

CONSTITUTION AND BY-LAWS ~ CALIFORNIA DRESSAGE SOCIETY

CONSTITUTION

The name of this organization shall be the California Dressage Society.

The purpose of the California Dressage Society (the "Society") shall be to foster an interest among horsemen and horsewomen in Dressage. Dressage (French for training or schooling), as an equitation term, means the gradual harmonious development of the horse's physical and mental condition with the aim of improving its natural gaits and creating a perfect understanding with its rider.

The program of the Society shall be educational and shall be designed primarily to offer a framework in which individuals can progress with the schooling of themselves and their horses. Activities shall be directed toward a better general understanding of Dressage. Competitions are one means of demonstrating the progress of horses and riders. The welfare of the horse is of the highest priority at all times.

BY-LAWS

(Revised – 2015)

ARTICLE I - MEMBERSHIP

- Section 1. There shall be five (5) categories of membership: Active Members, Qualified Riding Members, Life Members, Family Members and Charter Members.
- Section 2. Individual Active Members shall consist of all persons with an active interest in the purpose of the Society as described in the Constitution, and who have paid their annual dues and assessments.
- Section 3. Qualified Riding Members are Active Members who have demonstrated proficiency in the skills of riding, at least to the level of elementary dressage. The United States Equestrian Federation Level I, Test 1, shall be the minimum qualifying test. The rider must receive a minimum score of fifty percent (50%) or higher on this or a higher test at a CDS recognized show.
- Section 4. Life Members are Active Members who at any one time contribute \$1000.00 or more to the Society or who are given Honorary Life Member status by the Executive Board. Such individuals shall have dues or assessments waived after such time as the initial contribution is made.
- Section 5. Additional Family Members are Active Members who belong to the same family, living at one address.
- Section 6. All persons who entered any category of membership in the Society before December 31, 1968, shall be considered Charter Members.

ARTICLE II - DUES AND ASSESSMENTS

- Section 1. Annual dues shall be set up by the Executive Board prior to October 1 of the year before they are to go into effect. The Executive Board may not increase dues (exclusive of the portion assigned to the payment of USDF dues) at a rate in excess of \$5.00 per year from the last increase, without consent of the membership.
- Section 2. If a new Member joins the Society after October 2, but before January 1 of the coming year, then he/she shall have dues for the coming year waived, if he/she has completed payment of dues for the current year.

ARTICLE III - RIGHTS AND PRIVILEGES

Section 1 All Active Members in good standing shall be entitled to one vote each, shall be eligible to hold office in the Society, shall be eligible to become Qualified Riding Members, and may be eligible to participate in any CDS approved function for which they are qualified.

Section 2. Life Members shall be entitled to all rights and privileges of Active Membership.

ARTICLE IV - VOTING

Section 1. All Active Members in good standing shall be entitled to one vote each.

Section 2 Voting for directors and proposed changes in the By-Laws of the Society shall be by mail or electronic ballot.

ARTICLE V - ELECTION OF DIRECTORS

Section 1: Eleven Directors shall be elected by and chosen from the Membership
a. Two of the Directors shall be elected by the Chapter Membership of the Southern Region.

b. Two of the Directors shall be elected by the Chapter Membership of the Central Region.

c. Two of the Directors shall be elected by the Chapter Membership of the Northern Region.

d. Five Directors shall be elected by and chosen from the entire Membership.

e. The Executive Board shall assign Chapters to Regions as outlined in the Standing Rules. Such assignments shall be published in Dressage Letters and the CDS Roster. Regional Directors shall reside within the regions they represent.

Section 2. Directors shall be elected for a term of three (3) years, starting in January, on a rotation basis.

a. Directors may serve no more than three terms consecutively. After an absence of one year from the Board, an individual may run for office again. (Effective with the Election of 1995)

Section 3. Only Active Members in good standing shall be eligible to hold office.

Section 4. The Executive Board shall select a nominations committee no later than June. At that time the Active Membership shall be notified that nominations are open. Nominations shall close 30 days prior to the last date on which ballots must be returned.

a. The nominations committee shall consist of three (3) Directors whose terms do not end in the year in question, and three (3) Active Members who are not voting members of the Executive Board.

b. It shall be the duty of this committee to present a list of nominees for all offices open for election to the Executive Board. The committee shall receive nominations from the Active Membership and for Regional Directors from the active members from that region and shall, where necessary, nominate individuals for office. Nominations from the Membership shall be made by submitting a petition to the nominations committee, signed by ten (10) Active Members.

c. All nominations must be received not later than midnight of closing date for nominations.

Section 5. In all cases, consent of the nominee must be obtained prior to the election.

Section 6.

The Secretary shall prepare an online ballot and any necessary paper ballots for those without email, of the nominees for directors and any bylaw changes. Such ballot shall be mailed if requested and available for voting online to all Active Members no less than fifteen (15) days prior to the last date on the material to be recognized by the Society. The voting shall be tracked electronically and each ballot shall provide for one voter per member.

a. The online voting shall be tabulated electronically the day after the closing date of the election. A committee of three (3) Active Members not connected with the Executive

Board shall, in the presence of each other, review and count the paper ballots. The result of the electronic tabulation and the counting of the paper ballots shall be the official election result.

b. Any paper ballots shall all be sealed in an envelope after counting. The outside of the envelope shall carry the date and official result of the election, as well as the signatures of the committee members and the envelope shall be returned to the Secretary to be files.

c. All paper ballots shall be kept for one year.

d. Any paper ballot received after the closing day shall be discarded.

e. A simple majority of the ballots cast will rule in election of directors.

f. In the case of only one candidate for an open position, the executive board has the option to take a written email vote of acclamation.

Section 7. The President of the Society shall be one of the Directors. Such President shall be elected at the first meeting of the each year by the Executive Board. No Director may be elected President the first year of their service on the Board and must serve as President Emeritus the last year of their Board Service.

Section 8. The Vice-President of the Society shall be one of the Directors. Such Vice-President shall be elected at the first meeting of the year by the Executive Board for a term of one year.

Section 9. Directors shall attend Executive Board Meetings. Those Directors who fail to attend in person, without good cause, more than two (2) meetings during the calendar year may be asked to resign from the Executive Board.

Section 10. The President of the Society shall appoint a replacement for any Director who is unable to complete his term. The appointment must be approved by a simple majority of the Board of Directors.

ARTICLE VI - ANNUAL APPOINTMENT OF OFFICERS

Section 1. The Technical / Historical Advisor shall be appointed by the newly elected President with the approval of the Executive Board.

Section 2. The Secretary shall be appointed by the newly elected President with the approval of the Executive Board. The Secretary is an officer of the Board but has no voting status.

Section 3. The Treasurer shall be appointed by the newly elected President with the approval of the Executive Board. The Treasurer is an officer of the Board but has no voting status.

Section 4. The CDS Representative to the Drug Advisory Council, Bureau of Animal Health, Department of Food and Agriculture, State of California, shall be appointed by the President with the approval of the Executive Board. This position is a three (3) year appointment, but may be confirmed annually.

Section 5. The Society shall maintain a Central Office.

ARTICLE VII - DUTIES OF OFFICERS

Section 1. The President shall preside over all meetings of the Society and the Executive Board. He/she shall approve the meeting agendas. He/she shall appoint all committee chairpersons with the approval of the Executive Board. He/she shall be an ex-officio member of all committees except the nomination committee. He/she shall make all appointments with the approval of the Executive Board. He/she shall act as representative of the Society.

Section 2. The Vice-President shall take over in the absence of the President. He/she shall actively maintain and improve communications between members of the Executive Board and perform other duties as requested by the President.

Section 3. Each Director shall attend Executive Board meetings. Directors shall serve as chairpersons of committees, as appointed by the President. Each Director shall be a

voting member of the Executive Board. Regional Directors have a particular obligation to maintain contact with their constituencies and must make a reasonable effort to make themselves aware of Chapter concerns in their area.

- Section 4. The Technical / Historical Advisor shall act in an advisory capacity to the Society and to the Executive Board. He/she shall be an ex-officio member of the Executive Board.
- Section 5. The Secretary shall have the following duties:
a. He/she shall take minutes of each meeting of the Society, and of the Executive Board.
b. He/she shall notify all Executive Board members of meeting dates and locations, and shall attend to other matters pertaining to meeting procedures as directed by the President.
c. He/she shall prepare meeting notices, meeting waivers, and agendas for all meetings with the approval of the President.
- Section 6. The Treasurer shall have the following duties:
a. He/she shall handle all funds received and paid out by the Society.
b. He/she shall bank funds in a bank approved by the Executive Board.
c. He/she shall maintain a complete record of all business transactions and be prepared to report on the financial status of the Society at all times.
d. He/she shall prepare all regular government filings.
- Section 7. Each officer at the expiration of his/her term of office, or upon resignation, shall transfer all records pertaining to his/her office to the succeeding officer within two weeks.
- Section 8. The Central Office will maintain the Society's records and monitor its activities.

ARTICLE VIII - EXECUTIVE BOARD

- Section 1. The Executive Board shall consist of eleven (11) Directors, the Technical / Historical Advisor, the immediate past President, officers, and all standing committee chairpersons. Only the eleven (11) Directors shall be voting members of the Board.
- Section 2. Meetings of the Executive Board shall be held at least quarterly. Every effort shall be made so that such meetings shall not be held more than twice in succession in the same region of California. Special meetings shall be called when deemed necessary by the President or by a written request of a majority of the Directors. Six (6) voting members shall constitute a quorum. Only attending Directors may vote. A Director may, with the majority vote of the other Directors, vote by phone at a scheduled Board meeting, if access to discussions and input capability is provided. If necessary in between scheduled meetings, issues may be resolved by conference call and e-mail votes.
- Section 3. It shall be the duty of the Executive Board to conduct all business of the Society between meetings of the Membership. The Executive Board shall expend those funds deemed necessary to carry on the activities of the Society.
- Section 4. The Executive Board is subject to the orders of the Society and none of its acts shall conflict with the actions taken by the Society.

ARTICLE IX - COMMITTEES

- Section 1. There shall be such standing and temporary committees as are deemed necessary to carry on the work of the Society. Committee Chairpersons shall be appointed by the President and shall be approved by the Executive Board.

ARTICLE X - MEMBERSHIP INITIATIVE

- Section 1. Whenever ten percent (10%) of the Active Members indicate by written request to the Executive Board that any action be taken or that any action being taken be discontinued, the Executive Board shall submit such request to the Active Membership of the Society by mail or electronic ballot. Such ballot shall be mailed or created online no less than fifteen (15) days prior to the last date on which the voting must be completed.

- Section 2. If votes are cast by at least twenty-five percent (25%) of the Active Members who are entitled to vote, and if a majority of the votes returned declare approval of such request, then the Executive Board shall fulfill the request.

ARTICLE XI - MEETINGS

- Section 1. There shall be one (1) annual business meeting of the active membership each year. At this meeting, annual reports from the President, the Treasurer and the Secretary shall be presented to the membership.
- Section 2. The President may call a business meeting of the Society with at least fifteen (15) days notice. The President may also convene conference calls in between scheduled meetings.
- Section 3. In addition to the Annual Meeting of the Society, there shall be a minimum of four Executive Board meetings of the Society.

ARTICLE XII - LOCAL CHAPTERS

- Section 1. Purpose: Local Chapters based on geography shall be formed of CDS members in good standing in order to promote educational activities on the local level and to promote local educational activities and opportunities for competition.
- Section 2. Membership: Chapter membership shall be open to persons who are paid members in good standing in the California Dressage Society and who have indicated their interest in association with this Chapter. Any member in good standing with the California Dressage Society who has declared his/her association with this Chapter shall be able to participate in Chapter functions, vote in Chapter elections, and is eligible to hold office in the Chapter.
- Section 3. Governance: The Chapter shall be governed by the Bylaws of the California Dressage Society, Article XII, Sections 1 through 13. In addition, the Chapter shall establish Standing Rules for local governance which shall not be in conflict with the Standing Rules of the Society. Chapter Standing Rules, and any changes to them, shall be approved by the CDS Executive Board.
- Section 4. Dues.
a. Each member shall pay annual dues to the California Dressage Society which shall be sent to the Central Office together with the official application or renewal form.
b. The Chapter may not make any local mandatory assessments to its membership.
- Section 5. Election of Chapter Board Members.
a. The Chapter shall determine the number of Board Members. To be considered viable, Chapters should elect a minimum of three (3) board members chosen from the Chapter membership. The maximum number of directors will be established at the Annual Chapter Meeting and will be reflected in the Chapter's Standing Rules.
b. The term of office shall be determined by the Chapter in its Standing Rules and shall begin January 1 of the year after the election is held. Terms may be staggered.
c. Chapter elections may be by mail or held at a Chapter election meeting with adequate membership notification or create an online election.
d. The CDS Secretary and the CDS Central Office must be notified of the elected members and officers (Treasurer/Secretary) of the Chapter Board by January 1 of the year following the election.
e. Each Chapter shall annually notify CDS in writing of the number of Board Members, the position of Board members, and of any changes thereto.
- Section 6. Nominating Procedures.
a. A nominating committee shall be appointed by the current Chapter Board, to begin serving no later than September 1 of each year in which an election is held. This committee shall consist of three (3) members, two of whom are not current members of the Chapter Board.
b. The nominating committee shall present a ballot of nominees no later than October at a regularly scheduled business meeting of the Chapter.

- c. In all cases, written consent of the nominee must be obtained.
- d. Nominations from the floor are permitted subject to presentation of written consent from the nominee.

Section 7.

Election Procedure

- a. Each candidate shall be listed on the ballot. There may be a provision for write in candidates. However, write-in candidates will not be accepted without prior receipt of written consent.
- b. The ballot shall be made available to all Chapter members.
- c. The return date must be listed on the ballot. Ballots returned by mail must be postmarked by this date. Ballots may also be returned at a Chapter election meeting which shall be scheduled no later than the return date listed on the ballot.
- d. Ballots shall be returned to a specific member of the ballot counting committee none of whom are current candidates on the ballot. The name and address of ballot counting committee member must be listed on the ballot.
- e. If the ballot contains more candidates than there are open board positions, the individuals who receive the most votes will be declared the winners.
- f. If there are no more candidates than open positions, the election can be by acclamation.
- g. The Chapter Chair shall announce the winners to the Chapter membership and shall notify CDS of the names, addresses and positions of all elected Board members.
- h. The election process must be completed by December 31.

Section 8.

Officers of the Chapter

- a. The elected members of the Chapter Board shall select the Chapter Chair from the members of the elected Chapter Board. Co-Chairs are permitted.
- b. The elected members of the Chapter Board may elect the Chapter Vice-Chair from the members of the elected Chapter Board.
- c. The Chapter Board may appoint the Chapter Secretary and Chapter Treasurer. These individuals do not have to be elected members of the Chapter Board. One individual may serve as both Secretary and Treasurer.
- d. The Chapter Board may appoint as many Committee Chairs as are needed to manage the planned activities of the Chapter. These individuals do not have to be elected members of the Chapter Board. Non-elected Chapter Board Committee Chairs do not carry a vote.
- e. All appointed officers and Committee Chairs must be current members of CDS, in good standing, and their names must be reported to the CDS Central Office as specified under Notification Procedures in Section 10 below.

Section 9.

Duties of the Officers

- a. The Chapter Chair shall preside over all meetings of the Chapter Board. He/She shall approve the meeting agenda. He/she shall appoint all committee chairpersons with the approval of the Chapter Board. He/she shall be an ex-officio member of all committees except the nomination committee. He/she shall make all appointments with the approval of the Chapter Board.
- b. The Chapter Chair shall appoint a replacement for any Board member who is unable to complete his/her term for any reason. The appointment must be approved by a simple majority of the Chapter Board. The replacement shall have all the rights of an elected director, including voting privileges. The replacement director must run for re-election at the end of the term for which she/he has been appointed.
- c. The Vice-Chair shall take over in the absence of the Chapter Chair. He/she shall actively maintain and improve communications between members of the Chapter Board and perform other duties as requested by the Chapter Chair.
- d. Chapter Board members shall attend Chapter Board meetings and shall serve as chairpersons of committees, as appointed. Each elected Chapter Board member shall have one vote.
- e. The Chapter Secretary shall take minutes of each meeting of the Chapter. He/she shall be responsible to notify all Chapter Board members of meeting dates and locations. He/she shall prepare meeting notices, meeting waivers (hold harmless statement for the meeting), and agendas for all meetings with the approval of the Chapter Chair.

f. The Chapter Treasurer shall handle all funds received and paid out by the Chapter. He/she shall bank funds in a bank approved by the Chapter Board. He/she shall maintain a complete record of all business transactions and be prepared to report on the financial status of the Chapter at all times, to both the Chapter Board and membership and to the CDS Executive Board. He/she is responsible for preparation of the year end report required by the CDS Treasurer.

g. Each officer at the expiration of his/her term of office, or upon resignation, shall transfer all records pertaining to his/her office to the succeeding officer within two weeks.

Section 10. Duties of the Chapter Board

a. The Chapter Board shall hold a minimum of one business meeting each year and shall hold as many additional meetings as are necessary to conduct the business of the Chapter.

b. It shall be the duty of the Chapter Board to conduct all business of the Chapter between meetings of the Membership.

c. All meetings shall be open to any CDS member in good standing, with the exception of closed meetings which should be held only when there are sensitive personnel or monetary matters to discuss. Minutes of all meetings must be kept.

d. Minutes must be maintained and published with the exception that minutes of closed meetings are not to be published. All minutes, including any closed or executive sessions, must be made available to the CDS Executive Board and CDS State officers, on request

Section 11. Financial Management. Each Chapter shall establish and manage its own bank account subject to audit and review by the CDS Executive Board. All Chapter functions must be financed through the CDS Chapter's bank account. Accurate records must be maintained and a yearly financial report must be filed with the CDS Treasurer. The CDS Tax ID number must appear on all Chapter accounts. Two approved signatories on the Chapter account (the Chapter Chair and the Chapter Treasurer) are required.

a. The Chapter Board shall expend those funds deemed necessary to carry on the activities of the Chapter.

b. All Chapter financial matters will be made available upon request to the CDS State Treasurer and the CDS State Board.

c. A Chapter may retain an ATM Debit card associated with its bank account

Section 12. State Reporting Requirements. In January of each year, the Chapter is responsible for reporting to the CDS Central Office the following:

a. A signed code of conduct by the chapter chair and chapter board members. If the chapter chair or chapter board member is found to be in violation of the code of conduct, they can be reviewed and found not in good standing.

b. A completed statement of Chapter finances (by January 31), using the form provided by the CDS Central Office or CDS Treasurer.

c. A complete list of current Chapter Officers-

d. A report on the previous year's activities including: number of meetings held, number of activities held, and description of activities held.

e. A list of activities planned, including dates, locations and name/contact information for person responsible.

Section 13. Dissolution. If at any time the Chapter dissolves, any funds remaining in the treasury shall be distributed to the California Dressage Society.

ARTICLE XIII - AMENDMENTS

- Section 1. These By-Laws may be amended by mail or email vote of the Active Membership.
- Section 2. A simple majority of the ballots cast is required.

ARTICLE XIV - DISSOLUTION

- Section 1. If at any time the Society dissolves, any funds remaining in the treasury shall be distributed equally between The Dressage Foundation and University of California at Davis Equine Research.

ARTICLE XV - PARLIAMENTARY AUTHORITY

- Section 1. Robert's Rules of Order, Revised, shall govern Executive Board and membership meetings when not in conflict with these By-Laws.