



Crossroads Dressage and Combined Training Society By-Laws

ARTICLE 1: TITLE, OBJECTS, LOCATION, SEAL

Section 1: TITLE

The organization shall be known as CROSSROADS DRESSAGE AND COMBINED TRAINING SOCIETY (hereinafter called the Society) which shall at all times be operated and conducted as a non-profit private foundation, organized under the laws of the State of Tennessee.

Section 2: OBJECTS

The objects of the Society shall be to fulfill the purposes set forth in the Articles of Incorporation by:

- Fostering and promoting interest among Tennessee horsemen in dressage, jumping, and combined training; and in the spirit of joint venture and cooperation by all, sponsor, promote, and operate horse shows and other equestrian education activities (Activities). Said Activities shall be open to the public.
- Furthering the qualities of good horsemanship
- Furthering the art of horsemanship
- Protecting the welfare of horses

Section 3: PLACE OF BUSINESS

The principle place of business shall be in the State of Tennessee. Business may be conducted at any place convenient to such members or officers as may be participating. The official address of the Society shall be that of the Society's current president.

Section 4: CORPORATE SEAL

The secretary of the Society shall be in charge of the corporate seal and shall be inscribed with the Society's official name. There is no seal adopted at this time.

ARTICLE 2: MEMBERSHIP AND MEETINGS

Section 1: ELIGIBILITY

Members in the Society shall consist of persons interested in contributing their personal efforts or funds to the furtherance and purposes of the Society. Members may be residents of any city or state.

Section 2: CLASSES OF MEMBERSHIP AND FEES

Memberships shall be classified as either adult (21 years and older) or Junior/Young rider (20 years and younger). For membership purposes, age shall be determined as of January 1 of the current year. Memberships and fees for membership shall be determined by the Board of Directors.

- Charter member – Must be an original founding member of CDS whose membership has not lapsed since the formation of the club.
- Annual Adult Member – Must be 21 years or older as of January 1 of the current year
- Annual Junior/Young Rider Member – Must be 20 years or younger as of January 1 of the current year

*Additional family members may join at a reduced rate as either Adult or JR/Young Rider members in order to be eligible for USDF and CDCTS awards and other distinctions. Only the member designated as the “primary” family member shall receive CDCTS or USDF mailings. Memberships shall be recorded and become effective upon receipt of membership fee. Membership fees may be changed for each class of membership from time to time by the Board of Directors. Nonpayment of fees so approved by the Directors may result in termination of membership in the Society.

Section 3: ADULT MEMBERS

ALL adult members in good standing shall be Voting members entitled to one vote each, and shall be eligible to hold office in the Society.

Section 4: JUNIOR/YOUNG RIDER MEMBERS

Junior/Young Rider members shall have discussion rights but shall not be eligible to vote on any matters brought before the Membership, nor shall they be eligible to hold office.

Section 5: HONORARY MEMBERS

Honorary memberships may be conferred by vote of the Membership. Said honorary members shall pay no membership fees and shall not be eligible to vote on any matters brought before the Membership nor shall they be eligible to hold office.

Section 6: MEETING TYPES

(1) Annual Meeting

The Annual meeting of the membership shall be held within 40 days following the close of the fiscal year, which is the calendar year. At said meeting, the Voting members present shall vote by secret ballot, non-present Voting members by proxy (appointed by an instrument in writing, subscribed by such member and bearing date not more than 30 days prior to said meeting), and elect Directors by simple majority vote of those Voting members to fill vacancies on the Board of Directors. The newly constituted Board of Directors shall hold its annual meeting for the purpose of organization immediately after each Annual Meeting of the membership and shall transact such other business as may properly be brought before the meeting.

(2) General Monthly Membership Meetings

Monthly membership meetings of the Board of Directors shall be called by the President; or, at the written request of two of the members of the Board. The Secretary or President shall give oral or written notice of time and location of each such meetings to each Director at least 5 days prior to the meeting; however, if all the Directors waive the advance notice requirement either orally or in writing to the President or Secretary, a Board meeting may be convened at any time. Any action, which might be taken at a meeting of the Board of Directors, may be taken without a meeting if a Record of Memorandum thereof be made in writing and signed by all of the Directors and filed with the Secretary and made a part of the Society's records

(3) Special Meetings

The President, with approval of the Board, may call for a Special Meeting of the membership, or any member may, by petition signed by one-fourth of the Voting members, require the President to call a Special Meeting of the membership. Business transacted at said Special Meeting shall be limited to the purpose stated in the written notice of said meeting.

Section 7: NOTICE OF MEETINGS

Appropriate notice stating the time and place of all Annual and Special Meetings of the members and the nature of the business to be considered shall be given by the Secretary, or other person designated by the Board of Directors, to each member as shown by records of the Society, not less than 10 nor more than 30 days before the meeting. All notices will be sent via email unless written notice has been requested.

Section 8: MEETINGS – WHERE HELD

All meetings of the Board of Directors shall be held at such place as the Directors may determine.

Section 9: ORGANIZATION OF MEETINGS

The President shall call the meeting of the membership to order and act as Chairman of such meeting. The Secretary of the Society shall act as secretary at all meetings of members, but in the event of his absence or failure to act, the Chairman shall appoint another person to act as Secretary pro tem.

Section 10: ORDER OF BUSINESS

At all regular meetings of the Membership and the Board of Directors, the regular order of business shall be:

- Roll Call
- Reading of Minutes
- Reports of Officers
- Reports of Standing Committees
- Reports of Special Committees
- Reports of other representatives of the Society
- Unfinished Business
- New Business

Robert's Rules of Order Revised shall govern Board and Membership meetings when not in conflict with these By-Laws.

Section 11: QUORUM AT MEETING

A quorum shall consist of 5 board members. As long as a quorum exists, a simple majority vote of Directors present is required to transact business. If less than a quorum is present, a majority of those present may adjourn the meeting from time to time until a quorum shall be present.

Section 12: VOTING AT MEETINGS

At each general meeting of the membership, annual meeting, or special called meeting, each Voting member shall be entitled to vote in person or by proxy (appointed by an instrument in writing, subscribed by such member and bearing date not more than 30 days prior to said meeting). All elections shall be had, all questions decided, and all business transacted by a majority vote of the Membership.

Section 13: REMOVAL OF MEMBERS, DIRECTORS, OFFICERS OR ALTERNATES

Any member, regardless of classification, and any Director, officer or alternate may be removed from membership or from office by the affirmative vote or a majority of the Voting members present in person or by proxy, at any Annual or Special Meeting called for that person, for conduct detrimental to the interest of the Society. Any such member, officer, Director, or alternate proposed to be removed shall be entitled to at least ten (10) days' notice in writing by mail of the meeting at which such removal is to be voted upon and shall be entitled to appear before and be heard at such meeting. Any Director, officer or alternate will be considered for removal from the Board if 3 consecutive meetings are missed, but shall be entitled to at least ten (10) days'

notice in writing by mail of the meeting at which such removal is to be voted upon and shall be entitled to appear before and be heard at such meeting.

Section 14: MEMBERSHIP LIST

A complete list of members eligible to vote at an Annual or a Special Meeting of the membership shall be prepared by the secretary, and shall be available for examination by the membership at the site and time of said meeting.

ARTICLE 3: BOARD OF DIRECTORS

Section 1: GENERAL

The Board of Directors shall be the sole governing body of the Society. The operation, business, and property of the Society shall be managed and controlled by the Board of Directors. Individual Directors shall not receive compensation or salary for their services either as Directors or in any other capacity. However, the Board may approve reimbursing individual Directors for direct operating expenses incurred on behalf of the Society. Expenses of attending board meetings shall not be reimbursable.

Section 2: APPROVALS

Activity plans (including but not limited to selection of dates, location and judges), fund raising plans, contracts, budgets, loans and expenditures must be approved by the Board prior to final commitment. Written contracts shall be executed by the President or, in his/her absence, by the Vice-President, and attested by the secretary and the corporate seal.

Section 3: BY-LAW CHANGES

A change in the By-Laws of the Society shall be initiated only by action of the Board of Directors; however, all Voting members in good standing shall be entitled to vote in person or by proxy on the approval of said changes. The membership of the Society shall be notified of any discussions of changes in the By-Laws within 30 days of the next meeting of the membership, at which time changes will be voted upon.

Section 4: NUMBER

The number of elected Directors shall be not less than 5 or more than 9. The number of elected alternates shall not be more than 3.

Section 5: ELECTION AND TERM

Directors shall be adult members who are in good standing of the Society. Candidates for President or Vice President of the Board shall have maintained general membership in the Society for a minimum of two consecutive years before their election to the office. Directors shall be elected by the membership in the manner described in Article 4, section 1. Directors shall be elected for terms of three consecutive years, and alternates shall be elected for a term of one year. To be eligible to become the President of the Board of Directors, the candidate must have been an adult member in good standing for the past two consecutive years.

Section 6: VACANCIES

In the event of an unscheduled vacancy on the Board, the remaining Directors may elect a successor from the current alternates to fulfill the unexpired term by affirmative vote of the majority of the said remaining directors. A Director so elected may function as a Director immediately upon election; however, said election must be confirmed by the membership at the next monthly meeting of the membership. As stated above, in the

event that the unscheduled vacancy is the office of President of the Board, the candidate must have been an adult member in good standing for the past two consecutive years.

Section 7: RESIGNATION OF BOARD MEMBERS

Any board member may resign from the Board by delivering a written resignation to the President or the Secretary of the Society.

ARTICLE 4: OFFICERS

Section 1: ELECTION

The officers shall be elected by the Board at the annual meeting of the Board of Directors. The officers of the Society shall be President, Vice-President, Secretary, and Treasurer, plus any other officers as may be designated by the Board. The President, Vice-President, Secretary, and Treasurer shall be elected from the Board while the other officers may or may not be members of the Board; but, if not Board members, they shall be adult members of the Society.

Section 2: PRESIDENT

The President shall be the Chief Executive Officer of the Society and shall preside at all meetings of the Board and of the membership. He or she shall enforce the rules and by-laws of the Society, nominate committee and subcommittee chairmen for confirmation by the Board, and serve as ex officio member of all committees and subcommittees. To be eligible to run for president, one must have maintained at least 2 consecutive years of membership in the Society prior to election.

Section 3: VICE-PRESIDENT

The Vice-President shall perform the duties of the President in his/her absence, and shall perform such other duties as the President and/or the Board of Directors shall prescribe. To be eligible to run for Vice-President, one must have maintained at least 2 consecutive years of membership in the Society prior to election.

Section 4: SECRETARY

The Secretary shall be responsible for keeping all documents and records of the Society, including, but not limited to, recording minutes of all meetings of the Board and of the membership, and maintaining up-to-date records. In the absence of the Secretary at meetings, the President shall appoint a temporary Secretary to record the minutes. To be eligible to run for Secretary, one must have maintained at least one year of membership in the Society prior to election.

Section 5: TREASURER

The Treasurer shall maintain the financial records of the Society. He shall receive all money and deposit said money in a bank account in the name of the Society. He shall disburse all monies as have been approved by the Board and are due and payable. In addition, he shall be prepared to present a financial report at each meeting of the Board and distribute a written financial statement at the Annual Meeting of the membership. To be eligible to run for Treasurer, one must have maintained at least one year of membership in the Society prior to election.

ARTICLE 5: AFFILIATION

The Society shall conduct all Events in accordance with the rules of United States Equestrian Federation, Inc. (USEF) and the United States Dressage Federation (USDF). The annual membership fees set forth in Article 2 include the annual dues for individual membership in USDF.

ARTICLE 6: CHECKS, DRAFTS, ETC.

All checks, drafts, bills of exchange or other orders for the payment of money out of the funds of the Society, and all notes or other evidences of indebtedness of the Society shall be signed in the name and on behalf of the Society by such persons and in such manner as shall from time to time be authorized by the Board.

ARTICLE 7: GENERAL AND SPECIAL BANK ACCOUNTS

The Board may from time to time authorize the opening and keeping of general bank accounts with such banks, trust companies, or other depositories that the Board may designate. The Board may make such special rules and regulations with respect to such bank accounts, not inconsistent with the provisions of these By-Laws, as it may deem expedient.

ARTICLE 8: NON-PROFIT ORGANIZATIONS AND DISTRIBUTION OF PROCEEDS

The Society shall not be operated for a profit. There shall be no distribution of cash by way of interest, dividends or otherwise to any individual, member, Director, or interest holder of the Society of whatsoever character or description. The value of income producing property owned by the Society shall not be considered net income for the purpose of determining the amount to be donated. Recipient charities shall be determined by the Board of Directors, with first consideration to be given to charities in the State of Tennessee.

ARTICLE 9: DIRECTORS' ANNUAL STATEMENT

The Board of Directors shall present at each Annual Meeting of the Membership, and when called for by vote of the Membership at any Special Meeting of the Membership, a full, clear statement of the business and condition of the Society.

ARTICLE 10: AUDIT

The Board of Directors shall have the books of the Society audited at least once every three years, or as necessary, by an auditing committee of the membership. At a monthly membership meeting prior to the audit, the auditing committee shall be selected from the membership by the voting members attending the meeting, but shall not include any of the members of the Society who has signatory authority on the accounts of the Society. The results of said audit shall be provided to the members of the Society at the next meeting of the Membership.

ARTICLE 11: APPROVAL

The foregoing By-Laws, after having been read article by article, were adopted by the Directors and certified by the Secretary of the CROSSROADS DRESSAGE AND COMBINED TRAINING SOCIETY INC., at the Board meeting held on the ___11th___ day of ___November___, __2008__.

CDCTS Secretary

CDCTS President

Date