

# UTAH DRESSAGE SOCIETY BY-LAWS 2010

## PROVISION I. NAME

The name of the corporation shall be UTAH DRESSAGE SOCIETY ("UDS"). The corporation shall be a Utah nonprofit corporation organized under the Utah Revised Nonprofit Corporation Act.

## PROVISION II. MISSION STATEMENT AND OBJECTIVES

### A. Mission Statement:

1. The UDS, an affiliate of the United States Dressage Federation ("USDF"), exists to educate, promote, encourage, 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. Dressage is the gradual, systematic, and harmonious advancement of the horse, both physically and mentally, to develop its natural abilities and to make riding a graceful and pleasurable experience. The programs of the society shall be educational and competitive and provide a frame work in which individuals can progress with the schooling of their horses and of themselves.
2. The activities of UDS are limited to those activities consistent with 501(c)(~~7~~3) of the Internal Revenue Code.

### B. The objectives of UDS are:

1. To provide a framework within which individuals can progress in the schooling of themselves and their horses.
2. To assist and cooperate with local, regional, and national dressage and equestrian organizations in matters of common concern as an affiliate of the United States Dressage Federation.

## PROVISION III. ADDRESS OF UDS

The address of UDS shall be P.O. Box 562, Draper, Utah 84020.

## PROVISION IV. MEMBERSHIP

### A. Membership:

1. Membership in UDS and its Chapters is open to all persons regardless of religion, race, color, creed, sex, age, or national origin.
2. Membership in UDS shall be of two classes: adult and junior. The membership classes are defined as follows:
  - a. ADULT MEMBERS are persons twenty two (22) years of age and over who have paid their annual adult dues and assessments as specified in the UDS Rules. Persons who turn twenty two (22) prior to November 30, shall be adult members for the entire membership period.
  - b. JUNIOR MEMBERS are persons under the age of twenty two (22) as of November 30, who have paid their annual junior dues and assessments as specified in the UDS Rules.
3. The benefits of membership shall apply for the membership period for which they are paid. The benefits of membership are defined below:
  - a. Each adult member can hold office and shall be entitled to one vote. Each junior member shall be entitled to one vote.
  - b. Members shall be given notice of UDS meetings, activities, and shows recognized by UDS.
  - c. Members shall be eligible for awards as specified in UDS Rules.
  - d. Members shall receive a copy of the UDS newsletter and Omnibus.
  - e. Members may sponsor Chapters.
  - f. Members shall be given a group (GMO) membership in the USDF.
  - g. Members are eligible to compete in UDS shows and may be eligible to compete in shows recognized by USDF.

### B. Chapters:

1. Chapters may be formed to promote educational activities and competitions on the local or interest-based level.
2. A Chapter may be recognized upon approval of the Board of Directors when it has at least ten (10) dues-paying members and has written procedures or by-laws, which do not conflict with the by-laws of UDS.
3. All members of a Chapter must be members of UDS.
4. A copy of each Chapter's current by-laws must be filed with the Secretary of UDS.
5. Each Chapter shall elect its own officers. It is the responsibility of these officers, as representatives of the Chapter membership, to encourage and organize activities to help members advance in the training of themselves and their horses. The President of the Chapter shall be responsible for reporting to the UDS Secretary the details of all Chapter activities.
6. Chapters shall be responsible for the management of their own funds.
7. A Chapter shall pay an initial recognition fee to UDS in the amount stated in the UDS Rules.
8. A Chapter may dissolve itself upon a vote of the Chapter membership with a two-thirds (2/3) majority.

## PROVISION V. DUES AND ASSESSMENTS

- A. Dues shall be paid on an annual basis from December 1 through November 30.
- B. Dues and assessments shall be determined by the Board of Directors.
- C. Dues and assessments shall be specified in the UDS Rules.
- D. Chapters may establish membership fees above those determined by UDS.

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## PROVISION VI. BOARD OF DIRECTORS

- A. The Board of Directors must be adult members of the UDS.
- B. The Board of Directors shall have responsibility for the general management of the affairs of UDS, and upon the approval of two-thirds (2/3) of the Board of Directors may make contracts in the name of UDS or on its behalf. The Board of Directors shall be charged with the responsibility of fulfilling the objectives of UDS.
- C. Unless otherwise set forth under these by-laws, a simple majority of the members of the Board of Directors present at a meeting of the Board of Directors shall constitute a quorum of the Board of Directors. Unless otherwise set forth under these by-laws, the act of a simple majority of the Board of Directors present at a meeting of the Board of Directors shall be the act of the Board of Directors.
- D. Proxy-voting by members of the Board of Directors shall be allowed upon notification by letter, telegram, fax, or electronic mail to the Board of Directors. Except for holding a proxy, no member of the Board of Directors may have more than one (1) vote of the Board of Directors.
- E. The Board of Directors shall meet at least annually before the Annual Meeting. Special meetings may be called when the President deems it necessary. Any member may attend a meeting of the Board of Directors; however, only members of the Board of Directors may vote.

## PROVISION VII. OFFICERS

- A. UDS shall have ~~seven (7)~~ **nine (9) officers**: President, Vice President, Secretary, Treasurer, Director of Communications, Director of Competitions, Director of Membership, **Director of Marketing and Director of Events and Outreach**. Each officer shall be a member of the Board of Directors **R/A 11-2009**
- B. Term of Office:
  1. The members shall elect the officers. Officers shall hold office for a term of two (2) years.
  2. The President, Secretary, Director of Membership and **Director of Events and Outreach** are elected for terms to begin January 1st of even-numbered years. **R/A 11-2009**
  3. The Vice President, Treasurer, Director of Competitions, Director of Communications, and **Director of Marketing** are elected for terms to begin January 1st of odd-numbered years. **R/A 11-2009**
- C. The Board of Directors shall appoint a special committee made up of adult UDS members who are not members of the Board of Directors to count the ballots for the election of officers. The procedure for conducting the election or the counting of ballots shall be as specified in the UDS Rules.
- D. Officers may be removed for just cause upon vote of the remaining members of the Board of Directors.
  1. Just Cause. By-law provision VII.D. provides that a member of the Board of Directors may be removed for just cause. Among other definitions of just cause, just cause shall be defined as a member of the Board of Director's missing, without prior arrangement, either three meetings of the Board of Directors in a calendar year or two consecutive meetings of the Board of Directors in a calendar year. A Board member falling under this definition of just cause shall be removed automatically from the Board of Directors. However, the member of the Board of Directors so removed may petition the Board of Directors for reinstatement. The Board of Directors may reinstate upon a majority vote with a quorum present.
- E. Officers may delegate their responsibilities to individuals or committees. However, the officer shall be responsible for the activities of his or her delegates and shall report to the Board of Directors the delegates' activities, including reporting on assignments and progress.
- F. President:
  1. The President shall be the chief executive officer of UDS. He or she shall preside at meetings of the Board of Directors and meetings of the members. He or she shall sign all contracts and perform such other duties as the Board of Directors may assign. The President shall be an ex-officio member of all committees, except the committee concerned with the election of new officers. The President shall be responsible for the agenda of the annual meeting. The President may, at any time, call a meeting of the Board of Directors.
  2. The President shall represent UDS with all organizations requiring such representation and shall be the official UDS spokesperson before the public.
  3. The President shall collect and distribute any mail received by UDS.
- G. Vice President: In the absence of the President, the Vice President shall exercise any power or duty of the President, and shall carry out such other duties as the President may assign.
- H. Secretary:
  1. The Secretary shall take accurate minutes of all meetings of the Board of Directors and of all meetings of the members. The Secretary shall submit a copy of the minutes to the Director of Communications. The Secretary shall maintain the minutes and the permanent records of UDS.
  2. The Secretary shall authenticate records.
  3. The Secretary shall maintain any other UDS records the President requests be maintained.
  4. The Secretary shall collect and maintain reports and documents from Chapters.
  5. The Secretary shall carry out such other duties as the President may assign.
- I. Treasurer:
  1. The Treasurer shall be responsible for the books of UDS and shall maintain the UDS financial records.
  2. If UDS sponsors a show, the Treasurer shall prepare a summary income and expense statement from the show for use by the Board of Directors, for presentation at the Annual Meeting, and for publication in the newsletter.

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3. The Treasurer shall assist the Board of Directors in preparing year-end budgets.
  4. The Treasurer shall perform such other duties as the President may assign.
- J. Director of Communications:
1. The Director of Communications shall inform UDS members concerning matters of interest to the members.
  2. The Director of Communications shall receive copies of the minutes from the Secretary.
  3. ~~The Director of Communications shall be responsible for UDS advertising.~~
  4. The Director of Communications shall carry out duties assigned by the President.
- K. Director of Competitions:
1. The Director of Competitions shall organize and maintain results' records for any competitions recognized by UDS, which may include an annual show.
  2. The Director of Competitions shall prepare an annual Omnibus.
- L. Director of Membership:
1. The Director of Membership shall maintain the membership list and assist the other officers by providing membership information to them.
  2. ~~The Director of Membership shall serve as a liaison, if necessary, between members and the Board of Directors.~~
  3. The Director of Membership shall develop and execute programs to increase the UDS membership.
- M. Director of Marketing**
1. **The Director of Marketing shall be responsible for UDS public relations and advertising.**
  2. **The Director of Marketing shall work closely with the Directors of Communications, Competitions, Membership, and Events and Outreach to secure sponsorship and advertising for UDS events. R/A 11-2009**
- N. Director of Events and Outreach**
1. **The Director of Events and Outreach shall serve as a liaison between members and the Board of Directors.**
  2. **The Director of Events and Outreach shall be responsible for the UDS Annual Awards Banquet and Silent Auction.**
  3. **The Director of Events and Outreach shall be responsible for activities that foster member participating and cohesiveness. R/A 11-2009**

### PROVISION VIII. COMMITTEES

- A. There will be no permanent committees.
- B. Ad Hoc Committees:
1. The Board of Directors may establish Ad Hoc Committees for conducting specific activities in support of UDS.
  2. The Board of Directors shall recommend and approve members and chairpersons of Ad Hoc Committees.
  3. Chairpersons and committee members serve at the pleasure of the Board of Directors.
  4. Each Ad Hoc Committee established by the Board of Directors shall have as a member at least one member of the Board of Directors who shall report to the Board of Directors on the activities and progress of the Ad Hoc Committee.

### PROVISION IX. MEETINGS

- A. An Annual Meeting of members shall be held each year at such date and time as the Board of Directors may designate. The Board of Directors shall give notice of the Annual Meeting to all members of UDS.
- B. The Board of Directors shall hold at least one meeting of the Board of Directors each year. This meeting shall take place before the Annual Meeting.

### PROVISION X. COMPETITIONS

- A. UDS may recognize competitions.
- B. UDS may sponsor a show.

### PROVISION XI. AWARDS

- A. UDS may sponsor awards.
- B. Any awards sponsored by UDS shall be designated in the Rules of UDS.

### PROVISION XII. RULES OF UDS

- A. The Board of Directors shall make and publish such rules as are necessary for the management of UDS.

### PROVISION XIII. AMENDMENTS TO BY-LAWS AND RULES

- A. The Board of Directors shall recommend to the members proposed changes to the By-laws. The members shall vote on the proposed changes according to the procedures set forth in the Rules of UDS. The proposed By-law change shall be adopted upon a simple majority of the members voting on the proposal. The new By-law shall become effective upon publication to the members.
- B. The Board of Directors may add, change, or delete rules of the UDS. The new rule shall become effective upon publication to the members.