote of the present **Board** Members unless otherwise specified in these bylaws.

3. Meetings shall be open to any **Member in Good Standing**.

4. Each **Board** Member shall have the right to resign at any time upon written notice thereof to the President or Secretary of the **Board**. Unless otherwise specified, the resignation shall take effect upon the receipt thereof, and the acceptance of such resignation shall not be necessary to make it effective.

5. If a vacancy occurs in a **Board** position, the President may ask for Member volunteers to serve and shall appoint a current Member of the **Association** to the position for the remainder of the term upon affirmative vote of the majority of remaining elected **Board Members**. If a **Board** Member is unable to serve his/her function with respect to any matter, the President, with approval of the elected **Board Members**, may appoint another **Board** Member to serve with respect to such matter. However, if it is the Presidency that has become vacant, the office shall be assumed by the Vice-President, with the latter office then being appointed by the elected **Board** Members.

6. An elected **Board** Member who has **Unexcused Absences** from three consecutive regular meetings of the **Board** during a fiscal year is subject to removal by an affirmative vote of a **Quorum** of the **Board**.

7. A **Board** Member may be removed, with or without cause, at any duly constituted **Board** meeting by an affirmative vote of a **Quorum** of the **Board**.

#### B. **Board of Directors** Duties

1. The **Board of Directors** are expected to attend and participate in **Board** meetings, participate as Committee Chairs, perform additional duties as assigned by the **Board**, and represent the **Membership** interests in voting on issues set before the **Board**.

2. The **Board** may make, alter, amend, or repeal the **Operational Rules** of the **Association**.

4. The **Board** may approve periodically, the **Association's** customary and usual expenses (including, but not necessarily limited to, the amounts to be paid to show judges, venues, and incidentals like purchase of dressage tests, ribbons, office supplies) to be paid by the Treasurer without further approvals being provided on an individual basis for **Board**-approved events.

Expenses for educational activities (e.g., clinics), and other costs substantively over the **Board** - approved customary and usual expenses must have separate **Board** approval prior to the event.

5. Annual **Membership** dues and other fees shall be reviewed periodically and approved by the **Board of Directors**.

6. A **Board** Member, other than the President or Treasurer, shall periodically provide (at least quarterly) a financial checks and balances review of the financial institution statement(s) to assure monetary distributions are appropriate, accurately reported, and that the **Association** records reconcile with the financial institution records. Acceptance/rejection of this financial checks and balances review shall be acknowledged by the **Board** and documented in the appropriate **Board** meeting minutes.

7. All **Board** Members shall provide information pertinent and necessary to complete **Association** business in a timely manner, including, but not limited to, financial filings/registrations required by Federal and Arizona law.

#### **ARTICLE VII - ELECTED BOARD OFFICERS**

A. The elected Officers of the **Board of Directors** are President, Vice-President (shall be designated as the President-Elect), Secretary, and Treasurer. In addition to the elected Officers, elected **Board** Members may include elected **Board** Members-at-Large, and the Immediate Past President, who was elected to serve in a previous term. The **Board** may elect to appoint an **Ex Officio Board Member** to have all the same rights, privileges, duties and obligations as any other **Board** Member but will not have voting rights. Only persons 18 years old and over shall be eligible to run for elected office. Candidates for elected Officer positions must be current ADA **Members** in good standing and must continue their **Membership** during the period they serve. Committee chairs can be **Members** of the **Board of Directors** or in some cases a **Member** of the **Association**, unless otherwise specified in the Committee's charter.

D. At the end of an Officer's term of office, whether by expiration, resignation or removal, each officer shall transfer all records pertaining to the office to the succeeding officer within a two-week period. If an Officer/**Board** Member has their **Membership** revoked, then they will be dismissed from office.

E. Duties of the President are to:

1. preside at all meetings of the **Board of Directors** and the **Membership** and to be an **Ex-Officio** Member of all committees. In the absence of the President, the Vice-President shall preside. In the absence of both the President and Vice-President, the **Board** Members present shall determine who presides;

2. appoint the committee chairs for all standing and ad-hoc committees, with the approval by the elected **Board** Members;

3. represent the **Association** and be the official **Association** spokesperson before the public;  
and

4. otherwise serve as the Chief Executive Officer of the organization.
- F. Duties of the Vice-President are to:
1. in the absence of the President, exercise any power or duty of the President; and
  3. perform such duties as assigned by the **Board** or the President.
- G. Duties of the Secretary are to:
1. be the custodian of the **Association** records;
  2. give such notices to the **Membership** as required by the Bylaws;
  3. record the minutes of the meetings of the **Board of Directors** and the **Membership**;
  4. publish final **Board**-approved meeting minutes in the **Association** newsletter; and
  5. manages correspondence as required by the **Board** and maintains a file thereof.
- H. Duties of the Treasurer are to:
1. oversee the finances of the **Association**, serve as the custodian of all monies and maintain records and financial accounts showing all income and disbursements, and prepare or oversee preparation of timely, accurate and complete monthly financial statements and bank reconciliations to be shared with **Board**;
  2. ensure adherence to the standard financial internal control procedures: separation of duties, access controls, physical audits, standardized documentation, trial balances, periodic reconciliations, and approval authority;
  3. implement and ensure sound fiscal policies and procedures including holding all monies in a FDIC-insured bank or NCUA-insured federal credit union and disbursing funds as directed and with approval of the **Board**;
  4. maintain or oversee maintenance of complete records of all business transactions and account balances and shall be prepared at times to reply to requests on the financial status of the **Association** to the **Board** and to the **Membership**;
  5. review and present budgets and capital expense requests to the **Board** and obtain approval from the **Board** where required;
  6. prepare a complete annual financial report including account balances to the **Membership** at the Annual Meeting, which will subsequently be published in the **Association** newsletter;

7. prepare and file tax and financial reports as required by state and federal law with the assistance of a knowledgeable Certified Public Accountant, accountant, or tax attorney (as needed) to assure compliance with 501(c)(3) rules and regulations;

8. procure insurance coverage, including general liability covering ADA-sponsored activities and volunteers, Directors and Officers insurance, and property insurance, as directed by the **Board**;

9. assist in the selection of an independently certified accounting firm to perform the **Association's** financial audit as requested by the **Board of Directors**. The Treasurer may delegate the responsibilities set forth in Article VII, H.8 with the approval of the Finance Committee.

#### **ARTICLE VIII - INDEMNIFICATION**

A. ADA shall indemnify its Directors, Officers, employees, and agents against expenses incurred in actions by third parties or by or in right of the corporation to the full extent permitted by and as provided in sections 10-3851, 10-3852, 10-3853, 10-3855 and 10-3856 of the Arizona Revised Statutes or any successor or related statutes.

B. The ADA shall have the power to purchase and maintain insurance on behalf of any agent of the ADA and its **Chapters** the fullest extent permitted by law against any liability asserted or incurred by the agent in such capacity or arising out of the agent's status as such, or to give other indemnification to the extent permitted by law.

#### **ARTICLE IX- BOARD COMMITTEES**

A. The **Board of Directors** may designate from among its **Members** an executive committee and other committees, each consisting of one or more directors, by resolution adopted by a majority of a **Quorum** of the **Board of Directors**. Each such committee shall serve at the pleasure of the **Board of Directors**.

#### **ARTICLE X - OPERATIONAL RULES**

A. The **Operational Rules** of the **Association**, a formal record of ADA policies and procedures, shall be established and approved by the **Board of Directors** to specify the policies, procedures, and rules by which the business of the **Association** shall be conducted. The **Operational Rules** derive their authority from the Bylaws. If a conflict arises between the **Operational Rules** and the Bylaws, the Bylaws shall be the prevailing authority.

B. Changes or additions to the **Operational Rules** require approval by a **Quorum** of the **Board**. These changes or additions shall be published on the website at the direction of the Secretary or President in a timely manner after approval.

C. The term of elected office for **Board** Members shall be three years. There is no term limit placed on any elected **Board** position.

## ARTICLE XI - ELECTION PROCESS

The **Board of Directors** conducts an election for **Board** Members annually, in three year staggered terms.

## ARTICLE XII -BYLAWS AMENDMENTS

These Bylaws may be amended at a regular or **Special Meeting** of the **Board**, by a majority vote of a **Quorum** of the **Board**.

## ARTICLE XIII - CONFLICT OF INTEREST POLICY

A. Conflict of Interest Defined: Unless otherwise required by law, conflict of interest as used in these Bylaws means that, with respect to matters or transactions effected or proposed to be effected by the **Association**, a Director or Related Person (a person related to the Director by blood, marriage or adoption) has, or reasonably anticipates having, a beneficial interest, either financial or personal, in that matter or transaction, which interest is of such character and significance to the Director or Related Person that the interest would reasonably be expected to exert an influence on the Director's judgment if he or she were called on to vote on the matter or transaction, and the benefit of such interest is greater than or different in nature than the benefit to the **Membership**. The term conflict of interest does not include any interest which the Director or Related Person has or anticipates having in an **Association** matter or transaction if the Director or Related Person stands to gain no more benefit from the matter or transaction than does the **Membership**.

B. Restriction on Voting, Exceptions: No Director or Officer may vote on, or participate in, any matter or transaction of the **Association** if that person has a conflict of interest with respect to such matter or transaction, or any matter pertaining to any Member of the **Association**.

C. Disclosure, Abstention: If a Director or Officer has a potential conflict of interest with respect to any matter or transaction affected or proposed to be affected by the **Association**, such a person has a duty to:

1. disclose to the **Board of Directors** both the existence and nature of the potential conflict of interest, and such disclosure shall then be entered in the minutes; and
2. said person shall abstain from voting on such matter or transaction, unless the **Board**, after consideration of the existence and nature of the potential conflict, determines by a majority vote of the Directors then eligible to vote, that the potential conflict of interest is not a conflict of interest as defined above.

The Secretary shall note in the minutes the disclosure made by the person, the determination of the **Board** whether a conflict of interest existed, and whether such person voted or abstained from voting.

## ARTICLE XIV - AFFILIATIONS

A. The **Association** shall be affiliated with the United States Dressage Federation, Inc. (USDF) and United States Equestrian Federation (USEF).

B. The **Association** may affiliate with other appropriate horse organizations as approved by the **Board of Directors**.

#### ARTICLE XV - NOTIFICATIONS

Notifications to the **Membership** will be sent electronically via email (to the **Members'** email address supplied on the annual **Membership** form) and published to the **Association** website.

#### ARTICLE XVI - DISSOLUTION

Upon dissolution of the corporation, the then existent **Board of Directors** shall, after paying or making provision for the payment of all liabilities of the corporation, dispose of all of the assets of the corporation to an organization or organizations organized and operated exclusively for charitable, education, or scientific purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Code.

#### ARTICLE XVII - DEFINITIONS

**"MEMBERS"** – Those who have paid their annual dues shall be considered members in good standing.

**"MEMBERSHIP"** – Collectively all the **Members** in good standing of the **Association**.

**"SPECIAL MEETING"** – A meeting called by the **Board of Directors** outside of a regularly scheduled **Board** meeting to address specific **Association** business.

**"BOARD OF DIRECTORS"** – Refers collectively the entire **Arizona Dressage Association Board of Directors**.

**"BOARD"** – Refers to **Board of Directors**.

**"CHAPTER"** – A chapter of a nonprofit is a local branch or division of a larger parent organization. These **Chapters** operate under the umbrella of the parent nonprofit, sharing its mission and goals, but they will have their own board and operate independently.

**"EX OFFICIO BOARD MEMBER"** – The **Board** may choose to appoint an **Ex Officio Board Member** outside of the twelve elected **Board** members. The term '*ex officio*' is a Latin phrase that translates as "from the office." **Ex Officio** means "as a result of one's status or position" or "denoting or relating to a member of a body who holds the role as a result of their status or another position they hold." **Ex Officio** members of the **Board** have all the same rights, privileges, duties and obligations as any other **Board** member, but will not have voting rights. They can participate in debates and vote on all matters. As with all other **Board** members, **Ex Officio Board Members** must always act in the organization's best interest. **Ex Officio** members of the **Board** are not necessarily elected or appointed; rather, they agree to serve in a position because the organization needs their expertise or influence in that position.

**"MEMBER IN GOOD STANDING"** – **Members** who are current on their **Association** dues.

**"UNEXCUSED ABSENCE"** - **Board** Members occasionally miss meetings due to circumstances beyond their control such as illness, travel schedules, jury duty, or holidays. These will be considered "excused" absences. In all cases, **Board** members are expected to notify the **Board** of meetings they know they will

miss. "Silent failure" (i.e., missing a meeting without notification) is unacceptable. The **Board** must vote to accept absences, or they will be considered unexcused.

**"QUORUM"** – A "Quorum" is a majority, or fifty-one percent of the Directors, which is the required number of **Board** Members required to hold a meeting.

**"OPERATIONAL RULES"** – The **Operational Rules** of the **Association**, is a formal record of ADA policies and procedures and shall be established and approved by the **Board of Directors** to specify the policies, procedures, and rules by which the business of the **Association** shall be conducted. The **Operational Rules** derive their authority from the Bylaws. If a conflict arises between the **Operational Rules** and the Bylaws, the Bylaws shall be the prevailing authority. For example, how the **Association** runs its State Championships program or administers its year-end awards program are documented as part of the **Operational Rules**.

**"ASSOCIATION"** – Refers to the **Arizona Dressage Association**.

#### ARTICLE XVIII - EXECUTION OF BYLAWS

These Bylaws are hereby executed by signature of the authorized ADA Officers below:

Rebecca Lindy, Secretary: 