

PIEDMONT DRIVING CLUB Inc. – BYLAWS

Revised by Board January 15 2022

1 Classifications: The Corporation shall have four (4) types of Members who shall be
2 approved for Membership by the Board of Directors and who shall be individuals
3 interested in the stated purposes of the Corporation as listed below.

4
5 Individual Membership - Individual Members are eligible for service on the Board of
6 Directors and if elected to the Board shall have one (1) vote. Each Individual Member
7 shall have one (1) vote at Membership meetings.

8
9 Family Membership - Membership shall be restricted to the immediate family. All family
10 Members are eligible to elect and vote for the Board of Directors provided that each
11 such family Member is at least 18 years old. They shall each have one (1) vote at the
12 Membership meetings.

13
14 Farm Membership – Membership shall be restricted to the immediate family residing on
15 the farm. All family Members are eligible to elect and vote for the Board of Directors
16 provided that each such family Member is at least 18 years old. They shall each have
17 one (1) vote at the Membership meetings. Farm membership shall include duly
18 employed person/s of a Farm Member and shall be allowed to drive with the Club.
19 Persons designated as Farm Membership support shall not have voting privileges, nor
20 shall they be eligible for election or appointment to the Board of Directors.

21
22 Honorary Member - The majority of the Board of Directors may designate any person
23 as an "Honorary Member" for life. Those given Honorary Membership status shall
24 have all the privileges of regular Membership including voting in elections. However,
25 Honorary Members shall not serve on the Board of Directors unless they pay regular
26 Membership dues.

27
28 Nomination as an Honorary Member shall include individuals who have in ways or
29 acts that have fundamentally improved the club, the sport of driving, or the equine
30 community as a whole.

31
32 1. Dues: Annual dues shall be reviewed and adjusted as necessary once each year by
33 the Board of Directors. Annual dues for all types of Members shall be payable in
34 January. Only those Members who pay dues on time shall be in good standing and
35 eligible to vote and enjoy the other privileges of Membership as herein set forth. Any
36 Member who has not paid dues within three (3) months of the date on which the dues
37 notice is sent shall be automatically dropped from Membership rolls.

38
39 2. Purpose: The purpose of this Corporation shall be to promote safe and pleasurable
40 carriage driving events, to enhance the public's understanding of carriages and harness
41 horses as a modern day means of transport, to enjoy the carriage trails and roads that
42 have been made available to the Club, and to promote good will within the carriage
43 driving community as well as within the many venues in which we drive. Members of the

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44 Corporation shall strive to be good ambassadors for the art and sport of carriage driving
45 and agree to participate with good will in picnic drives, excursions, exhibitions, clinics,
46 shows and meetings.

47

48 3. Revocation of Membership: The majority of the Board of Directors, by vote, has
49 the authority to withdraw Membership privileges from any Member who displays
50 mistreatment or cruelty toward any animal, practices unsafe conduct thereby
51 endangering others, or who refuses to act in a manner consistent with the positive
52 culture of the Corporation.

53

54 4. Annual Meeting: There shall be an annual meeting of the Members of the
55 Corporation to be held on such date and at such place designated by the Board of
56 Directors. At least two weeks' notice must be given by mail or email to all Members in
57 good standing. Every effort will be made to hold the meeting between November 1 and
58 March 15.

59

60 5. Special Meetings: Special meetings of the Membership may be called by the
61 President, by the Board of Directors, or by not less than one-tenth (1/10) of the
62 Individual, Family and Honorary Members of the Corporation in good standing. The time
63 and place for such special meeting shall be set forth in the notice of the meeting.

64

65 6. Notice of Meetings: All Members entitled to vote and in good standing shall be
66 notified of the time and place of any meeting in writing or by email at least two weeks
67 (14 days) prior to such meeting. Such requirement for written notice may be fulfilled if
68 published in any bulletin, email or newsletter circulated by the Corporation amongst the
69 Membership. The notice of a special meeting shall state the purpose for which the
70 meeting is called.

71

72 7. Quorum: One-fourth (1/4) of the Individual, Family, Farm and Honorary Members
73 present in person or by proxy, shall constitute a quorum for the conduct of any
74 Membership meeting. A majority of such quorum shall decide any question that may
75 properly come before the meeting. Ultimate inclusion, amendments or changes to any
76 portion of the Corporation By-Laws and/or Amendments thereto, however, must be
77 approved by the Board of Directors.

78

79 8. Order of Business: The order of business at annual meetings, and so far as
80 appropriate at special meetings, shall be as follows:

81

- 82 1. Call to Order by President
- 83 2. Roll call of Members present (by signature)
- 84 3. Treasurer's Report
- 85 4. Reading of the of the Minutes of last meeting
- 86 5. Reports of Officers and Committees
- 87 6. Nomination and election of Board of Directors

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88 7. Unfinished business

89 8. New business

90 9. Adjournment

91

92

ARTICLE II - Directors and Committees

93

94 1. Number of Directors - Election and Qualification. There shall be a Board of not less
95 than five (5) or more than eleven (11) Directors. The number of Directors for each
96 succeeding year shall be 1 Board position for every 10 members as of the date of the
97 General Membership Meeting, but not less than 5. The President, Vice-President,
98 Secretary and Treasurer shall be elected from these seats.

99

100 2. Term of Office - Subject to Section 1, a Director shall hold office for two (2) years, but
101 in any event, shall continue to serve until the election of his duly qualified successor;
102 provided, however, that any Director will forfeit their position automatically upon failure
103 to attend two (2) Board meetings unless they presents satisfactory written explanation,
104 such as illness or other pressing reason for their absence.

105

106 At the expiration of any term, incumbent Directors may be re-elected.

107

108 3. Filling Vacancies: When a Director resigns or forfeits their elected position, the
109 vacancy shall be filled by vote of the Board of Directors and the Member chosen to
110 fill such vacancy shall hold office for the balance of the term.

111

112 4. Meeting of the Board of Directors: Meetings of the Board of Directors shall be held at
113 such place and time as may be designated by the Board of Directors. Meetings may be
114 called at any time by the President and must be called for upon the request of any three
115 (3) Directors. Members of the Board shall be notified not less than seven (7) days prior
116 to a meeting, except in an emergency. The Secretary shall distribute the minutes of
117 every Board Meeting to the Membership, via email, within 10 days of such meeting but
118 only after review and approval by the Board Members who were present at that
119 meeting.

120

121 5. Quorum: A quorum at any Board meeting shall consist of a majority of the
122 Directors serving on the Board. Such quorum shall decide any question that shall
123 come before the meeting.

124

125 6. Committees: The Board of Directors, from time to time, may designate Individual
126 Members to chair various Committees. Such a Committee shall have the powers of the
127 Board of Directors in the management and affairs of the association as specifically
128 delegated by the Board of Directors. Chairmanship of such Committee must be ratified
129 by resolution adapted by the majority of the Board of Directors. Each Committee must
130 include at least one Member of the Board of Directors.

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131
132 7. Election of Directors: Candidates for election to the Board of Directors shall be
133 nominated from the Membership at least one (1) month prior to the Annual Meeting.
134 The names of those Members nominated shall be made available as part of the notice
135 of the Annual Meeting and be placed on ballots for Members eligible to vote.
136 Additional nominations will be accepted from the floor at the Annual Meeting.

137
138 Voting for Directors shall be by written ballot and the result shall be ascertained and
139 declared by the Secretary and Presiding Officer of the Annual Meeting. Those
140 Members receiving the most votes cast for the vacancies to be filled shall thereupon be
141 deemed elected to the Board. In the case of a tie vote between candidates, the winner
142 shall be decided by another vote by the existing Board of Directors.

143
144 ARTICLE III – Officers

145
146 1. Designation of Officers: The Officers of the Corporation shall be a President, a Vice-
147 President, a Secretary and a Treasurer, all of whom shall be elected by the Board of
148 Directors. Any vacancy occurring during their term shall be filled by vote of the Board of
149 Directors. Upon election to the Board, each Officer of the Board must agree in writing to
150 preserve all records that were received, initiated or developed during their term of
151 office, to include all emails, lists, correspondence and hard copy documents. At the end
152 of such Officer's term, they shall forfeit to the Club such records in their entirety.
153 Specifically, this shall apply to the President, Vice President, Secretary and Treasurer,
154 or to any person who – however briefly – takes on the responsibilities of any PDC
155 Officer on an interim basis.

156
157 All Officers shall hold office for one (1) year. Notwithstanding the above, all Officers
158 shall hold office until the election of their duly qualified successors.

159
160 2. Duties of the President: The President shall preside at all meetings of the
161 Corporation and the Board of Directors. The President shall have general supervision
162 of the affairs of the Corporation and shall sign instruments and writings of the
163 Corporation required to be signed for and on behalf of the Corporation. They shall
164 make reports to the Members and Directors, and shall perform all such other duties as
165 are incident to the office or are properly required of them by the Board of Directors.
166 In addition the president shall seek to encourage discussion from both sides of a topic
167 and encourage lively debate that is beneficial to the organization.

168
169 3. Duties of the Vice-President: In the absence or disability of the President, the Vice-
170 President shall exercise all of the functions of the President and shall perform such
171 other duties as are properly required by the Board of Directors.

172
173 4. Duties of the Secretary: The Secretary shall keep minutes of meetings, shall sign
174 with the President such instruments as may require their signatures, and shall make

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175 such reports and perform such other duties as are incident to their office, or are
176 properly required by the Board of Directors. The Secretary shall develop a current list
177 of the Members and Friends of the (PDC) to include e-mails, postal addresses and
178 phone contact information for distribution to the Board of Directors. This shall be up
179 dated with additions and deletions within ten days of any changes. When using this list,
180 the Board of Directors shall engage “Blind Carbon Copy” (BCC) when distributing
181 information to the Membership via email and therefore protect the confidentiality of the
182 list.

183

184 The Secretary shall record minutes of meetings and shall distribute these to the
185 Membership via e-mails only after review and approval of said minutes by the Board
186 Members who were present at the meeting. Whenever the Board adopts any change in
187 the Bylaws or other official Club documents, it shall be the responsibility of the
188 Secretary to notify the Membership, via email, that the website has been edited to
189 include such changes.

190

191 The Secretary shall distribute Information concerning the work of any Committee to the
192 Members only after the Chairman of the initiating Committee (i.e., Safety, Social and/or
193 Picnic Drive Committee) reviews and approves the document. This shall include notices
194 of Coming Events or other written communications to the Club. However, fliers
195 describing events and venues for Picnic Drives shall be prepared and distributed to the
196 Club ONLY by a Chair or Co-Chair of the Picnic Committee who shall ensure that such
197 fliers are distributed to the Membership via the “Blind Carbon Copy” (BCC) email list.

198

199 The Secretary shall maintain copies of minutes from all meetings, current Membership
200 contact information and the group email list of the Membership in the manner
201 determined by the Board.

202

203 5. Duties of the Treasurer: The Treasurer shall have custody of all of the funds of the
204 Corporation and shall keep full and accurate accounts of all receipts and disbursements
205 of the Corporation, and shall deposit all funds of the Corporation in such bank as may
206 be designated by the Board of Directors.

207

208 The Treasurer shall sign all checks, drafts, notes, and orders for payment of money,
209 which may be countersigned by the President or Vice-President or designated Director,
210 as may be required for substantial sums, by order of the Board of Directors. The
211 Treasurer shall maintain all banking records from the previous year.

212

213 The Treasurer shall make a report to the Members at the Annual Meeting of all monies
214 received and expended during the preceding year.

215

216 The Treasurer, upon receipt of all Membership documents (applications, waivers, etc.)
217 shall maintain the originals.

218

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219 The Treasurer shall prepare a spread sheet detailing the Member's contact information
220 for distribution to the Board. The Treasurer shall forward all banking records from the
221 previous year to the President, who shall retain these on file.

222
223 The Treasurer shall have the responsibility to review the Club's Policy for Liability
224 Insurance each year and shall make recommendations to the Board if it needs to be
225 enhanced, changed or upgraded to ensure adequate coverage.

226
227 Upon a request for proof of liability insurance by any land owner or corporation on
228 whose property the Club shall meet, it shall be the responsibility of the Treasurer to
229 ensure that such documentation is provided in a timely manner. In the absence of the
230 Treasurer, this shall be the responsibility of the Vice President.

231
232 The Treasurer shall maintain all information regarding PDC taxes, insurance, filings,
233 and membership in the manner determined by the Board.

234

235 Article IV – Standing Committee Chairs

236 1) Duties of the Correspondence Secretary: Shall forward names and addresses of
237 Landowners, non PDC Hosts, and Friends of the PDC to the President, who shall
238 retain these on file. The Correspondence Secretary shall be responsible for writing
239 Thank You notes to land owners or other friends of the Club as appropriate. They
240 shall also prepare and send the invitations to guests for the Christmas party.

241

242 2) Safety Committee Chairperson: Shall develop and implement a process to ensure a
243 basic safety check is completed for each turn out before each drive. The Safety
244 chair shall complete this check themselves or appoint a member or members at
245 each drive to complete the safety check.

246

247 3) Picnic Committee Chairperson: Shall forward the list of venues and event locations
248 for all PDC activities within the previous year to the President, who shall retain these
249 on file. Additionally, they shall provide the President with the list of all potential
250 venues that have been screened for future drives.