

# *Heritage Dressage Association*

## **ARTICLE I**

NAME The name of the organization shall be " Heritage Dressage Association". (hereinafter referred to as "HDA")

## **ARTICLE II**

### **Purpose and Organization**

1. HDA's purpose is to create and maintain an interest in the Art and Sport of Dressage to the South Shore equestrian community.
  - a. Promote the best interest of horsemen and horsewomen and to serve, support and protect the interest of HDA membership.
  - b. To sponsor a maximum of four (4) shows per year.
  - c. Proper records will be maintained inconjunction with the sport of dressage. Such records will be accessible by members upon written request to the Board of Directors.
2. HDA shall be operated as a non-profit organization under the laws of the Commonwealth of Massachusetts and of the United States of America.
3. The fiscal year of the association shall end on December 31.

## **ARTICLE III**

### **Membership and Dues**

1. Membership in HDA shall be open to all interested persons and shall consist of the following classifications.
  - a. Senior membership for individuals 18 years and over with the right to vote.
  - b. Junior membership for individuals under 18 years of age as of December 1, with no right to vote.
  - c. Family membership shall consist of one individual membership with a charge for each additional family member. Senior members will have a right to vote, junior members will not.
2. Dues
  - a. Membership fees for the coming year for each class of membership shall be determined by the Board of Directors and to be presented at the annual meeting. Annual membership expires on December 31 of each year.
  - b. A portion of the annual dues ( a fee declared by USDF) will provide members with an (Individual) membership to the United States Dressage Federation. *620.17*
3. Members in Competition

Members may compete for year end awards. The rules relating to such awards and to horse shows and related matters shall serve as the base Rules and Regulations of HDA until amended, revoked or restated by the Board. Any or all rules and regulations may be amended, revoked or restated by the Board of Directors at which there is a quorum present, by two thirds vote of the Board members present, provided notice of such proposed amendment or general nature there of , has been mailed to each member of the Board ten (10) days prior to such meeting.

#### 4. Powers of the Members

- a. At annual meeting, to elect officers and directors to the Board and to fill vacancies.
- b. To provide input and guidance to the Board of Directors on matters regarding policy and the operation of the Association.

#### 5. Meetings

- a. The Board of Directors shall meet once a month. Members are welcome at any Board meeting.
- b. The annual meeting of members and directors will be held at the awards banquet.

#### 6. Quorum

- a. A quorum of the general membership at the annual meeting shall consist of 10% of the voting membership.
- b. A majority of the Directors then in office shall constitute a quorum for the transaction of business at any meeting of the Board of Directors. The vote of a majority of the Directors present at a meeting at which a quorum is present shall be an act of the Board of Directors.

### *ARTICLE IV*

#### 1. Officers of the Association shall be a President, one Vice President, Secretary and Treasurer.

##### a. Duties of the Officers

1. President shall serve as chief executive officer, shall prepare the agenda, call and preside at all meetings of the Board. Except in case of a tie the President will have no vote on Board matters.
2. Vice President shall perform such duties as may be assigned to him or her by the President of the Association. In the absence of the President, he or she shall assume all duties of the President
3. The Secretary shall record and keep minutes of the meeting of the Board of Directors. The Secretary shall be responsible for furnishing minutes of the prior meeting to each Director. The Secretary shall maintain a permanent file of HDA. The Secretary shall perform all duties incident of the office of Secretary.
4. The Treasurer shall collect and safely keep all funds belonging to HDA and disperse those funds in the payment of debts and obligations. The Treasurer shall report to the Board at each Board meeting a (written) report of all incomes and expenses for the year. ( The Treasurer shall furthermore be responsible for submission of such reports as may be required by the Federal, State and Local Governments regarding the activities and tax status of the Association.)

In addition, the following officials may be appointed by the Board of Directors annually.

- a. The Point Secretary shall be responsible for keeping all show records and presenting reports to the membership and shall report to the Board as to the status and results of his or her activities and all horse shows.
- b. The Show Manager shall be responsible for the smooth operation of each show sponsored by the Association.

## **ARTICLE V**

### **The Board of Directors**

1. There shall be a Board of Directors comprised of nine (9) senior members of the Association including primary officers. The purpose of the Board of Directors is to serve the best interest of the membership by promoting goals of the Association as defined in Article II.
2. Members of the Board of Directors shall be elected annually by the membership at the annual meeting upon presentation by the President and by a mail in ballot. All candidates must be members in good standing of HDA.
3. All meetings of the Board of Directors shall be open to members except if the presiding officer or the Board determines all or part of a meeting should be closed. Members may propose agenda items for consideration by the Board.
4. The Board of Directors shall have the entire control of the affairs of the Association and be responsible for setting overall policy.
5. The Board of Directors must act upon all contractual obligations, purchases lease or sale of property, affiliations, etc., and must specifically approve all material contracts. Either or both the President or the Treasurer, or any other Board Member(s) specifically authorized by the Board, may sign checks, notes, drafts, contracts, bonds and other obligations of the Association.

## **ARTICLE VI**

### **1. Committees of the Board**

- a. To the extent permitted by law, the Board of Directors may create any committee or committees. Such committees may, but need not to include the following:
  - Awards Committee
  - Banquet Committee
  - By-law Committee
  - Education Committee
  - Public Relation Committee
  - Show Committee
  - Video Committee
- b. All committees and the members thereof shall be recommended by the President and approved by the Board of Directors.
- c. All committees may include members of the Association who are not Directors.
- d. No committee shall have authority to contract on behalf of or otherwise bind the Board or the Association, unless (i) such committee consist solely of members of the Board of Directors and (ii) the vote of the Board establishing such committee specifically delegates the power and authority to do so.

## ***ARTICLE VII***

### **Conflict of Interest**

No member of the Board of Directors may use his/her membership on the Board for the purposes which are or give the appearance of being motivated by private gain on the part of the member. In each instance of conflict of interest, the member shall withdraw and abstain from discussion and voting on the matter. A member withdrawn because of conflict of interest may be counted towards a quorum.

## ***ARTICLE VIII***

### **Indemnification of Directors and Agents**

Any person threatened with or made a party to any action, suit or other proceedings by reason of the fact that he or she is or was a member of the Board of Directors or who serves or has served at the Association's request as a director, officer, employee or other agent of another organization in which the Association has an interest shall be indemnified by the Association to the fullest extent permitted by law against all liabilities and expenses, including counsel fees reasonably incurred by him or her in connection therewith, except as herein provided. The Association may also indemnify any other officer, agent or employee of the Association to the extent that the Board of Directors may, in its sole discretion, determine. No indemnification shall be provided for any person with respect to any matter as to which she or he shall have been adjudicated in any proceedings not to have acted in good faith in the reasonable belief that his action was in the best interest of the Association; provided however, that as to matters disposed of by a compromise payment by such person, pursuant to consent decree or otherwise, no reimbursement, either for said payment or for any other expenses in connection with the matter so disposed of, shall be provided unless such compromises shall be approved:

- a. by a disinterested majority of the Board of Directors then in office;
- b. if a majority of the Board of Directors are interested, by a majority of the disinterested directors then in office.
- c. by a majority of the disinterested Voting Members outstanding at the time.

## ***ARTICLE IX***

### **Amendments**

These Bylaws may be amended by the Board of Directors at any meeting at which there is a quorum present by a two thirds vote of the Board members present, provided notice of such proposed amendments has, or of the general nature thereof, been mailed to each member of the Board at least ten (10) days prior to such meeting