

Morgan Dressage Association Bylaws

ARTICLE I. NAME OF ORGANIZATION

The name of this organization shall be **Morgan Dressage Association, Inc.** hereafter referred to as MDA.

ARTICLE II. PURPOSE

MDA is a national organization that supports the needs of horsemen and women who train, compete, breed and promote Morgan Horses in the equine sport of dressage. The specific objectives and purpose of this organization shall be:

1. To provide scholarships for furthering education and training of horse and riders
2. To offer yearly awards of excellence to its members
3. To share members' accomplishments and educational articles in its newsletter.

MDA is committed to appealing to all levels of involvement for its members and all levels of Morgan dressage performance and enhancing its profile in dressage nationwide. MDA promotes educational activities, programs and events designed to enhance Morgan horse in dressage education, use and appreciation. By sharing mutual interests in the Morgan horse, its members gain a common bond that helps the organization accomplish its goals. MDA supports youth interested in the Morgan horse in dressage via a junior membership.

This corporation is organized and operated exclusively for charitable purposes within the meaning of section 501(c)3 of the Internal Revenue Code. Notwithstanding any other provisions of these articles, the organization, shall not carry on any other activities not permitted to be carried on by an organization exempt from Federal Income tax under section 501(c)(3) of the Internal Revenue Code of 1986. Upon winding up and dissolution of the corporation after paying or adequately providing for the debts and obligations of the corporation, the remaining assets shall be distributed to a non-profit fund, foundation, or corporation which is organized and operated exclusively for charitable, educational, religious, and or scientific purposes and which has established its tax-exempt status under section 501c3 of the Internal Revenue Code.

ARTICLE III. MEMBERSHIP

Section 1. Eligibility for Membership

Application for membership shall be open to any individual who supports the purposes of Morgan Dressage Association. Membership is granted after completion and receipt of a membership application and annual dues.

Any person, desirous of becoming a member of MDA, may apply in writing or online to the Membership Chairperson. Such application shall be accompanied by payment of one year's dues. Membership shall become effective upon receipt of the membership application and payment of dues. Memberships expire on December 31st of that year.

There shall be five types of membership:

- Individual/Senior – Standard voting membership for one adult
- Junior/Youth – Standard non-voting membership for one member eligible to show as a junior member under current USEF rules
- Family – Voting membership includes two married adults and all children age 17 & under. One vote allowed per membership
- Farm – Voting membership includes all legal owners of a single farm. One vote allowed.
- Patron – Contributing voting membership includes all who would normally be included in farm or family membership. One vote allowed.

Section 2. Annual Dues

Annual dues shall be determined by the Board of Directors and are payable on or before December 31 of each year. Membership fees received between November 1 and December 31 shall be applied as membership for the following year, unless otherwise requested by the member.

Section 3. Rights of Members

Active members have voting rights requisite with their membership type.

Rules and requirements for awards and scholarships will be posted on the MDA website or otherwise made available to all current members.

All Officers and Directors, as well as anyone serving on any committee of the club, are required to maintain current membership with MDA.

ARTICLE IV. MEETINGS OF MEMBERS

Section 1. Meetings

A meeting of the members shall be held annually, at a time and place designated by the Board of Directors. Membership meetings may be virtual. At the annual meeting the members shall elect directors and officers and receive reports on the activities of the association.

Section 3. Special Meetings

Special membership meetings may be called by a simple majority of the board of directors. A petition signed by ten percent (10%) of voting members may also call a special meeting.

Section 4 Notice of Meetings

Notice of each annual or special membership meeting shall be given to each member, by e-mail or mail, not less than two weeks prior to the meeting.

Section 5. Quorum

A quorum for a meeting of the members shall consist of ten percent (10%) of the active membership.

Section 6. Voting

All issues to be voted on shall be decided by a simple majority of votes submitted prior to or cast at the meeting in which the vote takes place.

ARTICLE V. BOARD OF DIRECTORS

Section 1. General Powers

The affairs of the organization shall be managed by its Board of Directors (the Board). The Board of Directors shall have control of and be responsible for the management of the affairs and property of the organization.

Section 2. Number, Tenure, Requirements, and Qualifications

The number of Directors shall consist of no less than three (3) and no more than seven (7), including the following Officers: President, Secretary, Treasurer. All Directors and Officers will serve three-year terms, and may serve multiple terms. The immediate past President will be a Director for the term following the end of their presidency.

All members of the Board of Directors must be approved by a majority vote of the members voting, prior to or during the annual member meeting.

Each member of the Board of Directors shall attend or provide proactive notification of non-attendance at all meetings.

Section 3. Regular Meetings

The Board of Directors shall meet no less than four (4) times in each calendar year. Meetings may be virtual. All notices of meetings shall include the date, time, place or meeting link, and agenda.

Order of business shall be: Reading of the minutes of the previous meeting, report of the Secretary, report of the Treasurer, reports of any standing committees, reading of communications, unfinished business, election and installations of Officers, new business, open discussions, and adjournment.

A copy of the list of members, together with a copy of the annual fiscal statement of MDA shall be made available for inspection by any member at each Board of Directors meeting as well as at the annual meeting of the members. In addition thereto, copies of any of the above shall be furnished to a member upon request in writing upon the condition that such member reimburse the MDA for all reasonable expenses incurred in providing such material.

Section 4. Special Meetings

Special meetings of the Board of Directors may be called by or at the request of the President or any two members of the Board of Directors.

Section 5. Notice

Notice of any special meeting of the Board of Directors shall be given at least five (5) days in advance of the meeting by telephone or electronic methods or by written notice. Acknowledgement by all members of the Board is required so that it is known that all members are aware there is a special meeting.

Section 6. Quorum

The presence of a majority of current members of the Board of Directors shall be necessary at any meeting to constitute a quorum to transact business, but a lesser number shall have power to adjourn to a specified later date without notice. The act of a majority of the members of the Board of Directors present at a meeting at which a quorum is present shall be the act of the Board of Directors.

Section 7. Forfeiture

Any member of the Board of Directors who fails to fulfill any of his or her requirements as set forth in Section 2 of this Article may forfeit his or her seat on the Board. The Board shall review and may determine that the seat has been forfeited and remove the member. If so, Board of Directors may forthwith immediately proceed to fill the vacancy. Members of the Board of Directors who are removed for failure to meet any or all of the requirements of Section 2 of this Article are not entitled to vote at the annual meeting.

Section 8. Vacancies

Whenever any vacancy occurs in the Board of Directors it shall be filled without undue delay by a majority vote of the remaining members of the Board of Directors at a regular meeting.

Section 9. Compensation

Members of the Board of Directors shall not receive any compensation for their services as Directors.

Section 10. Parliamentary Procedure

Any question concerning parliamentary procedure at meetings shall be determined by the President by reference to Robert's Rules of Order.

ARTICLE VI. OFFICERS

The officers of this Board of Directors shall be the President, Secretary and Treasurer. All officers must have the status of active members of the Board.

Section 1. President

The President shall preside at all meetings of the Board and the membership. The President shall submit a report of the operations of the program for the fiscal year to the members at the annual meetings. The president may appoint committees and call special meetings of the Board. The President shall execute all legal documents upon the majority vote of the Board. Election to this office will be made at the annual meeting of the MDA.

Section 2. Secretary

The Secretary shall record vote outcomes and minutes of all meetings, send notices of meetings for the Board of Director meetings and the member meeting(s), perform all official correspondence from the Board of Directors to the members, and shall retain copies of pertinent and relevant records and documents obtained from Directors and officers. Election to this office will be made at the annual meeting of the MDA.

Section 4. Treasurer

The Treasurer shall receive and keep records of all monies, debts and other monetary obligations of MDA; shall have the authority to sign checks and make other disbursements for the purpose of meeting the approved financial obligations of MDA; shall report and enter a complete financial report to the members at the annual meeting; shall provide accurate and complete financial records for required tax reporting. Election to this office will be made at the regular annual meeting of the MDA.

All expenditures of the MDA must be Board approved, either by individual vote or as part of an approved budget. If an Officer, Director or other Board or Committee member enters into a contract or other obligation on MDA's behalf that has not been previously approved by the Board of Directors or as part of an approved budget, that debt will become the sole financial responsibility of the Officer, Director or other Board or Committee member making that obligation.

The books of account of the Treasurer shall be reviewed annually, or as otherwise directed by the Board of Directors, and any members that submit a request to the Board of Directors. Results of this review shall be available upon request.

Section 5. Election of Officers

At least sixty (60) days prior to the annual meeting, the Nominating Committee shall submit the names of those persons who are candidates for the respective offices of the Board of Directors. Nominations shall also be received from the floor of the Board of Directors after the report of the Nominating Committee. The Membership Chairperson shall confirm the eligibility of the candidates by verifying that they are active members of MDA. The Nominating Committee shall make the final decision on the slate and present it to the Secretary who shall mail it to the membership at least thirty (30) days before the annual meeting.

The election shall be held at the annual meeting. Those officers elected shall serve a term of three (3) years, commencing at the next meeting following the annual meeting.

Elections shall be by online vote of those present or submitted prior to the annual meeting. The ballots shall be counted by the Secretary and verified by the Nominating Committee. The candidate or candidates receiving the largest number

of votes shall be elected. In the case of a tie, a second ballot shall be cast eliminating the candidate(s) who did not tie. If a second tie results, the candidate(s) having the longest period of membership in MDA shall be elected.

If a vacancy should occur on the Board of Directors during a member's term, this vacancy can be filled by the Board of Directors. Such appointment shall continue until the end of that position's term.

Passage of all pertinent and relevant records and documents from outgoing Committee members, Directors and Officers shall be kept on file in a designated place of occupancy with the Secretary where they will be available to the newly elected Committee members, Directors and Officers in order to assist them in the performance of their duties.

ARTICLE VII. COMMITTEES

Section 1. Committee Formation

The President may appoint committees as needed to carry on the business of MDA except where otherwise noted. All committees will be reviewed by the Board of Directors.

Section 2. Nominating Committee

Shall consist of two (2) active members of the Board. It shall be the duty of this Committee to nominate two (2) members for each vacancy including Officer and Director openings to be voted on at the annual meeting of MDA. If only one (1) candidate is available for a position, the Committee may nominate only one (1) candidate.

Section 3. Membership Committee

A Membership Chairperson shall be appointed by the President.

Section 4: Budget Committee

The Treasurer shall chair the Budget Committee. Said Committee to be formed each year and shall be composed of the President and one (1) active member of the Board. The Budget Committee shall submit a recommended budget to the Board of Directors. The final budget will be available to the membership. Any Committee must seek approval of the Board as to any expenditure that exceeds their total approved budget.

Section 6: Committee and Club Records

Each Committee Chairperson or committee member shall retain the records of their position/committee in accordance with practices established by the Secretary. Records include notes, procedures, online accounts, and official documents related to the position/committee. The records of each outgoing Committee Chairperson shall be passed onto the incoming Committee Chairperson along with a current job description.

ARTICLE IX. – Conflict of Interest and Compensation

Section 1: Purpose

The purpose of the conflict of interest policy is to protect this tax-exempt organization's interest when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an officer, director or committee member of MDA or might result in a possible excess benefit transaction. This policy is intended to supplement but not replace any applicable state and federal laws governing conflict of interest applicable to nonprofit and charitable organizations.

Section 2: Definitions

a. Interested Person

Any director, officer, or member of a committee authorized by the board, who has a direct or indirect financial interest, as defined below, is an interested person.

b. Financial Interest

A person has a financial interest if the person has, directly or indirectly, through business, investment, or family:

1. An ownership or investment interest in any entity with which MDA has a transaction or arrangement,
2. A compensation arrangement with MDA or with any entity or individual with which MDA has a transaction or arrangement, or
3. A potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which MDA is negotiating a transaction or arrangement.

Compensation includes direct and indirect remuneration as well as gifts or favors that are not insubstantial.

A financial interest is not necessarily a conflict of interest. A person who has a financial interest may have a conflict of interest only if the board of directors or appropriate committee decides that a conflict of interest exists.

Section 3. Procedures

a. Duty to Disclose. In connection with any actual or possible conflict of interest, an interested person must disclose the existence of the financial interest and be given the opportunity to disclose all material facts to the directors and members of committees with board delegated powers considering the proposed transaction or arrangement.

b. Determining Whether a Conflict of Interest Exists. After disclosure of the financial interest and all material facts, and after any discussion with the interested person, he/she shall leave the board or committee meeting while the determination of a conflict of interest is discussed and voted upon. The remaining board or committee members shall decide if a conflict of interest exists.

c. Procedures for Addressing the Conflict of Interest

1. An interested person may make a presentation at the governing board or committee meeting, but after the presentation, he/she shall leave the meeting during the discussion of, and the vote on, the transaction or arrangement involving the possible conflict of interest.
2. The President of the board or Chairperson of the committee shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement.
3. After exercising due diligence, the governing board or committee shall determine whether MDA can obtain with reasonable efforts a more advantageous transaction or arrangement from a person or entity that would not give rise to a conflict of interest.
4. If a more advantageous transaction or arrangement is not reasonably possible under circumstances not producing a conflict of interest, the governing board or committee shall determine by a majority vote of the disinterested directors whether the transaction or arrangement is in MDA's best interest, for its own benefit, and whether it is fair and reasonable. In conformity with the above determination it shall make its decision as to whether to enter into the transaction or arrangement.

d. Violations of the Conflicts of Interest Policy

1. If the board or committee has reasonable cause to believe a member has failed to disclose actual or possible conflicts of interest, it shall inform the member of the basis for such belief and afford the member an opportunity to explain the alleged failure to disclose.

2. If, after hearing the member's response and after making further investigation as warranted by the circumstances, the governing board or committee determines the member has failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action.

Section 4. Records of Proceedings

The minutes of the board and all committees with board delegated powers shall contain:

- a. The names of the persons who disclosed or otherwise were found to have a financial interest in connection with an actual or possible conflict of interest, the nature of the financial interest, any action taken to determine whether a conflict of interest was present, and the governing board's or committee's decision as to whether a conflict of interest in fact existed.
- b. The names of the persons who were present for discussions and votes relating to the transaction or arrangement, the content of the discussion, including any alternatives to the proposed transaction or arrangement, and a record of any votes taken in connection with the proceedings.

Section 6. Annual Statements

Each director, officer and member of a committee with board delegated powers shall annually sign a statement which affirms such person:

- a. Has received a copy of the conflicts of interest policy,
- b. Has read and understands the policy,
- c. Has agreed to comply with the policy, and
- d. Understands the Organization is charitable and in order to maintain its federal tax exemption it must engage primarily in activities which accomplish one or more of its tax-exempt purposes.

ARTICLE XI. BOOKS AND RECORDS

The corporation shall keep complete books and records of account and minutes of the proceedings of the Board of Directors.

ARTICLE XII. AMENDMENTS

Section 1. Articles of Incorporation

The Articles may be amended in any manner at any regular or special meeting of the Board of Directors, provided that specific written notice of the proposed amendment of the Articles setting forth the proposed amendment or a summary of the changes to be effected thereby shall be given to each director at least three days in advance of such a meeting if delivered personally, or by e-mail or at least five days if delivered by mail. Amendments of the Articles shall require the affirmative vote of a majority of directors then in office.

Section 2. Bylaws

Any of the By Laws may be amended, repealed or changed by a quorum vote of the members present and voting at any annual meeting of the MDA. In the notice of the meeting to the members, the proposed amendment, repeal or change must be clearly stated.

ADOPTION OF BYLAWS

ADOPTED AND APPROVED by the Board of Directors of the Morgan Dressage Association, Inc. on this 11 day of April, 2022.

Renee Surprenant, President

Josephine Trott, Secretary

Angela Thayer, Treasurer