



# By Laws of the Oregon Dressage Society

## **PART I – GENERAL PROVISIONS**

### **BY LAW 101 – Purpose**

Section 1. The Oregon Dressage Society (the Corporation) shall be organized and operated exclusively for charitable, scientific, athletic, artistic, and educational purposes. Subject to the limitations stated in the Articles of Incorporation, the purposes of this corporation shall be to engage in any lawful activities, none of which are for profit, for which corporations may be organized under Chapter 65 of the Oregon Revised Statutes (or its corresponding future provisions).

Section 2. The purpose of the Oregon Dressage Society (ODS) is 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. The programs of the Oregon Dressage Society shall be designed to offer a framework in which individuals can progress with dressage schooling of themselves and their horses.

### **BY LAW 102 – Miscellaneous Provisions**

Section 1. Fiscal and Membership Years. The fiscal year and the Membership Year of the Society shall be as established by the Board of Directors.

Section 2. Designated Contributions. The Society may accept any contribution, gift, grant, bequest, or devise that is designated, restricted, or conditioned by the donor, provided that the designation, restriction or condition is consistent with the Society's general tax-exempt purposes. Donor-designated contributions will be accepted for special funds, purposes or uses, and such designations generally will be honored. However, the Society shall reserve all right, title, interest, and control over such contributions, and shall have authority to determine the ultimate expenditure or distribution thereof in connection with any such special fund, purpose, or use. Further, the Society shall acquire and retain sufficient control over all donated funds (including designated contributions) to assure that such funds will be used exclusively to carry out the tax-exempt purposes.

Section 3. References to Internal Revenue Code. All references in these bylaws to provisions of the Internal Revenue Code are to the provisions of the Internal Revenue Code of 1986, as amended, and to the corresponding provisions of any subsequent federal tax laws.

Section 4. Principles of Construction.

- a. These bylaws are the primary governing document of the Society. The Policies and Procedures are published separately. In the event of a conflict between a provision of these bylaws and the Policies and Procedures, the provisions of these bylaws shall prevail.
- b. The terms "Oregon Dressage Society," "ODS", and "Society" refer to the legal entity operating as an Oregon Nonprofit 501(c)(3) Corporation. The term "Chapter" refers to groups of members organizing and operating at the local level to further the goals of the Society with the approval of ODS.
- c. Words in any gender shall be deemed to include the other gender; the singular shall be deemed to include the plural and vice versa; the words "pay" and "distribute" shall also mean assign, convey and deliver; and the table of contents, headings and underlined paragraph titles are for guidance only and shall have no significance in the interpretation of these bylaws.



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Section 5. Severability. The invalidity of any provision of these bylaws shall not affect the other provisions hereof, and in such event these bylaws shall be construed in all respects as if such invalid provision were omitted.

Section 6. Savings Clause. Failure of literal or complete compliance with provisions of these bylaws with respect to dates and times of notice, or the sending or receipt of the same, or errors in phraseology of notice of proposals, which in the judgment of a majority of the members present at the meetings held do not cause substantial injury to the rights of members, shall not invalidate the actions or proceedings of the Board of Directors, committees, or task forces.

Section 7. Robert's Rules of Order. The Annual Meeting and other meetings of the Board of Directors shall be conducted in accordance with the latest authorized edition of Robert's Rules of Order. In the event of any inconsistency between the specific Robert's Rule and the Oregon state law, the laws of Oregon shall govern.

## **BY LAW 103 – Non-Discrimination Policy**

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

## **BY LAW 104 – Whistleblower Policy**

The Board shall adopt a whistleblower policy to protect from retaliation persons who report suspected improper conduct. Such policy shall provide that no Director, officer, employee, or volunteer who in good faith reports any action or suspected action taken by or within the Society Federation that is illegal, fraudulent or in violation of any adopted policy of the Federation shall suffer intimidation, harassment, discrimination, or other retaliation or, in the case of employees, adverse employment consequence. The whistleblower policy shall include (1) procedures for the reporting of violations or suspected violations of laws or corporate policies, including procedures for preserving the confidentiality of reported information; (2) a requirement that an officer, Director or employee be designated to administer the whistleblower policy and to report to the Board; and (3) a requirement that a copy of the policy be distributed to all officers, Directors, employees and volunteers who provide substantial services to the Society.

## **PART 2 – MEMBERS**

### **BY LAW 201 – Eligibility**

Membership in the Society is open to any individual or business with an interest in equestrian sport.

### **BY LAW 202 – Classes and Voting**

#### **Section 1. Member Classes**

The Oregon Dressage Society is an organization of members. Membership shall be composed of six classes of members: (1) life; (2) business; (3) patron; (4) adult; (5) junior/young rider; (6) additional supporting family members.



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## Section 2. Application for Membership

Application for membership shall be open to all people and shall be made in such forms as prescribed by the Board of Directors. The application form must be accompanied by the required fee for current dues for the class of membership.

## Section 3. Good Standing

A member shall be considered a member in good standing if the member's dues are paid in full for the current year and the member has not been suspended or expelled from the organization pursuant to By Law 203 Section 1.

## Section 4. Adherence to By Laws

All members shall abide by these bylaws and amendments.

## Section 5. Voting Eligibility

Members in good standing in all classes are entitled to attend Board meetings and to participate in activities of the organization. Members in good standing who are/will be 18 years of age or older as of December 31 of the membership year are considered members as defined by ORS 65.001(30)(a) and shall have rights and obligations found in ORS 65.114, including the right to vote in the selection of Directors At Large to serve on the Board of Directors and in all matters for which a membership vote is permitted.

## Section 6. Chapter affiliation

Members may choose to affiliate with an ODS chapter at no additional cost of dues. Members may change chapter affiliation at any time with a request to the ODS. If no Chapter affiliation is requested, the member is considered to be a general member.

## **BY LAW 203 – Suspension or Expulsion**

Section 1 . A member may be suspended or expelled with cause from the organization pursuant to a majority vote of the Board of Directors. The action may be taken for expulsion from USEF or USDF, failure to pay fees, failure to adhere to Society By Laws, Policies, Procedures or for actions adverse to equestrian or the Oregon Dressage Society.

Section 2. Suspended or expelled members are ineligible for ODS awards and give up all their rights and privileges as ODS members for the remainder of the membership year. The decision of the Board is final and shall not be reviewable by any court.

## **BY LAW 204 – Membership Meetings**

### Section 1. Annual Meeting

The annual meeting of the members shall be held following the Board of Directors 4<sup>th</sup> quarter regular meeting, at a time determined by the Board of Directors. The meeting shall be conducted by the President and shall include the announcement of Members of the Board of Directors and Officers for the upcoming year, Financial Report, summary of the events, and any other subjects deemed appropriate by the Board of Directors. The annual meeting may be conducted in person or by electronic communications equipment which allows all persons participating in the meeting to hear each other at the same time



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## Section 2. Special Meetings

Special meetings of the members shall be held at the call of the Board of Directors, or by the call of the holders of at least five percent of the voting power of the corporation by a demand signed, dated, and delivered to the ODS Secretary. Such demand by the members shall describe the purpose for the meeting.

## Section 3. Notice of Meetings

A notice of all the annual or special meetings of the members shall be given to each member. At least two Notifications are to be sent to the last email address of record at least seven days in advance. The notice shall include the date, time, place, and purposes of the meeting. Notice of meetings shall also be posted on the ODS website.

## Section 4. General Membership Quorum

A minimum of five percent of the General Membership shall constitute a quorum for any meeting of the General Membership. If a quorum is present, action is taken by an affirmative vote of a majority of the General Members present.

### **BY LAW 205 - Proxy**

There shall be no voting by proxy.

### **BY LAW 206 – Privacy**

Personal membership information shall be considered confidential for official ODS use only. Personal membership information will be provided to organizations necessary to carry out the programs of ODS, notably individual ODS Chapters, USDF, USEF. Membership address lists may be provided to third parties providing direct membership benefit, such as publications included with an ODS membership. Address lists shall not otherwise be published or made available to private services.

## **PART 3 – CHAPTERS**

### **BY LAW 301 – Chapter Formation**

#### Section 1. Purpose

Chapters may be formed in order to give ODS members the opportunity to organize locally for the purpose of furthering the goals of the Society by the promotion of educational activities and competitions in their local areas designed for their particular needs, while participating in dressage on a statewide level.

#### Section 2. Application

To become a recognized Chapter, an application stating the needs for the local area and the plans for development in dressage in that area must be submitted to the Board of Directors for approval. The application must be sponsored by at least thirteen ODS members in good standing.

### **BY LAW 302 – Legal Status**

Oregon Dressage Society is the sole legal entity for operating as an Oregon Nonprofit 501(c)(3) Corporation. Chapters fall under the ODS umbrella and have no independent legal status. Chapter sponsored events therefore may not be limited to Chapter members only.

### **BY LAW 303 – Chapter Governance**

#### Section 1. By Laws, Policies and Procedures



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Chapters are bound by the Bylaws, Policies, and Procedures established by the Oregon Dressage Society with certain exceptions as noted in Section 2c.

## Section 2. Chapter Officers

- a. Chapters shall elect at a minimum a President and Treasurer. Additional Officers may be selected as desired.
- b. Chapter Presidents shall be Ex Officio members of the ODS Board of Directors in accordance with the provisions of By Laws 402 and 403.
- c. Procedures for the election of Chapter Officers may be determined by the Chapter provided that all members of the Chapter have voting rights consistent with these ODS By Laws.

## **BY LAW 304 – Chapter Financial considerations**

### Section 1. Funds Ownership

As the legal entity for the Society, ODS is the owner and responsible party for all funds associated with the Society.

### Section 2. Chapter Bank Accounts

- a. Chapters are authorized by ODS to maintain bank accounts to assist with the payments of Chapter activities authorized by ODS through the budgeting process.
- b. All bank accounts shall be registered in the name of The Oregon Dressage Society, Inc. The second line of the account name may be the Chapter name.

### Section 3. Budgeting

- a. Chapters shall submit annual budgets for inclusion in the ODS Annual Budget and approval by ODS.
- b. Submission of budgets for events not included initial Budget Process must also be submitted for review and approval.
- c. The Board of Directors shall establish procedures and templates for submissions.
- d. ODS may disapprove of budget items if determined to be inconsistent with the purpose, goals, and legal limits of ODS nonprofit status.

### Section 4. Delegations of Spending Authority

Chapter Presidents and Treasurers are delegated authority to sign checks for expenses associated with ODS approved budget items.

## **BY LAW 305 – Contracts**

Chapter Presidents are authorized to enter into contracts, not to exceed one year, for ODS approved Chapter events. Contract templates posted on the ODS website are required to be used by the Chapters. Any other contract requires ODS Board approval.

## **BY LAW 306 – Reporting**

Chapters shall comply with all ODS reporting requirements including budgeting, year-end financial reporting, and post event reporting. Reporting shall be in the format prescribed by ODS.

## **BY LAW 307 – Dissolution**

### Section 1. Dissolution by the ODS Board of Directors



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The ODS President may recommend the ODS Board of Directors disband a chapter for any activity or action which threatens ODS 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 Oregon Dressage Society. A two-thirds majority vote of the Board of Directors shall be required for disbandment. ODS shall notify the President of the Chapter of its decision.

## Section 2. Dissolution by the Chapter

The decision to disband by a Chapter requires a majority vote of chapter members, a quorum being attained. The Chapter shall provide written notification to ODS within 30 days of its decision to disband.

## Section 3. Disposition of assets

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

# PART 4 – BOARD OF DIRECTORS

## BY LAW 401 – General Authority and Responsibilities

### Section 1. Board of Directors

The Society shall have a Board of Directors that has knowledge of and experience in equestrian sport, including competencies that enhance the mission of the Society, the Board of Directors shall be responsible for the development of the strategic direction, program priorities, resource allocations and both financial performance and planning, set policy, establish operating procedures, and generally manage the affairs of the Society. Except as otherwise provided by these bylaws, the Board of Directors shall have all governance, supervising, contracting and administrative authority of the Society.

Delegation of certain responsibilities and authorities may be provided to local Chapters. The authority and responsibilities of the Board of Directors shall include the following:

- a. development of policy, procedures, and strategic direction for the Society;
- b. review the plans and initiatives to determine whether the Society is achieving the desired outcome;
- c. oversight of financial activities throughout the fiscal year;
- d. review and approval of the Society annual budget, financial statements, annual reports, audit, financial control policies;
- e. review and approval of postings on social media and websites of the Society;
- f. contract execution in its name and behalf, or authorization for such contracts to be made by the Officers of the Society, or in specific instances to Chapter Presidents;
- g. to suspend or expel any officer or member of the Society in accordance with BY LAW 203, Section 1;
- h. maintenance of records of its proceedings, including minutes of all Board and Committee meetings and a record of all actions taken by the Board or its Committees. (Ref. ORS 65.771 for Corporate Records);



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- i. reporting at the Annual General Membership Meeting of the Society, or at any special membership meeting of the Society;
- j. alteration or amendment of dues structure, including all fees, at any time as it deems warranted;
- k. management of the ODS Championship Show;
- l. disclosure of conflict or potential conflict of interest;
- m. gather information and make informed decisions.

## BY LAW 402 – Eligibility

A member of the Board of Directors must be a ODS Member in Good Standing and have attained the age of 21 by the start of a term.

## BY LAW 403 – Composition

Section 1. Directors at Large:

- a. Six Directors at Large elected by vote of the General Membership;
- b. The number of Directors at Large may be increased in multiples of three by the Board of Directors in accordance with By Law 701.

Section 2. Ex Officio members:

- a. Positions are held Presidents of Chapters;
- b. Have the right to vote on any matter before the Board with the exception of amendments to these By Laws;
- c. Do not count in determining a quorum;
- d. Ex-Officio Members may be removed by a vote of the majority of Directors present at a meeting.

## BY LAW 404 – Election of Directors at Large

Election of Directors at Large shall be conducted after the Nominating Committee's nominations for those positions have been received and accepted by the Board and after any other nominations for those positions, if any, have been made by members. At the close of all nominations, the Board will present a slate of candidates to the General Membership for election. Voting may be performed by mail, email, or other electronic means according to procedures established by the Board of Directors.

- a. Candidates receiving the most votes are elected;
- b. All members in good standing who have reached their 18<sup>th</sup> birthday by December 31 of the membership year may vote in the election of Directors at Large;
- c. Candidates will be notified of voting results prior to the next Board meeting. Elected Directors at Large shall attend the next board meeting.

## BY LAW 405 – Term of Directors at Large

- a. Serve a three-year term;
- b. Expiration of Directors' at Large terms shall be staggered so that one third of the Directors' at Large terms expire in the same year;
- c. There shall be no limit on the number of terms a Director at Large may serve;
- d. Terms of a Director at Large who is elected for a full term and not to fill a vacancy, begins and ends with the calendar year;



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- e. A Director at Large elected to fill a vacancy shall be elected for the unexpired term of such Director's predecessor in office and takes office immediately upon election.

## **BY LAW 406 – Removal of a Director**

Section 1. A Director may be removed by the Board if the Director fails to attend more than one-third (1/3) of the regular meetings of the Board during any twelve (12)-month period, unless the Director is able to demonstrate to the other Directors of the Board that the presence of exigent circumstances caused and excused the absences. In such circumstances, the absent Director shall be removed by the affirmative vote of a majority of the voting power of the Board (not including the voting power of the absent Director).

Section 2. Directors may be removed for abuse of authority or failing to adhere to the responsibilities outlined in By Law 401, Section 2 or adherence to Standards of Conduct policies enacted by the Board of Directors, after being provided an opportunity for the Director to be heard by the Board, upon the affirmative vote of at least two-thirds (2/3) of the total voting power of the Board (excluding the voting power of the Director in question).

Section 3. Directors may also be removed without cause at any duly noticed meeting of the Board, upon the affirmative vote of at least three-fourths (3/4) of the total voting power of the Board (excluding the voting power of the Director in question).

## **BY LAW 407 – Vacancies**

Section 1. Vacancies. A Board vacancy may be caused by the Director's death, incapacity, resignation, removal, or upon expiration of the Director's term.

Section 2. Resignations. Any Director may resign at any time by giving written notice to the Society President, except the President's resignation shall be given to the Board of Directors. Such resignation shall take effect at the time specified in the written notice, and unless otherwise specified in the written notice, the acceptance of such resignation shall not be necessary to make it effective.

Section 3. Vacancies on the Board of Directors shall be filled by a majority vote of the sitting Directors. (See BY LAW 404 for term of office).

## **BY LAW 408 – Quorum and Action**

Section 1. A quorum at a Board meeting shall be a majority of all sitting Directors at Large. If a quorum is present, action is taken by a simple majority vote of Directors present except as indicated in Sections 2 and 3 of this By Law.

Section 2. Where the law requires a majority vote of Directors in office to establish committees that exercise Board functions, to amend the Articles of Incorporation, to sell assets not in the regular course of business, to merge, to dissolve, or for other matters, such action is taken by that majority as required by those laws.

Section 3. Alternate voting majorities are required in these By Laws for specific actions such as:



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- a. By Law 307 – Dissolution;
- b. By Law 405 – Removal of a Director;
- c. By Law 701 – Amendments to By Laws.

Section 4. Action By Unanimous Consent. Whenever Directors are required or permitted to take any action by vote, such action may be taken without a meeting upon consent of all of the Directors entitled to vote. Such consent may be electronic. The transmission of the consent must be sent by electronic mail by the Director to the Secretary. The resolution and consent shall be filed with the minutes of the proceedings of the Board.

## **BY LAW 409 – Meetings of the Board of Directors**

Section 1. Regular meetings. The Board of Directors shall meet at least quarterly. Additional meeting may be called by the President when deemed to be necessary to conduct the business of the Society.

Section 2. Special Meetings. The President shall have the power to call a special meeting of the Board of Directors at any time to address a specific issue and must call a meeting when requested in writing to do so by one-third or more of the members of the Board. The Secretary shall provide notice of such meetings to each Director at least ten days prior to the meeting.

Section 3. Meeting Venue. Any regular or special meeting of the Board of Directors may be conducted through use of any means of communication by which all Directors participating may communicate with each other during the meeting.

Section 4. Open meetings. Any member in good standing may attend a Board Meeting. A request to attend must be made to the Secretary at least 10 days in advance.

## **BY LAW 410 – Compensation**

Directors shall not receive salaries for their Board service but may be reimbursed for expenses related to Board service.

## **BY LAW 411 – Policy and Procedures Manual**

The Board of Directors shall maintain, or cause to be maintained, a Policies and Procedures manual to ensure compliance with these Bylaws and to ensure consistency, transparency, and in the ethical management of ODS. The Manual and its contents may be added to, amended, or otherwise revised by a majority vote of the Board of Directors. The manual shall contain the following:

1. policies and procedures established to implement requirements of the By Laws;
2. purpose, description, authority, and responsibilities of Committees;
3. procedures/guidelines established by the Board or Committees;
4. policies and resolutions and passed by the Board;
5. competition management procedures, show rules, and related items;
6. description of ODS hires and management of those hires;
7. financial management practices, budgeting, and reporting;
8. guidelines/procedures for contracting;
9. document control process to ensure By-laws, PPM, and website are current and accurate and that social media postings are appropriate.



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## BY LAW 412 – Inspection of Corporate Records

A member is entitled to inspect and to copy at his or her own expense, at a reasonable time and location specified by the Board of Directors, any records of the Corporation described in BY LAW 412 if the member gives written notice of the member's demands at least five business days before the date on which the member wishes to inspect and to copy.

## BY LAW 413 – Corporate Records

Oregon Dressage Society must keep as permanent records minutes of all meetings of its members and Board of Directors; a record of all corporate action taken by the members or directors without a meeting; a record of all actions taken by committees which operate on behalf of the Board of Directors; a record of members with addresses; articles of incorporation; current bylaws; a list of names and addresses of current officers; at least the last three annual financial statements including a balance sheet and statement of operations prepared on the basis of accepted accounting principles; other documents and records as prescribed by the Board of Directors.

## PART 5 – OFFICERS

### BY LAW 501 – Officer Titles and Duties

#### Section 1. President.

- a. The President shall be the chief officer of the Society and shall act as the chair of the Board, presiding over all Board and General Membership meetings. The President shall appoint all committee chairpersons and shall be an Ex Officio member of all committees. The President may at any time call a meeting of the Board of Directors or Committees. The President shall have any other powers and duties as may be prescribed by the Board of Directors.
- b. The President shall guide the strategic growth and direction of the Society that has been approved by the Board of Directors. He shall see that it is implemented.

Section 2. Vice-President. The Vice-President shall perform the duties of the President or other duties when requested by the President or in the event of the President's absence. All duties and responsibilities of the President shall transfer to the Vice President should the President become indisposed or unable to fulfill the President's duties and responsibilities.

#### Section 3. Secretary

The Secretary shall have overall responsibility for all recordkeeping. The Secretary shall perform, or cause to be performed, the following duties: (a) official recording of the minutes of all proceedings of the Board of Directors, Executive Committee and members' meetings and actions; (b) provision of notice of all meetings of the Board of Directors and members; (c) authentication of the records of the corporation (d) maintaining current and accurate membership lists, and (e) any other duties as may be prescribed by the Board of Directors. The Secretary shall perform such other duties as may be from time to time assigned to the Secretary by the Board or are assigned to the Secretary in the Bylaws or Policies and Procedures Manual.

#### Section 4. Treasurer

The Treasurer shall have overall responsibility for all budgeting, financial recordkeeping and be responsible for all funds received and disbursed by ODS. Treasurer shall oversee the keeping of proper



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books of account, showing the disposition of all funds of the Society, and shall make a full report in writing covering the financial condition of the Society at each Annual Membership Meeting and at such other times as requested by the Board of Directors. The Treasurer shall prepare annual budget for the Society and develop forms/guidelines for Chapter financial reporting. The Treasurer shall prepare the end of year financial report.

The Treasurer shall perform, or cause to be performed, the following duties:

- a. deposit of all monies and other valuable effects in the name and to the credit of the corporation in such depositories as may be designated by the Board of Directors;
- b. issue receipts for funds paid into ODS;
- c. maintain a complete record of all business transactions and render reports of the financial status of ODS to the Board of Directors at each Board of Directors meeting and to the general membership at least once a year;
- d. disbursement of all funds when proper to do so;
- e. ensure segregation of duties is in place;
- f. any other duties as may be prescribed by the Board of Directors.
- g. Provide all financial data for preparation of tax reporting.

The Treasurer, with the approval of the Executive Committee, may cause independent auditors to investigate any financial matters of the Society.

## **BY LAW 502 – Eligibility**

Section 1. The Officers of the Board of Directors shall be held by sitting Directors at Large. Ex Officio Directors may not hold these offices.

Section 2. No person at any time may hold more than one office.

Section 3. To be eligible to serve as President, an individual must have served on the Board of Directors for at least one year within the last 3 years preceding the election.

## **BY LAW 503 – Election of Officers**

Section 1. Election of Officers for the upcoming term will be conducted at a meeting of the Board of Directors during the 4<sup>th</sup> quarter of the calendar year. Directors at Large elected by the General Membership in the most recent general election, current sitting Directors at Large and Ex Officio Directors shall elect the Officers for the ensuing calendar year.

Section 2. In the event there is only one person nominated for a particular position, then the candidate nominated by the Nominating Committee shall be voted upon by voice vote. In the event that the candidate does not receive a majority of the votes, then the floor would be opened for additional nominees for that position.

Section 3. In the event of more than one person being nominated for a particular Office then the election for that multi-candidate position shall be by secret ballot in which each board member would be entitled to cast one vote for one of the nominees for each multi-candidate position. A candidate must receive a majority of the votes cast in order to be elected. (A majority would be more than one half (1/2) of the total votes cast in that election.) In the event no candidate receives a majority of the votes cast, and there are more than two candidates, the candidate receiving the fewest votes will be removed from the nominations and the remaining candidates will be voted on again by secret ballot. This process shall continue until there are no fewer than two candidates and until one of those candidates ultimately obtains a majority of the votes cast to be elected.



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## **BY LAW 504 – Terms of Officers**

The terms of all officers shall be one year, beginning and ending with the calendar year. An officer may be re-elected without limitation on the number of terms the officer may serve.

## **BY LAW 505 – Transfer of Records**

Each officer, at the completion of his or her term of office, shall transfer all records pertaining to that office to the Secretary within two weeks of vacating the office.

## **BY LAW 506 – Vacancies**

The Board of Directors shall fill by majority vote any officer position (except President, which will be filled by the Vice President), which may become vacant. Any officer filling a vacancy by this means shall serve his/her predecessor's term.

# **PART 6 – COMMITTEES**

## **BY LAW 601– Executive Committee**

The Executive Committee shall consist of the President, Vice President, Secretary, and Treasurer. The immediate Past President shall be a non-voting member of the Executive Committee in an advisory capacity for a period not to exceed one year following his/her term of office provided that his/her term as Director has not terminated. The Executive Committee shall have the authority to make ongoing decisions between Board meetings and shall have the authority to make financial and program decisions, hire and fire personnel, and consider and grant emergency fund requests. Any meetings of and/or business conducted by the Executive Committee must be reported to the Board of Directors at the next Board of Directors meeting.

## **BY LAW 602 – Committees of the Board**

Section 1. There shall be a Finance Committee, which shall consist of the Vice President (serving as Chair), Treasurer and at least one other person knowledgeable with the ODS Accounting system. The Finance Committee shall perform the following:

- a. oversee the accounting and financial reporting processes and review the Society's financial statements;
- b. determine the need for an independent auditor and, as appropriate, recommend an independent auditor to conduct the audit;
- c. recommend the establishment of policies and controls that encompass any activity that may impact on the financial well-being of the Society.

Section 2. Nominating Committee. The Nominating Committee shall consist of at least three individuals, the Chair of which shall be a Director. The Committee has the responsibility for:

- a. actively recruiting candidates for election as Directors at Large considering skill sets needed by the Board;
- b. identifying candidates for Officers from Directors at Large continuing terms and from the nominees for election to the Board of Directors;
- c. submission, in writing, its nominations for Directors at Large and Officers at least 45 days prior to the Board of Directors meeting when Officer elections are to be held.



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### Section 3. Other Committees.

The Board of Directors may establish such other committees, as it deems necessary and desirable. Such committees may exercise the authority of the Board of Directors or may be advisory committees. Committees may be given the authority and responsibility, to develop guidelines, procedures, and forms (with Board oversight and approval) to implement its responsibilities. Committee functions and responsibilities shall be set forth in the Policy and Procedures Manual.

### Section 4. Composition of committees exercising Board functions.

Any committee that exercises any authority of the Board of Directors shall be composed of at least two Directors, elected by the Board of Directors by a majority vote.

### Section 5. Unless specifically designated as a committee exercising Board functions, committees serve an advisory role to the Board. Any actions resulting from Committee activities require Board approval.

### Section 6. Limitations on the powers of committees.

No committee may authorize payment of a dividend or any part of the income or profit of the corporation to its directors or officers; may approve dissolution, merger, or the sale, pledge, or transfer of all or substantially all of the corporation's assets; may elect, appoint, or remove directors or fill vacancies on the board or any of its committees; nor may adopt, amend, or repeal the Articles, Bylaws, or any resolution by the Board of Directors.

## PART 7 – AMENDMENTS TO BYLAWS

### BY LAW 701 – Amendments

These BY LAWS may be added to, amended, repealed, or new BY LAWS adopted by the Board of Directors by a two-thirds majority vote of Directors present, a quorum is present. Amendments to these BY LAWS may be proposed by any member of the Board of Directors. All proposed amendments shall be submitted to the President in writing at least 30 days prior to a Board meeting. Prior to the adoption of the amendment, the President shall provide each member of the Board of Directors shall be given at least seven days notice of the date, time, and place of the meeting at which the proposed amendment is to be considered. The notice shall state that one of the purposes of the meeting is to consider a proposed amendment to the Bylaws and shall contain a copy of the proposed amendment.

## PART 8 – CORPORATE INDEMNITY

### Section 1. Right to Indemnification.

ODS shall indemnify and hold harmless any person who is or was a director, chapter officer, or appointed committee chair against any and all expenses, liabilities and losses (including, without limitation, attorneys' fees, judgments, fines, excise taxes or penalties and amounts to be paid in settlements approved by ODS) reasonably incurred or suffered by such person in connection with or by reason of the fact that he or she is or was or has agreed to be a director, chapter officer, or appointed committee chair and/or to the extent acting as a director, chapter officer, or appointed committee chair, all to the fullest extent required or permitted by applicable law. In addition, ODS shall have the power to indemnify (which indemnification shall include, without limitation, advancing reasonable expenses) to the fullest extent permitted by laws such other persons as the Board may determine from time to time. Any amendment to



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Article VIII shall be prospective and shall not reduce or eliminate the right of any person to indemnification hereunder with respect to any act or failure to act occurring on or prior to the date of any such amendment. Notwithstanding the foregoing, ODS shall not be required to indemnify any person for his or her own gross negligence or willful misconduct. Notwithstanding any other provision of the Bylaws, ODS shall neither indemnify any person nor purchase any insurance in any amount to any extent that would jeopardize or be inconsistent with the qualification of ODS as an organization described in section 501(c)(3) of the Internal Revenue Code or that would result in the imposition of any liability under section 4941 or 4948 of the Internal Revenue Code.

### Section 2. Nonexclusively of Rights.

The right to indemnification and the advancement and payment of expenses conferred in Part 8 shall not be exclusive of any other right which any person may have or hereafter acquire under law (common or statutory), provision of the Articles of Incorporation of ODS, Bylaws, agreement, vote of members or disinterested directors otherwise.

### Section 3. Insurance.

ODS shall have the power to purchase and maintain at its expense insurance on behalf of the persons listed in Section 1 to the fullest extent permitted by applicable law, whether or not ODS would have the power to indemnify such person under this Part 8.

### Section 4. Savings Clause.

If this Part 8 or any portion hereof shall be invalidated on any ground by any court of competent jurisdiction, then ODS shall nevertheless indemnify and hold harmless each director, chapter officer, or appointed committee chair, as to costs, charges and expenses (including attorneys' fees), judgments, fines, and amounts paid in settlement with respect to any action, suit or proceeding, whether civil, criminal, administrative or investigative to the full extent permitted by any applicable portion of this Article VIII that shall not have been invalidated and to the fullest extent permitted by applicable law.

## PART 9 – DISSOLUTION

### Section 1. Payment of Liabilities and Disposal of Assets.

The dissolution of the Corporation shall occur only by the majority vote of the entire Board of Directors. In the event of dissolution and after paying and adequately providing for the just debts of the Corporation, any remaining funds shall be distributed to one or more regularly organized and qualified charitable, educational, scientific, or philanthropic institution or Corporation to be selected by unanimous vote of the then-existing Board of Directors according to the state law of Oregon.

### Section 2. Prohibitions.

No part of the net earnings of the Corporation shall inure to the benefit of or be distributed to its directors, officers, members, or other private person except that ODS shall be authorized or empowered to pay a reasonable compensation for services rendered. No substantial part of the activity of ODS shall be a carrying on of lobbying or otherwise attempting to influence legislation that ODS shall not participate in or intervene in any political campaign on the behalf of the candidate for public



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office. Notwithstanding any other provisions of these articles, ODS shall not carry on any other activities not permitted to be carried on by a Corporation exempt from federal income tax under section 501 ©(3) of the Internal Revenue Code.

*These bylaws were adopted by  
The Board of Directors of  
The Oregon Dressage Society  
On November 3, 2007  
Amended July 25, 2021  
Amended June 13, 2022  
Secretary \_\_\_\_\_ Eileen Parent (signature on file) \_\_\_\_\_*

## **Revision History**

1. Rev 1 adopted by Board of Directors 11/3/2007
2. Rev 2 Incorporates suggestions approved at BOD meeting 2/1/15. Amends Article III, Section 5. Chapter Dissolution to clarify ODS Board may dissolve chapters for failure to finalize financial reports or otherwise jeopardize non-profit status. Amends Article VI, Section 1, Executive committee to delete reference to approval of dressage shows. 3/10/15.
3. Rev 3. Final approval ODS Board meeting Aug 8, 2015. No changes from Rev 2.
4. Rev 4 dft 1. Amends Article V. Officers, Section 2 to add Regional Representatives as eligible to hold office of President and President-elect. Amends Article V: Officers, Section 8(c) to include the word "to" to read (c) maintain a complete record of all business transactions and render reports of the financial status of ODS to the Board of Directors at each Board of Directors meeting and to the general membership at least once a year; Presented verbally at 2017 Feb retreat.
5. Rev 4. Amendments noted in 5. Approved at Board meeting 4/29/2017. 5/1/17
6. Rev 5. Amend to clarify election board and officer elections. Requires Secretary and Treasurer to be elected Board members. Officers elected from Board members elected in the latest General Election. Officers to be elected by vote of incoming and outgoing Board. Changes title from President Elect to Vice President. Changes date for Fall meeting to late Oct or early Nov at a time determined by the Board. Increases number of regional reps to at least 5 and Directors at large to at least 6.
7. Rev 5 8/21/18. Revised Section IV to allow Director to be removed from office by majority vote of directors.
8. Rev 5 final. Approved by Board 9-4-18.
9. Rev 5a. Editorial corrections 9-13-18.
10. Rev 6. Article IV Section 5 Removal from Board Approved 3/28/2020
11. Rev 7. Article V Section 2 Secretary and Treasurer of Board Approved by Board July 27 2020.
12. Rev 8. Remove regional representatives from Board and Article VIII Add word chapter in front of officers to include chapter officers in D+O insurance. Approved by Board October 26, 2020.
13. Rev 9. Article VIII: Add chapter officers to be covered by indemnity. Approved by Board Oct. 26, 2020
14. Rev 9. Article II Section 1 and Article IV Section 3: Change of membership year to coincide with fiscal year Jan 1 – Dec 31: Approved by Board May 3, 2021.
15. Rev 10. Complete rewrite following legal review. Approved By Board June 13, 2022.