

VIRGINIA DRESSAGE ASSOCIATION
Amended and Restated By-Laws
2017

The objectives of the Virginia Dressage Association are:

- (a) To promote and expand interest in dressage.
- (b) To provide an association for those interested in dressage.
- (c) To provide educational opportunities about dressage.
- (d) To provide opportunities for showing horses in dressage competitions.
- (e) To provide a website and/or handbook and other information about the Association and/or dressage.
- (f) To offer an awards program rewarding achievement in dressage.
- (g) To foster the development of qualified horses and riders for national or international dressage competition.
- (h) To provide education to the general community about horses and their care, the environmental impact of horses, and the benefits of the physical activity associated with riding and caring for horses.

ARTICLE I
MEMBERSHIP

Section 1. The Members of the Virginia Dressage Association (VADA) shall be the chapters.

Section 2. Each chapter shall have the following classes of membership:

- (i) Senior membership
- (j) Junior membership (a junior shall be defined by the national governing Rule Book)

- (c) Individual chapters may create additional membership categories.

ARTICLE II CHAPTERS

- Section 1. Any Group consisting of fifteen (15) or more individuals in a locality may form a chapter.
- Section 2. To become a chapter, a group must present its by-laws for approval to the VADA Board of Directors. The chapter's by-laws must include the agreement to be governed by the Constitution, By-laws, and Standing Rules of VADA.
- Section 3. Upon approval by the VADA Board of Directors, the newly formed chapter must elect ~~its~~ directors to serve on the VADA Board of Directors.
- Section 4. Each chapter must forward a per capita fee based on its membership and a list of its members with names and addresses to VADA within the time frames established by the VADA Board of Directors. Failure to submit fees and lists in a timely manner will be a Delinquent Account in accordance with the VADA Standing Rules. The per capita fee only applies to full members of a chapter, not members such as affiliate members. The per capita fee shall be established by the VADA Board and communicated to the chapters each time there is a change in the fee.

Article III THE BOARD OF DIRECTORS

- Section 1. Each chapter shall elect 3 directors to the VADA Board of Directors. Each chapter must elect its directors by no later than December 31 to serve on the VADA Board of Directors the following year. Each chapter may, in accordance with its by-laws, elect alternate directors.
- Section 2. Each director shall serve for a one year term and until her/his successor is elected.

- Section 3. In the event of a vacancy in a chapter's directors, that chapter shall fill the vacancy in accordance with its by-laws.
- Section 4. The VADA Board of Directors may remove any director (a) whose actions are judged to be detrimental to the best interests of VADA or (b) who has missed 2 consecutive Board of Directors meetings without prior notice to the VADA President or her/his designated alternate. Removal requires the affirmative vote of 2/3 of the VADA Board of Directors. The seat of any director who is removed will be considered a vacancy.
- Section 5: The VADA Board of Directors must obtain and maintain insurance for the activities of VADA. At a minimum, VADA must obtain the level of insurance required by USEq and USDF or their successors for any licensed competitions and liability insurance for any other VADA sponsored equestrian events.

ARTICLE IV
DUTIES OF THE BOARD OF DIRECTORS

- Section 1: The Board of Directors is responsible for the overall management of VADA.
- Section 2. The Board of Directors shall fulfill the requirements to be a group membership organization in United States Dressage Federation, Inc. or its successor organization, ("USDF"), including collecting and forwarding the necessary dues to USDF for the chapter members, or delegating the due forwarding to the chapters with pertinent instructions on how to remit the USDF dues.
- Section 3. The Board of Directors shall represent the membership at national, regional, zone, and all other levels within the national governing body, USDF, and other organizations.

- Section 4. The Board of Directors shall establish and implement an annual awards program.
- Section 5. The Board of Directors may assume other duties as requested by the chapters.
- Section 6. The Board of Directors shall have the authority to establish and abolish Standing Rules for the operations and activities of the VADA. The Standing Rules shall be published and maintained on the website of the VADA and copies will be forwarded to each chapter whenever changes are made.

ARTICLE V MEETINGS

- Section 1. There shall be an annual meeting of the membership each year in either the month of January or February. Special general membership meetings can be called by the Board at any time. Written, email, or other electronic notice of meetings, which shall include the location of the meeting or how to participate if the meeting is not an in-person meeting, shall be given at least 10 days in advance of the annual meeting.
- Section 2. The newly constituted Board of Directors shall take office no later than the date of the annual membership meeting. That Board of Directors shall hold its first meeting immediately prior to the annual membership meeting and elect its officers at that time.
- Section 3. The Board of Directors shall hold as many meetings as it deems necessary. A minimum of one Board meeting per calendar quarter shall be required and scheduled by September 30 of the preceding year.
- Section 4. A quorum for purposes of Board of Directors meetings shall be a simple majority of directors present provided that at least 51% of the chapters have at least one director in attendance the Board of Directors meeting. If a general membership meeting ever requires a quorum for any action, the Board of Directors shall establish the definition of the quorum before such meeting and provide the definition of the quorum as part of its notice of the general membership meeting.

- Section 5. Each director of the VADA Board of Directors shall have one vote. Decisions shall be made by a simple majority vote of the directors present at the meeting. In the event of a tie, the president (or the meetings' presiding officer if the President is not present) shall cast the deciding vote.
- Section 6. Board of Directors meetings may be held in person or by a conference call or other technological means. Notice of the form of the meeting and its location shall be given to all chapters at least 10 days before the meeting with instructions on how to participate in the meeting if it is other than an in person meeting.
- Section 7. The President shall have the power to call meetings of the Board of Directors at any time and must call a meeting when requested to do so by a majority of the Board of Directors. Written, ~~or~~ email, or other electronic notice of meetings shall be given at least 10 days in advance of the meeting.
- Section 8. All meetings of the membership and Board of Directors shall be conducted in accordance with Robert's Rules of Order, Newly Revised.

ARTICLE VI COMMITTEES

The Board of Directors shall have the authority to establish committees to perform functions for the VADA. The Board of Directors shall designate the purpose and authority of the committee and shall appoint VADA members to work on the committee. The Board of Directors shall have the discretion to appoint committee members from either or both the VADA Board of Directors or from the general membership of the VADA. The Board of directors shall also have the authority to abolish any committee at its discretion.

ARTICLE VII OFFICERS

- Section 1. VADA shall have a President, one or more Vice Presidents, a Secretary, a Treasurer, and such assistant officers as may be appointed by the Board of Directors. All officers must be members of the Board of Directors. No chapter may have more than 2 officers on the Board in a calendar year.

- Section 2. The President shall sign all contracts and obligations, appoint committee chairs, call and chair all meetings of the Board of Directors and membership, and carry out such other duties as are appropriate to the office of President. The President may designate an alternative VADA office to sign contracts when the President is not available to sign contracts. No person shall hold the office of President for more than four (4) consecutive years.
- Section 3. The Vice President shall serve as an ex officio member of all committees, act in the absence of the President, and carry out other duties as assigned by the Board of Directors.
- Section 4. The Secretary shall give notice of all meetings of the Board of Directors and membership, take complete minutes of all meetings of the Board of Directors and membership and record all motions and votes, maintain the official list of members and chapter memberships, shall maintain all papers and records of VADA, and shall carry out other duties as assigned by the Board of Directors.
- Section 5. The Treasurer shall oversee the fiscal affairs of VADA, shall maintain the financial books and records, shall oversee the filing of all tax returns, shall submit financial statements and otherwise report on financial matters to the Board of Directors, have signatory authority over VADA's checking and other bank accounts, and perform such other duties as assigned by the Board of Directors.
- Section 6. Other officers, including assistant secretaries and assistant treasurers, shall carry out such duties as assigned by the Board of Directors.
- Section 7. In the event of a vacancy in a VADA office, the Board of Directors shall fill the vacancy by a majority vote of the Board present at the Board meeting where the vote is taken.
- Section 8. The Board of Directors may remove any officer (a) whose actions are judged to be detrimental to the best interests of VADA or (b) who has missed 2 consecutive Board of Directors meetings without prior notice to the VADA President or her/his delegate or (c) if such officer is not performing the duties of office to the satisfaction of the Board of Directors. Removal requires the affirmative vote of 2/3 of the Board of Directors, except that any officer who is removed as a director shall be automatically deemed removed from office. The seat of any officer who is removed will be considered a vacancy.

ARTICLE VIII
TREASURY

- Section 1. VADA will establish and maintain bank accounts to conduct its fiscal business. The President and Treasurer shall be the signatories on the bank accounts. At the President's discretion, she/he may designate another VADA officer to be the second signatory party on the VADA bank accounts without a Board vote. All disbursements in excess of \$1000.00 must be approved by the Board of Directors.
- Section 2. The Treasurer shall submit a current financial statement to the Board of Directors at each quarterly meeting for approval, or more often if requested by the Board of Directors.
- Section 3. A proposed annual budget shall be prepared by the incumbent President and submitted at the first quarterly meeting of the newly constituted Board of Directors for approval.
- Section 4. VADA shall not be responsible for the debts of the chapters.
- Section 5. The chapters shall not be responsible for the debts of VADA.
- Section 6. The books of VADA shall be available for review by any chapter officers in the presence of a VADA Board member.
- Section 7. If for any reason VADA is dissolved, its assets are to be distributed to another IRS designated 501(c)(3) organization as follows:
- a. Non-monetary tangible assets (for example, arena equipment), are to be sold, and offered first to any the chapters that are IRS qualified 501(c)(3) organizations before any sale to the general public. All sale proceeds shall be deposited in VADA's bank accounts.
 - b. VADA's bank accounts shall be disbursed to the chapters based on chapter membership at the end of the preceding calendar year, but only to chapters that are IRS qualified 501(c)(3) organizations.
 - c. In the event no chapters remain in existence at the time of the dissolution of VADA, the assets of VADA shall be distributed to another 501(c)(3) organization as voted for by the VADA Board.

ARTICLE IX
SEAL AND ACRONYM

Section 1. The seal of VADA shall be circular in form and shall bear the name of VADA, the year of its organization, 1971, and the words "Corporate Seal, Commonwealth of Virginia".

Section 2. The official acronym of the Virginia Dressage Association shall be VADA.

ARTICLE X
INDEMNIFICATION

Subject to the Articles of Incorporation, to the extent not provided by insurance coverage carried by VADA, VADA shall indemnify, and advance expenses for, each individual made a party to a proceeding because he/she is or was a director, officer, or agent of VADA, against liability incurred, to the fullest extent permitted under the laws of the Commonwealth of Virginia. Each director of VADA, to the extent permitted by law, shall make every reasonable effort to do all things necessary to determine promptly whether such indemnification or expense advancement is permissible in the circumstances and, upon the making of such a determination favoring indemnification or expense advancement, to authorize promptly such indemnification or expense advancement.

ARTICLE XI
USDF MEMBERSHIP

Section 1. REGION 1

- a) The President or her/his designated representative shall attend each of the Region 1 meetings.
- b) All chapter members are encouraged to attend the Region 1 meetings
- c) The Board of Directors has the authority to authorize reimbursement of its directors to attend Region 1 meetings.

Section 2. USDF BOARD OF GOVERNORS ANNUAL MEETING

- a) VADA shall attempt to send its full complement of delegates.
- b) All delegates of VADA shall be selected in the following order:

- 1st President of VADA
- 2nd Vice President of VADA
- 3rd All Participating Member (“PM”) delegates who are members of the VADA Board of Directors
- 4th Secretary of VADA
- 5th Treasurer of VADA
- 6th When one or more of the above persons is unable to attend, delegates shall be nominated from the remaining members of the VADA Board of Directors.
- 7th If the complement of delegates cannot be satisfied from the above, delegates will be nominated from among the members of the Board of Directors of the VADA chapters.
- 8th If the complement of delegates cannot be satisfied from above, the delegates shall be nominated from the general memberships of the chapters.

- c) The Board of Directors may authorize reimbursement of its delegates to attend the Board of Governors meeting.
- d) If the compliment of delegates cannot be satisfied, VADA may give its proxy to another GMO.

ARTICLE XII AMENDMENTS

Any amendments to the By-laws of VADA must be submitted in writing to the membership for a vote. To pass, an amendment(s) must receive a simple majority approval vote of the members, which are the chapters. Each chapter must vote on the bylaw change proposal and forward the result to the President of VADA. To be approved by the chapter, a simple majority of current dues paid chapter members who voted on the amendment must approve the amendment. Proposed changes to these By-laws must be provided 30 days before the chapter is to vote on the changes and the chapter members must be given 21 days to review and then vote on the proposed changes. A summary of the changes together with the exact wording of the changes and any explanation of the changes must be provided to the chapters and a copy of the current in effect bylaws. Notice of the proposed changes must be published in each

chapter's newsletter if they produce one and posted on the chapter's web site, if any. The proposed Bylaw changes may also be, mailed, emailed, or sent in any other electronic form to the chapter members within the time requirements set forth above. Purely administrative changes to the by-laws shall not require a vote by the chapters. Such administrative changes shall be approved by a majority vote of the Board.