Introduction

ODS Policy and Procedure Manual

2020

ODS is an Oregon nonprofit 501c(3) corporation. That status provides opportunities to the organization and its members as well as responsibilities and legal liability to maintain the status. The duties of the Board as prescribed by Oregon statute and the IRS are listed at the beginning of Chapter 2: Board of Directors.

At times, those Board duties may seem contradictory or difficult to fulfill with a Board whose members change annually and with the need for the Board to be both transparent and accountable to members as well as to maintain a level of confidentiality. One role of the Bylaws and Policy and Procedure Manual is to provide the structure allowing the Board to fulfill its legal duties while being transparent. The guidelines for Board and minutes, the processes for announcing meetings, the budgeting process all provide the structure to be both accountable and transparent to membership while meeting the legal requirements for nonprofit status. The procedures also serve to introduce new Board members and new membership to the organization.

Thus, changes in the Bylaws or Policies/Procedures as recorded in this manual require documentation in the minutes of the Board of Directors. Any proposed change needs to be presented for consideration at a Board meeting with the vote to change occurring at the next Board meeting. The importance of the Bylaws, PPM, and Board actions to the legal status of ODS warrants a two step process.

The Policies and Procedures Chapters are formatted to be used separately as needed, e.g., training new Board members, a guide for specific committees. The calendar is an easy reference and reminder for required Board activities during the year and the Table of Contents and index are quick reference tools.

As always, comments, suggestions are welcome.

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**Chapter I. General Information**

**Section I. Introduction**

The Oregon Dressage Society (ODS) was established in 1971. It is one of the charter Group Member Organizations (GMO) of the United States Dressage Federation (USDF). ODS is a nonprofit corporation subject to the laws and regulations of Oregon and US nonprofits. ODS is managed by a Board of Directors elected by the general membership. Chapters of ODS located throughout the State, offer membership opportunities for education, competition, and comradery.

**Section II. Mission Statement**

The Oregon Dressage Society, an affiliate of the United States Dressage Federation, exists to educate, promote and inspire its members and the general public through programs, publications and competitions, in a way that enhances the image of Dressage and promotes the welfare of the horse.

**Section III. Bylaws of the Oregon Dressage Society**

The Bylaws of the Oregon Dressage Society, Inc. are published separately. In cases of conflict with statements contained within this Manual the Bylaws shall prevail.

**Section IV. Programs ODS Sponsors**

## **Education**

ODS conducts a number of training opportunities for adult amateurs, professionals, and JR/Young riders. Training programs for instructors and learner judges occur periodically.

**B. Competitions**

ODS recognizes USEF/USDF licensed competitions and conducts a USEF/USDF Licensed Championship show annually for ODS members. The ODS League Show program recognizes shows which are not licensed by USEF/USDF but conducted with the same tests and performance expectations. League Shows may also have an annual Championship show managed by ODS or by a Chapter*.*

ODS may sponsor a number of other competitions and training activities that provide opportunities for youth, adults and breeders.

**C. Awards**

ODS conducts a program to reward horse and riders participating in ODS recognized shows with year-end performance awards. A number of special awards are awarded annually to recognize outstanding contributions to ODS and dressage in general. Detailed information about awards is under Chapter 3 (Committees/Awards) and on the website.

**D. Scholarships**

Scholarships may be offered for youth.

**E. Grants**

The Dressage Foundation (TDF) Linda S. Acheson Fund

The purpose of the ODS Linda S. Acheson Fund is to provide grants to ODS, ODS Chapters, and ODS Committees that are organizing educational events which will benefit the Oregon dressage community and help further the mission of the Oregon Dressage Society.  Preference for grants will be given to ODS Chapters.  
  
**General Requirements:**

* Applications will be accepted from ODS, Chapters, and members who are organizing an educational event for members of the Oregon dressage community.
* TDF will begin accepting applications on September 15th of each year and the grant period will close on November 15th. All applications must be received by the TDF office on or before November 15th to be considered. No late applications will be accepted.
* Grants should only be used to support the educational part of the program and should not be used to purchase food, goodie bags, vests/t-shirts, etc.
* Grants may not be used for the organizer to make a profit and will only be provided to the break-even point for selected events.  Excess income should be returned to The Dressage Foundation, to be put back into the Fund.

**Section V. ODS Membership**

ODS is an organization of members. Membership is composed of six (6) categories of membership. The membership year is November 1 to the following October 31.

## **Membership Categories**

* **ODS Life Members:** The ODS Board of Directors may bestow “Honorary Life Membership” to Junior/Young Rider or Adult members. Life Membership requires a ¾ majority vote of the Board and waives the dues payment requirement for the lifetime of the recipient. ODS Honorary Life Members have voting rights*.*
* **ODS Business Members:** Business membership are Junior/Young Rider or Adult members who enjoy benefits mentioned above plus a free listing in the ODS Roster (if joined by deadline), a free listing on the ODS Website, and a discount on ODS Publication Advertising. ODS Business Members are entitled to one broadcast email per quarter. One person is to be designated as the primary member who will receive USDF membership number. Business Membership is an annual membership, expiring on October 31st. The primary member has voting rights.
* **ODS Patron Members:** Patron members are Junior/Young Rider or Adult members who are contributing members, paying above the normal annual membership dues. Based on IRS guidelines, a portion of Patron Membership may be taken as a tax deduction. Patron membership is an annual membership, expiring on October 31st. ODS Patron Members have voting rights.
* **ODS Adult Members:** Adult members are those members who are at least 21 years of age as of December 1st of the current membership year. Adult membership is an annual membership, expiring on October 31st. ODS Adult Members have voting rights.
* **ODS Junior/Young Rider Members:** Junior/Young Rider members are those members who have not reached their 21st birthday as of December 1st of the current membership year. Junior membership is an annual membership, expiring on October 31st. ODS Junior/Young Rider members over the age of 18 have voting rights.
* **ODS Additional Supporting Family Members:** Additional supporting family members are Junior/Young Rider or Adult members who may join ODS at a discount if there is a primary member in good standing within the same household. The household primary member may be a Business member, Patron, Adult or another Junior member. Additional supporting family membership members are excluded from receiving ODS publications. Additional supporting family members will not receive membership upgrade discounts (i.e. ODS: upgrade to Patron or Business) or USDF publications. Additional Family membership is an annual membership, expiring on October 31st.

Classes of membership with voting rights shall be entitled to vote in the selection of the Board of Directors and to vote on any motion before a General Membership Meeting. Members shall be entitled to attend Board Meetings and to participate in activities of the organization. Members in good standing may make nomination recommendations to the Board of Directors for individuals deserving of honorary memberships.

Current annual fees for membership classes are maintained on the ODS website (www.oregondressage.com).

**B Membership Dues Refund (established 11/4/11)**

Membership dues paid to ODS either during or prior to the start of the membership year are not refundable after the start of the applicable membership year.

**C Membership Meetings**

1. **General Membership Meeting - A meeting for General Membership shall be held** annually, generally on the first Saturday of November at 10:00 AM. The meeting may be held at another date and time established by the Board of Directors for the purpose of combining with other events to minimize travel.
2. **Special Membership Meetings - Special meetings of the members shall be held at the** call of the Board of Directors, or by the call of at least five percent of ODS members in good standing by a demand signed, dated, and delivered to the ODS Secretary. Such demand by the members shall describe the purpose for the meeting.
3. **Notice of Membership Meetings** - Notice of all membership meetings shall be given to each ODS member at the last address of record, by a standard, reliable method at least 7 days before the meeting, or by media at least 30 but not more than 60 days before the meeting. The notice shall include the date, time, place, and purposed of the meeting.

**Section VI. Regions and Chapters**

ODS is organized into Regions and Chapters to provide opportunities for local promotion of educational activities and competitions locally as well as statewide activities. The Regions and Chapters are:

The North:

* Columbia County Dressage (CCD) serves, Columbia County in the NW section of Oregon including St Helens, Scappoose and Rainer
* Chehalem Mountain Chapter (CMC) serves Tigard, Sherwood, Newberg & Yamhill County, OR
* Fort Vancouver Chapter (FVC) serves the Vancouver, Battle Ground area of WA
* North Willamette Valley Chapter (NWV), serves the North Willamette Valley of Oregon

The Central Region:

* Mid Valley Chapter (MVC) serves the Salem, Albany, Corvallis area of OR
* Twin Rivers Chapter (TRC) serves Eugene, OR

South Region:

* Cascade Chapter (CC), serves Klamath Falls, OR & Tulelake, CA
* Colliding Rivers Chapter (CRC) serves Roseburg, OR
* State of Jefferson Chapter (SJC) serves Ashland, Medford, Grants Pass area of Southern OR
* Umpqua Valley Chapter Dressage & CT (UVC), serves Roseburg, Douglas County area of OR

East Region:

* Central Oregon Chapter (COC), serves Bend, OR
* North East Oregon Chapter (NEO), serves the North Eastern area of OR
* Eagle Cap Chapter, Serves Wallowa County

Officers and other chapter information can be found on the website. You can indicate which chapter you would like to join, if any, when completing your ODS membership application.

**Section VII. ODS Positions: Employees/Temporary Hires/Contractors**

ODSmay hire employees, temporary hires or contractors to assist in fulfilling its mission. ODS is committed to affirmative action to the maximum extent permitted by law

To prevent personal liability, all contracts should be signed "as an agent for ODS (or chapter name if applicable), by (your name), (your title)."

The only authority to amend the policies or to make any promise about employment that are not contained within the policies rests with the Executive Committee.

Note: Contract positions have typically included judges, clinicians, TDs, championship show managers and secretaries and omnibus editor. The same person may hold the Championship Show Manager and Championship Show Secretary contracts.

|  |  |  |  |
| --- | --- | --- | --- |
| Action | Authority | | |
| Employee\* | Temporary Hire | Contractor\*\* |
| Job Description  Duties/Responsibilities | Board | Executive Committee | Executive Committee |
| Advertising | ODS Secretary places ad | ODS Secretary places ad | ODS Secretary places ad |
| Pay | Executive Committee | Executive Committee/Hourly Rate | Executive Committee: Specified in Contract |
| Hire/Fire | Executive Committee | Work up to total 20 hours: President can hire | Executive Committee |
| Overtime | Executive Committee | None | Contract specifies all work |
| W-4/I-9 | Required | Required | Required |
| Record of Hrs Worked | Weekly Project Updates reviewed by President | Record Daily  Reviewed by President  Submit to Treasurer each month |  |
| Paycheck |  | Within 1 week of hours submitted |  |
| Report to | President |  | Specified in Contract |
| Benefits | None | None | None |
| Termination | 2 week notice | At will | Specified in contract |
| Reimbursement | For Convention attendance pending Board vote | None | Specified in contract |

\*Due to legal requirement/issues, recommend Board consult attorney about personnel requirements prior to entering into employee relationship.

\*\*Includes show personnel – see Chapter 3 for recommended show contracts.

**Section VIII: Policies**

Any policy enacted prior to this Manual is superseded and shall be considered void.

**A Protective Headgear Policy (established 2-6-2011, amended 4-1-13)**

Wearing protective headgear is mandatory at ODS clinics, schooling and league shows and any riding event hosted by our chapters/committees.  The only exception is per FEI rules, which apply only at FEI Licensed Shows.    From the time horses are admitted to the event grounds, anyone mounted on a horse at any time must wear protective headgear as defined by the USEF Rule DR120 and otherwise in compliance with USEF Rule GR801. Protective headgear is defined as a riding helmet which meets or exceeds ASTM (American Society for Testing and Materials)/SEI (Safety Equipment Institute) standards for equestrian use and carries the SEI tag. The harness must be secured and properly fitted. Any rider violating this rule at any time must immediately be prohibited from further riding until such headgear is properly in place.

**B. Contracts:**

This policy spells out how purchases must be made and by whom as well as who is responsible for overseeing purchases. Internal controls are referenced to reduce the chances of abuse.

Contracts for show personnel are included in Chapter 3 and are exempt from these procedures since personnel such as judges and TDs are already vetted by virtue of position. Manager and Secretary are expected to be vetted locally. Additionally, all positions are included in a Board approved budget.

A common internal control for procurement is to require two signatures on checks for large purchases. This way, no single person can spend money on behalf of the organization. Bank accounts and credit cards access is limited and requires a budget approved by the Board for the activity.

Purchases are reviewed by the Treasurer and Assistant Treasurer to ensure that the costs are appropriate and to prevent duplicate purchases. ODS does not engage in procurement practices that are arbitrary or restrictive.

|  |  |  |  |
| --- | --- | --- | --- |
| Purchase Amount |  | Action/Authority |  |
|  | Board Approval | Quotes/Bids | Documentation |
| Under $500 | No Board approval required | Recommend but not required | Required, e.g., receipt, purpose |
| $500 - $1,000 | No Board approval if in Board approved budget | 3 quotations | Documentation of purchase including why quotes rejected  Contract Required |
| $1,001 - $4,999 | No Board approval if in Board approved budget | Written quotations from at least 3 vendors | Document no reply from vendors  Contract Required |
| $5,000 and above | Board approval  Requires 2 Board signers | Bids required  Complete and accurate specifications and descriptions of the goods or services required  Whether the contract will be awarded on the lowest price or the lowest evaluated price  Where the bid forms and specifications can be accessed  The time and location for opening bids  If the lowest evaluated price is to be used, the measurable criteria must be detailed. The job title responsible for opening bids and overseeing the process should also be included in the procurement policy. | Documentation of Bid Content, Process  Contract Required |

There are times when bids or proposals aren't feasible, and ODS requires goods or services immediately or from only one supplier. This is often the case in an emergency situation, like booking an emergency flight for someone or a building's roof is leaking. There are also occasions when only one vendor has what is required.

In this case, ODS only accepts bids from suppliers who have proven their ability to provide what is needed. In the case of contractor work, like plumbing or heating services, contractors should have proof of liability insurance.

The spending threshold that requires a written contract with a supplier is $500. When a purchase is made above this amount and a contract isn't feasible, the reasons for not having a contract should be documented.

All contracts should contain language giving ODS the ability to cancel with cause. Cause includes things like:

* Demonstrated inability to perform the required work  
  Unwillingness to complete work in a timely manner  
  Cancellation of liability insurance or workers' compensation  
  Failure to pay suppliers or workers  
  Failure to keep accurate records and make them available on request
* Acts of God

Documentation

Supporting documents for procurement transactions, including purchase orders, receipts, invoices, bids and proposals as well as supporting documentation should be filed and saved in an appropriate manner.

Documentation used internally that records why the purchase was necessary and how the supplier was selected should also be saved. Not only are these important should there be a problem with goods or services purchased but it will serve as a paper trail that can be used for auditing.

Conflict of Interest

No one in ODS should be involved in awarding procurement contracts when there is an apparent conflict of interest. This can include, for example, family members who own a business or someone who has invested in a business. No one in ODS should ever accept gratuities, favors, discounts or anything else of monetary value from potential suppliers.

Violators may be open to civil suits without the legal protection of ODS.

**C. Non-Discrimination Policy (established Oct 2014)**

ODS administration, programs, and services are offered without discrimination on the basis of race, color, religion, gender, national origin, ancestry, age, disability, medical condition, genetic information, veteran status, marital status, pregnancy, gender expression, gender identity, sexual orientation, or any other characteristic protected by federal, state or local law, regulation, or ordinance.

**D. Sponsorships and Advertising (established 9/19/10)**

It is the policy of ODS to comply with all 501c(3) non profit organization requirements related to sponsorships and advertisements. To insure compliance, the following guidance shall be followed for all ODS activities.

**Sponsorship Definition Advertising Definitions**

|  |  |
| --- | --- |
| An act of associating with another organization or cause by underwriting costs of operations or activities | An impersonal form of communication about ideas, goods or services that is paid for by an identified party |
| Identification of sponsor does not differentiate or favor any organization, its products or services | Seeks to promote an organization, product features and benefits, and services through persuasion |
| Statements of sponsorship are not comparative (i.e., “The best car manufacturer in the USA”) | Aims to achieve sales and communications objectives through brand awareness and image |
| Nothing is expected in return, other than neutral recognition of support | Attempts to influence feelings toward a brand |
| Sponsorship may not go to the private benefit of any nonprofit officer (remuneration) | A business expense |
| No political or religious association permitted | Income from advertising is taxable business income |
| If sponsorship goes to a 501(c)(3) organization, tax deductible in whole or in part |  |

**Guidelines for ODS Sponsorship Guidelines for Advertising in ODS Publications**

|  |  |
| --- | --- |
| Sponsors provide important assistance to ODS in its mission to promote, educate and further the art of dressage. For that **primary benefit**, sponsors may be acknowledged and thanked in ODS printed programs, at shows, and on the ODS web site. | Whether in a show program, annual publication or on the ODS web site, advertisers pay a fee to communicate a marketing objective. The advertiser has discretion over the content of the message. |
| Sponsors may not seek to promote products or services, conduct fund raisers or promote sales. A sponsor’s **principal objective** is *association* with the ODS’s mission and activities. | Income from advertising in ODS publications must be accounted for separately from sponsorship income. ***Advertising income is taxable.*** |
| No comparative or competitive statements are allowed that may construe preference of any for-profit entity over another. ODS reserves the right to review and approve all submitted copy and images. | ODS reserves the right to accept or reject an organization’s advertising due to the nature of the business entity, its target market, or appropriateness of the message. |
| Depending on the level of sponsorship, sponsor benefits may include but not be limited to: signage, complimentary table and/or tickets, event program ad, on-site booth, and public address announcement at a show. |  |
| ODS will provide a letter acknowledging receipt of sponsorship but attach no market value to the gift. |  |

**E. Privacy**

ODS considers the privacy of its membership to be extremely important. ODS will not provide its membership lists to any person or organization with the following exceptions:

* Memberships lists will be provided to organizations necessary in order to carry out the programs of ODS, notably individual ODS Chapters, USDF, USEF, and Flying Changes magazine.

**F. Broadcast e-mails**

Chapters are eligible to promote and communicate Chapter information via the ODS Broadcast email system. This policy is established for the purposes of:

* Ensuring that emails provide relevant information to members and so are valued and not annoying or considered “spam”.
* Preserving the integrity of the ODS educational mission and 501(c)(3) status.

**Policy:**

* Broadcast emails may be sent to the members to inform them of upcoming events such as chapter or ODS-sponsored shows, chapter or ODS-sponsored clinics or symposiums, or of USDF approved programs.
* Emails may be sent requesting volunteers for any of the above activities.
* Emails may be sent as a service to a related or affiliated organization such as USDF Region 6 and its GMOs, or California Dressage Society, for example.
* Emails from individual members to the general membership may not be sent if they resemble a “classified ad.” These requests should be directed to the ODS website.
* Emails that are commercial in nature (stables, services, products) except for products or services available directly from ODS should not be sent, with the following exception: ODS Business members may send 4 emails per calendar year that describe the product or services of that Business Member.

**G. ODS Sponsored Show Cancellation Policy**

In the event that an ODS sponsored/hosted event must be cancelled for reasons related to loss of facility, weather, equine disease outbreak, or other natural causes, the amount of the loss ODS will sustain is divided by the number of entries. The dollar amount will be deducted from the refunds for each entry or participant. This policy may be superseded by a written refund policy for a specific event. An event includes shows, clinics, banquets, symposia or similar activities. (est. Aug 2007, revised Oct 2014)

**H. Bounced Check Policy** (established 9/19/10, amended 1/8/17))

This policy shall be applied for all situations in which a check is returned to ODS for insufficient funds. It is ODS Policy to seek reimbursement for any bank fees applied to ODS associated with returned checks. The following procedure shall be applied.

* + 1. On the first return of the check, attempt to run it through the bank again.
    2. If the check is returned a second time, bill the writer for the amount of the check and either the fee stated in a prize list or a default fee of $50.00.
    3. If the bill is not paid, send another bill registered mail with return receipt.
    4. If the bill is still not paid, the matter is brought to the ODS Board of Directors with a recommendation to list the status to member not in good standing, thereby revoking membership benefits including participation in awards program and right to vote.
    5. If the check was written for entry fees at a show, show management has the discretion to pursue small claims.

## **I. Use of ODS Web News page by non-ODS Organizations**

ODS will allow other horse related non-profit organizations to post news items on the *New*? Web page provided that the posting is a horse related activity which would be of interest to ODS membership. Groups wishing to post news items must submit a request for approval by the Board of Directors. Advertising or similar material is not to be considered as news.

## **J. Social Media Conduct Policy**

ODS Social Media Policy

*Updated 12/1/2019*

As an Oregon Dressage Society board member, employee, or contractor, your commentary is not only a direct reflection of you personally but also our brand. Commentary that is considered defamatory, obscene, proprietary, or libelous by any offended party could subject you to personal liability and damage Oregon Dressage Society’s reputation. Once it’s on the Internet, it’s there forever.

* You are at all times a representative of Oregon Dressage Society regardless of how or when you are posting on social media.
* Engaging with and sharing content posted by Oregon Dressage Society-branded accounts is encouraged and appreciated.
* Engaging personally with Oregon Dressage Society stakeholders (donors, volunteers, board members, sponsors, vendors, etc.) is encouraged and appreciated.
* Airing your personal grievances on social media rarely leads to positive outcomes. You will not disparage Oregon Dressage Society, its leadership, membership, or vendors on social media.
* Sharing any organization-privileged information, including copyrighted information or organization-issued documents, through social media will not be tolerated.

Violations of any of the guidelines listed in this policy will be subject to board action, up to and including termination. If you become aware of any violations of this policy you should report the violation to the board president.

Agreed to by:

Signature:\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_Date\_\_\_\_\_\_\_\_\_\_\_\_\_\_

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**Chapter 2: Board of Directors**

**Section I. Board of Directors**

The Board of Directors (referred to as the Board) consists of at least six Directors elected at large and at least 5 Representatives from the four ODS regions.

The Board has the responsibilities for managing the affairs of ODS, its direction, program priorities, resource allocations and both financial performance and planning. The ultimate responsibility for ODS programs, activities, and fiscal integrity rests with the Board of Directors. The Board sets the leadership tone by:

* Planning the future direction of ODS;
* Ensuring that the membership needs are met;
* Evaluating and approving the programs, priorities and activities of ODS as reflected in annual budget;
* Establishing the policies to guide the conduct of ODS;
* Setting financial benchmarks and monitoring for achievement; and,
* Upholding the Bylaws of ODS.

Board members have duties outlined in the Oregon Statues as well as the USDF General Membership Organization guidelines. The laws expect Board members to act in accordance with certain standards of conduct.

The **Board of Directors has three primary legal duties** known as the “duty of care,” “duty of loyalty,” and “duty of obedience.”

1. **Duty of Care**: Ensure prudent use of all assets, including funds, facility, people, and good will;

You don’t always have to be right, but you must act with common sense and make informed decisions. To do so requires:

* Active participation: Attend board meetings, evaluate reports, read minutes and review the performance of paid personnel
* Reasonable inquiry: The board has a responsibility to gather all necessary facts related to any problem that might arise. Reports of theft or mismanagement must be investigated.

Consult ORS65.357 for more information on standards for directors.

1. **Duty of Loyalty**: Ensure that the nonprofit's activities and transactions are, first and foremost, advancing its mission; Recognize and disclose conflicts of interest; Make decisions that are in the best interest of the nonprofit corporation; not in the best interest of the individual board member (or any other individual or for-profit entity).

* The nonprofit comes first. Decisions regarding funds and activities must promote the organization’s public purpose rather than private interests. Potential conflicts should be scrutinized by the board with the understanding the public will be skeptical of any such arrangement.
* Conflicts in general: Transactions between a charity and board members, their families, and their businesses should be avoided. But they are not prohibited and, under certain circumstances, are acceptable. The board should only approve the transaction if it is in the best interest of the charity. If challenged, the burden of proof will be the board’s. Consult ORS 65.361 for more information on director conflict of interest. ».
* Written policy: A written policy should address disclosure of financial interests and the withdrawal from discussion, and voting by interested directors. Boards might require transactions benefiting a director be approved by greater than a majority vote. It’s recommended board members annually disclose their business involvements.
* Loans: Organizations may not lend money to an officer or director – with one exception. Under certain circumstances, loans for executive relocation expenses are permitted. Consult ORS 65.364 for more information on loans. »
* Corporate opportunity: Do not divert a business opportunity from the organization for personal gain

1. **Duty of Obedience**: Ensure that the nonprofit obeys applicable laws and regulations; follows its own bylaws; and that the nonprofit adheres to its stated corporate purposes/mission.

* Follow the organization’s governing documents (Articles of Incorporation and bylaws) and obey all applicable laws.
* Federal law: Charitable corporations apply to the Internal Revenue Service (IRS) for tax-exempt status. The 990 has specific sections on governance and nonprofit operation..
* State law: Charities must register and file an annual financial report with the Attorney General’s office. A charity considering bingo, raffle or Monte Carlo events to raise money may need to obtain a charitable gaming license. Nonprofit corporations must also file an annual renewal with the Corporation Division of the Secretary of State’s office.
* Mission and procedures: Require that proper notice is given for meetings, and that regular meetings are held.

**Other Duties Expected of Nonprofit Board of Directors**

* **Satisfactory Corporate Documents and Records:** Governing documents should reflect the organization’s current mission and operating procedures. The organization is required to keep minutes of its board meetings and a record of all actions taken by committees. Consult ORS 65.771 for more information on corporate records. »
* **Adequate Financial Records and Controls:** With embezzlement from nonprofits on the rise, it is important that financial controls are in place before theft occurs. Board members should expect timely budget reports.
* **Safeguarding:** Diversify and avoid high-risk investments. Adopt policies to approve large transactions.
* **Observing Donor Restrictions:** Some donors will designate gifts for a particular purpose. The board is obligated to ensure donors’ wishes are observed.
* **Responsible Solicitation Activities:** Be aware that most donors expect the bulk of their contributions to be applied to the charity’s mission. When hiring professional fundraisers, ask for references. Many watchdog standards limit annual fundraising costs to no more than 35 percent of total expenditures. Consult ORS 128.814 for more information. »

<https://www.doj.state.or.us/charitable-activities/laws-guides-for-charities/your-rights-roles-and-responsibilities-as-a-nonprofit-officer/>

**Section III: Types of Board Members and Specific Responsibilities**

Duties of all Board Members include:

* + Attend all meetings of the Board of Directors and vote on issues presented
  + Provide general leadership
  + Become familiar with, and bring ODS Policies and Procedures Manual to all meetings of the Board
  + Communicate with Board members between meetings as required.
  + Represent views of constituents
  + Obtains working knowledge of the basics of parliamentary procedures so that board meetings are conducted efficiently
  + Regular communications with the ODS regarding issues, projects, etc
  + May be asked to serve on ODS committees
  + Assist with communication to membership

**Directors at Large who serve 3 year terms**

1*▪* Are sensitive to the thoughts and wishes of the Society membership and represents the interest of all ODS members at Board Meetings

2▪ Discusses issues with ODS members and reports to the Board or the appropriate committee

**Regional Representatives who serve 1 year terms.**

At least one Regional Representative from each region (number determined by Board of Directors).

* + Discusses issues with ODS members and Chapters in their Region and reports back to the Board or the appropriate committee

**Section VI: Terms of Office**

Terms of Office for the Board of Directors shall commence and end with the calendar year.

**Section VII: Salary/Expense Reimbursement**

All Board members shall not receive salaries for their Board service but may be reimbursed for expenses related to Board service. (Bylaws SECTION 10). You may be reimbursed for mileage at the current IRS rate and for hotel/meals at current IRS rates for Board related activities.

**Section IX. Choosing USDF Delegates (in process of possible change)**

1. The ODS Board shall elect representatives yearly to represent ODS’s interests at the USDF National Convention. As ODS representatives, delegates are expected to behave professionally. The number of representatives that will attend will be determined by the ODS Board. One or more alternates may also be appointed to fill any vacancy that may arise. The election of the representatives will occur at the time of the new board selection. Representatives should attend ODS Board meetings and be involved at the state or regional level.

The membership will be asked to submit questions, requests for additional information, areas of interest to ODS for the delegates to investigate at the convention. Delegates will submit a written report to ODS within one month of the convention which will be distributed to the Board and membership.

1. At the USDF Convention these representatives shall attend all regional meetings, assigned USDF committee meetings and the Board of Governors (BOG) meetings.
2. Representatives of ODS who are eligible to serve as General Member Organization (GMO) delegates to the USDF Board of Governors will have their names submitted to USDF by the ODS Secretary by the deadline prescribed by USDF.
3. Stipends: The Board annually determines the amount each delegate will be reimbursed in addition to registration fee.

**Section X. Conflict of Interest Policy**

This policy applies to all Board members serving on the Board of Directors and to ODS members appearing before the ODS Board of Directors or ODS Chapter. A conflict of interest exists if a Director or member stands to benefit personally by a decision of the Board of Directors, General Membership, or Chapter. A personal benefit means that the member or the Director, or someone in the Director’s immediate family, or the Director’s business; will profit or gain influence by the decision.

Any potential or actual conflict of interest shall be reported in the meeting minutes since this potentially places ODS in jeopardy.

**Notice by Director**-If a matter comes before the Board of Directors or a committee of the Board, for which a Director has a conflict, the interested Director shall notify the Board of Directors of the material facts and the Director’s interest. The Director(s) with a conflict shall not vote on the matter and the conflict shall be recorded in the minutes. The matter shall pass only by a majority affirmative vote of all the disinterested Directors of the Board in office at that time. The majority must be more than one Director.

**Notice by Member -** If a matter comes before the Board of Directors or the membership for discussion, any member recognized to talk during the discussion that has a conflict of interest, shall, prior to speaking on the matter; disclose the member’s conflict of interest in the matter.

**Application to Chapters -** If a matter comes before a Chapter for discussion and vote for which a member has a conflict, the member shall notify those at the meeting of the conflict and the conflict shall be recorded in the minutes. The matter shall pass only with a majority vote of the disinterested members casting votes.

**Section XI. Dispute Resolution**

Disputes and controversies between Chapters, the Board of Directors and Chapters, and within either the Board of Directors or within a Chapter, shall be submitted to arbitration by a three member panel consisting of disinterested Directors. Each side shall select one Director and the two Directors selected shall select a third Director. The panel shall follow the guidelines and procedures of ODS as outlines in the Procedure Manual and the guidelines of the American Arbitration Association in resolving the dispute. The decision of the panel shall be binding..-

**Section XII. Directors and Officers Indemnification Insurance**

ODS maintain*s* indemnification insurance for its directors, regional representatives, officers and appointed committee chairs at both the state and chapter level. ODS Chapters shall be billed for and are required to pay for the cost attributed to the chapter. (Adopted Jan 07)

ODS *Finance Committee* shall solicit competitive bids for the liability and D&O insurance policies regularly (i.e., biannually for policies that have a two-year time horizon) and present those bids to the Executive Committee *for review*. *The Executive Committee shall evaluate insurance policies regularly and vote to select the insurance carrier upon renewal dates.*

**Section XIII: Removal from Board Procedures**

1. **Removal from the Board**

Removal of a Board member with or without cause requires a majority vote of the current ODS Board members.

Board members are required to attend 3 of the 4 Board meetings annually. The ODS Secretary will send a notice by certified mail to Board members missing one meeting within one term year informing them that if they miss a second Board Meetings, they may be removed from the Board by a majority vote of the current ODS Board members.

The ODS Secretary is responsible for checking the attendance and sending notices

1. **Removal from Office**

A Director may be removed from office with or without cause by a majority vote of the Directors in office at the time of removal. This Director shall have at least 15 days written notice by first class or certified mail of the termination and the reason for the termination, and an opportunity for the members to be heard by the Board, orally or in writing, not less than five days before the effective date of the termination. The decision of the Board shall be final and shall not be re-viewable by any court.

**Section XIV. Meetings:**

* + 1. **Parliamentary Procedure at Board Meetings**

Unless the Board votes to do otherwise, the Board meetings will be conducted under a slightly relaxed version of Robert's Rules of Order. For example: The Chair recognizes speakers informally and they are not required to stand.

An ODS member not on the Board may make a motion, but it must be seconded by a Director before it will be open for discussion. Correct working for all motions is appreciated but not required. It is expected that Directors will bring the Handbook to meeting to refer to the enclosed materials and to make suggestions for improvement.

* + 1. **Types of Board of Director Meetings**

1. **Regular Board Meetings**:

Held in conjunction with the General Membership meeting in the fall and quarterly (typically in January, April, and August) thereafter. Meetings are usually held on a Saturday. There will be at least 14 days’ notice of a Regular or Special Board meeting.

2. **Emergency Board of Director Meetings**

If an emergency Board Meeting is necessary, the Directors shall be notified by phone or e-mail of the time and place of the emergency meeting.

**3. Special Board of Director Meetings**

Special meetings of the Board of Directors shall be held at the time and place to be determined by the Board of Directors. Notice of such meetings, describing the date, time, place, and purpose of the meeting, shall be delivered to each Director personally, by telephone, by mail, or by e-mail not less than fourteen (14) days prior to the meeting.

Additional meetings may be scheduled if necessary.

1. **Confirmation of Meeting Attendance**

Board members are responsible for contacting the ODS Vice President at least 7 days in advance to confirm their attendance.

**D. Agenda**

The Agenda for the meeting will be established by the ODS President. The President may request reports from Committees or project owners. Otherwise only committees or individuals who plan to request Board action will be placed on the agenda

**E. Reports.**

Reports by an individual or committee must be submitted in writing to the President 3 weeks days/weeks prior to the meeting.

**F Distribution of Agenda and Reports**

The Agenda and committee reports will be distributed to all Directors-at-Large, Regional Representatives and others designated by the Board at least two weeks before the Board meeting.

**G Presiding Officer**

The President shall preside at meetings of the Board of Directors. As a guideline discussion on issues will be limited to 10-15 minutes, otherwise the issue will be sent back to committee.

**H. Minutes**

Meeting minutes shall be distributed to Directors, Regional Representatives and other attendees within three weeks of the Board meeting for review.

**Section XV: Board Officers**

1. **ODS President:**

* Is a member of **Executive Committee**
* Presides and maintains order at Board Meetings
* Must be aware of the needs and problems of the membership
* Encourages the Board to act as a cohesive, cooperative body.
* Acts as a representative of ODS
* Treats the office as one of service and not opportunity for personal gain
* Appoints all committee chairs and serve as ex-officio members of all committees
* Assists committee chairs with on going projects and provide new ideas for ODS programs
* Acts as liaison between committees to ensure cooperative effort and prevent duplication.
* Helps ODS to promote USDF programs
* Supervises and maintains regular communication with staff or contractors. Performs annual reviews and maintains the Personnel Files.
* Works with the staff or contractors in making and carrying out routine decisions.
* Acquires a working knowledge of parliamentary law and procedure and a thorough understanding of the constitution, bylaws and standing rules of ODS.
* Sets the agenda, date and location for Board meetings. If an officer is unable to complete his term, the president will appoint a qualified person to fulfill his duties until the next Board Meeting.
* Actively recruits volunteers for all ODS state positions

**B ODS Vice President:**

* Is a member of **Executive Committee**
* Serves, as would the President in the absence of the President. All duties and responsibilities of the President shall devolve on the President Elect should the President become indisposed or unable to attend to his duties and responsibilities.
* Serves as the head of the **Ad Hoc Grievance Committee**.
* Serves as the **Education Chair**

**C ODS Secretary:**

* May be a special appointment if existing Board lacks skills*.*
* Member of **Executive Committee**
* Takes the minutes during Board meetings and *e*xecutive *c*ommittee meetings
* Is responsible for the attendance records of all meetings and alerting Board members who may be dismissed due to missed meetings.
* Takes and maintains records of any roll call votes.
* Prepares the minutes for distribution by ODS within three weeks after a meeting
* Forwards minutes and all other ODS required records to ODS for maintenance as official records
* Attends to all correspondence of the Society, and reads aloud such correspondence during meetings as requested by the President.

**D ODS Treasurer:**

* May be special appointee if current Board lacks necessary skills*.*
* Is a member of **Executive Committee and Finance Committee**
  + Responsible for the maintenance of complete records of all business transactions of the Society. Such responsibility may be the oversight of such activity by another person.
  + Submits reports of the financial status of the Society on a monthly or quarterly basis, or as otherwise required by the board. Such reports not to include activities outside the core function of the Society, such as those of chapters.
  + Overall responsible for the tax filings and payroll reporting of the Society, which shall include:
    - Responsible for the preparation of state and federal payroll report forms as required. Such responsibility may be in association with and oversight of a third-party payroll service.
    - Responsible for the preparation and submission of state and federal income tax returns or is liaison with accountant retained to perform this function
    - Responsible for the oversight of collection and reporting of 1099 forms required to be filed by the Society
  + Publishes complete financial report of the Society at the end of each fiscal year, which shall be published to the membership.
  + Responsible for preparing the yearly budget in association with the Financial Committee in accordance with the guidelines in the Policies and Procedures Manual
  + Responsible for the work of the assistant treasurer
  + Provides advice and information to the board as required on fiscal matters.

**ODS Assistant Treasurer**

* Requests from each Chapter Treasurer the information needed for the Chapter yearly fiscal year end reports
* Correlates the Chapter financial reports and submits the working papers to the ODS Treasurer on a timely basis after the close of the fiscal year.
* Renders assistance to Chapter Treasurers as needed to help them understand the financial requirements of ODS.

The Assistant Treasurer will ideally have an accountancy or bookkeeping background and be able to assist the Treasurer, staff and chapters with accounting and bookkeeping matters.

**E Past President:**

The Past President will be a non-voting member of the **Executive Committee** for one year following his/her term of office