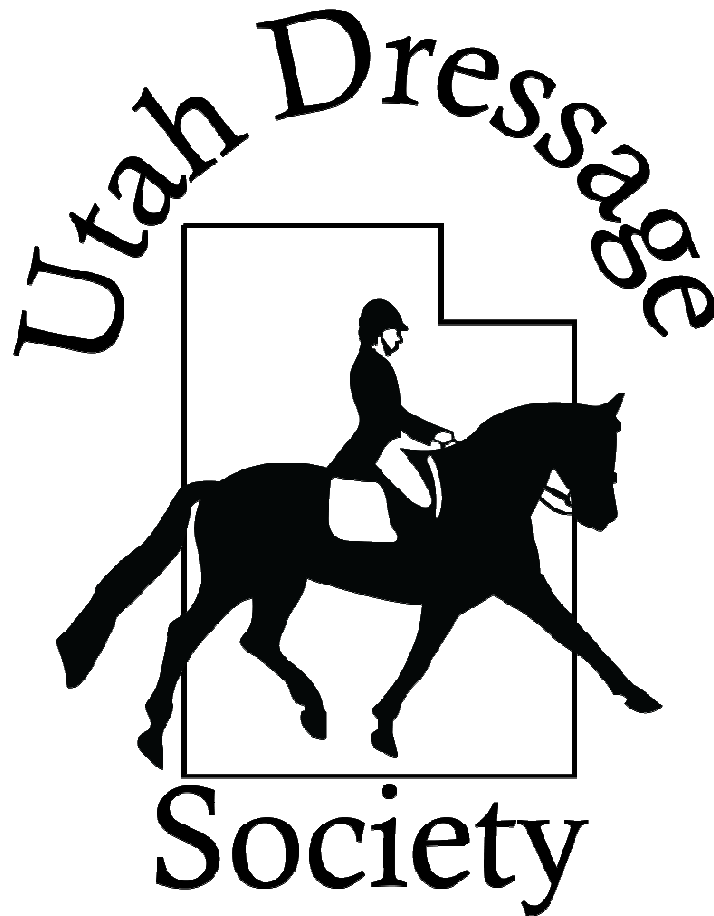


# UTAH DRESSAGE SOCIETY

## By-Laws

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This document supersedes and replaces any previous version of this document

# UTAH DRESSAGE SOCIETY BY-LAWS

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## **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. The corporation is organized exclusively for charitable, educational, and scientific purposes, within the meaning of Section 501(c)(3) of the Internal Revenue Code (1986, as amended) ("IRC"), or a successor provision, and applicable Treasury Regulations. The UDS's name, website, social media outlets such as Facebook, Twitter, etc. are considered intellectual property of the UDS and should be treated as such.

## **PROVISION II: MISSION STATEMENT AND OBJECTIVES**

1. Mission Statement:
  - a. 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.
2. Dressage is the gradual, systematic, and harmonious advancement of the horse, both physically and mentally, to develop its natural abilities and to make riding 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.
3. The objectives of UDS are:
  - a. To provide a framework within which individuals can progress in the schooling of themselves and their horses.
  - b. 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.
4. The corporation may receive funds and donations from time to time.
5. General Limitation:
  - a. UDS will not devote more than an insubstantial part of its assets to an activity which itself is not in furtherance of an exempt purpose within the meaning of IRC §501(c)(3), or a successor provision, and applicable Treasury Regulations. The corporation will not carry on any activity not permitted to be carried on by an organization exempt from federal income tax under IRC §501(c)(3).
6. Specific Limitations
  - a. The corporation is subject to the following specific limitations:
  - b. The corporation will not devote a substantial part of its activities to influence legislation by propaganda or otherwise, and the corporation may not participate in or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office.
  - c. No part of the net earnings of the corporation will inure to the benefit of or be distributed to any private individual including its directors or officers, except that the corporation may pay reasonable compensation for services rendered.

## **PROVISION III: ADDRESS OF UDS**

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

## PROVISION IV: MEMBERSHIP

1. Membership:
  - a. Membership in UDS and its Chapters is open to all persons regardless of religion, race, color, creed, sex, age, or national origin.
  - b. Membership in UDS shall be of two classes: adult and junior. The membership classes are defined as follows:
    - i. 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.
    - ii. 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 Policies and Procedures document.
  - c. The benefits of membership shall apply for the membership period for which they are paid. The benefits of membership are defined below:
    - i. Each adult member can hold office and shall be entitled to one vote. Each junior member shall be entitled to one vote.
    - ii. Members shall be given a minimum of 7 (seven) days notice of UDS meetings and activities.
    - iii. Members shall be eligible for awards as specified in UDS Rules.
    - iv. Members shall receive a copy of the UDS newsletter and Omnibus.
    - v. Members may sponsor Chapters.
    - vi. Members shall be given a group (GMO) membership in the USDF.
    - vii. Members are eligible to compete in UDS shows and may be eligible to compete in shows recognized by USDF so long as they are USDF and USEF members or pay non-member fees.
2. Chapters:
  - a. Chapters may be formed to promote educational activities and competitions on the local or interest-based level.
  - b. 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.
  - c. All members of a Chapter must be members of UDS.
  - d. A copy of each Chapter's current by-laws must be filed with the Secretary of UDS.
  - e. 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.
  - f. Chapters shall be responsible for the management of their own funds.

- g. A Chapter shall pay an initial recognition fee to UDS in the amount stated in the UDS Rules.
- h. A Chapter may dissolve itself upon a vote of the Chapter membership with a two-thirds (2/3) majority.

## **PROVISION V: DUES AND ASSESSMENTS**

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

## **PROVISION VI: BOARD OF DIRECTORS**

1. The Board of Directors must be adult members of the UDS.
2. 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.
3. 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.
4. Proxy-voting by members of the Board of Directors shall be allowed upon notification by letter or electronic mail to the Board of Directors. The document used as a proxy vote is to be included with the minutes. Except for holding a proxy, no member of the Board of Directors may have more than one (1) vote of the Board of Directors.
5. The Board of Directors shall meet at a minimum, six (6) times a year. 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**

1. UDS shall have nine (9) officers: President, Vice President, Secretary, Treasurer, Director of Communications, Director of Competitions, Director of Membership, Director of Education and Director of Events. Each officer shall be a member of the Board of Directors
2. Term of Office:
  - a. The members shall elect the officers per the process outlined in the Rules. Officers shall hold office for a term of two (2) years.
  - b. The President, Secretary, Director of Membership and Director of Events are elected for terms to begin January 1st of even-numbered years.

- c. The Vice President, Treasurer, Director of Competitions, Director of Communications, and Director of Education are elected for terms to begin January 1st of odd-numbered years.
3. The Nominating Committee will consist of three (3) current UDS members. One will be a Board member while the others are non-Board members. One member of the committee will be designated the election process Manager. Candidates for office cannot serve on this committee.
4. Just Cause:
  - a. The UDS By-laws allows the removal of members of the UDS Board of Directors for “just cause” via a majority vote of a quorum of the members of the Board of Directors.
  - b. If a member of the Board of Director has 3 unexcused absences then it is at the Board's discretion to decide what level of disciplinary action will occur.
  - c. A board member removed under the definition of “just cause” may petition to the Board of Directors for reinstatement. A majority vote of a quorum of the remaining members of the Board of Directors may reinstate the removed member.
5. 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.
6. Board Positions will be as defined in the rules. A brief description of each board position is provided below however members should refer to the UDS Policies and Procedures document for detailed descriptions.
  - a. President: 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. The President shall represent UDS with all organizations requiring such representation and shall be the official UDS spokesperson before the public.
  - b. Vice President: The Vice President shall exercise any power or duty of the President in his/her absence and shall carry out such other duties as the President may assign.
  - c. Secretary: The Secretary shall take accurate minutes of all meetings of the Board of Directors and of all meetings of the members. The Secretary shall maintain the minutes and the permanent records of UDS.
  - d. Treasurer: The Treasurer shall be responsible for the books of UDS and shall maintain UDS financial records.
  - e. Director of Communications: The Director of Communications shall inform UDS members concerning matters of interest to the members.
  - f. Director of Competitions: The Director of Competitions shall organize and maintain results' records for any competitions recognized by UDS.
  - g. Director of Membership: The Director of Membership shall develop and execute programs to increase the UDS membership. The Director of Membership shall maintain the membership list and assist the other officers by providing membership information to them.
  - h. Director of Education: The Director of Education shall develop programming to meet the needs of the members.
  - i. Director of Events: The Director of Events shall be responsible for the UDS Annual Awards Banquet and Silent Auction.

## **PROVISION VIII: COMMITTEES**

1. There will be no permanent committees.
2. Ad Hoc Committees:
  - a. The Board of Directors may establish Ad Hoc Committees for conducting specific activities in support of UDS.
  - b. Chairpersons and committee members serve at the pleasure of the Board of Directors.
  - c. 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**

### **ANNUAL MEETING**

1. An Annual Meeting of members shall be held yearly in November at such date and time as the Board of Directors may designate. The Board of Directors shall give a minimum of fifteen (15) days notice of the Annual Meeting to all UDS members .

### **BOARD OF DIRECTORS MEETINGS**

1. The Board of Directors shall meet a minimum of six (6) times each year.
2. All Board of Directors meetings shall be publicized on the UDS Website a minimum of seven (7) days prior to the meeting regarding location, date, time , and agenda.
3. The rules contained in the current edition of Robert's Rules of Order, Newly Revised, shall govern the UDS in all cases to which they are applicable.
4. UDS members, and others sharing an interest in dressage, are welcome to attend official meetings as outlined in the Rules.
5. If a member has an agenda item, s/he is to submit the item, in writing, to the President, a minimum of seven (7) days prior to the meeting.
6. Non-members may speak to the Board of Directors providing they are sponsored by a Board member and they follow the procedure(s) contained in the Rules.

## **PROVISION X: COMPETITIONS**

1. UDS may recognize competitions.
2. UDS may sponsor a show.

## **PROVISION XI: AWARDS**

1. UDS may sponsor awards.
2. Any awards sponsored by UDS shall be designated in the Rules of UDS.

## **PROVISION XII: RULES OF UDS**

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

### **PROVISION XIII: DISSOLUTION**

1. The corporation may be dissolved only in accordance with provisions set forth in the corporation's Articles of Incorporation and Utah Code Ann. § 16-6a-1401 or 1402. All assets distributable upon liquidation and dissolution of the corporation will be distributed only to one or more organizations designated by the active Board of Directors at the time which are qualified as charitable organizations under IRC §501(c)(3), or a successor provision.

### **PROVISION XIV: AMENDMENTS TO BY-LAWS AND RULES**

1. 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-laws shall become effective upon publication to the members.
2. The Board of Directors may vote to add, change, or delete rules of the UDS. The new rule shall become effective upon publication to the members.