

# **CROSSROADS DRESSAGE AND COMBINED TRAINING SOCIETY BYLAWS**

## **ARTICLE 1 TITLE, OBJECTIVES, LOCATION, SEAL**

### **Section 1: TITLE**

The name of the organization is Crossroads Dressage and Combined Training Society, Inc. (hereinafter called the Society) which shall, at all times, be operated and conducted as directed under the Tennessee Nonprofit Corporation Act as a non-profit corporation, organized and incorporated under the laws of the State of Tennessee. The acronym for this Society shall be CDCTS.

### **Section 2: OBJECTIVES**

The objectives 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, combined training, and eventing and, in the spirit of joint venture and cooperation by all members, to sponsor, to promote, and to operate horse shows and other equestrian educational activities such as clinics, forums and seminars(Activities). Said Activities shall be open to the public.
- Furthering the qualities of good horsemanship
- Furthering the art of horsemanship
- Championing the welfare of horses through education

### **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 be deemed Members in Good Standing when they meet the following criteria: any member who has paid all financial obligations incurred to the Society, has paid the annual membership dues of the Society prior to the start of the year (December 1<sup>st</sup>) and who is interested in contributing his/her personal efforts and funds to the furtherance and purposes of the Society. Members may be residents of any city or state. Members in Good Standing will comply with all applicable Bylaws to remain in Good Standing.

A member formerly in Good Standing whose status has lapsed, may return to the status of Member in Good Standing by meeting all of the requirements above. In the case of those former members who have delayed their payment of annual membership dues past December 1<sup>st</sup>, once they have made full payment to the Society, those members may be deemed Members in Good Standing.

Any member not in good standing with or sanctioned by USEF, USDF, or USEA shall not be a member in good standing with the Society. Members not in good standing shall not be entitled to the rights and privileges afforded to Members in Good Standing. Members not in good standing or sanctioned shall be ineligible for CDCTS awards for the year in which the penalty period commences.

Any member of the Society, who falls in arrears 120 days or more for any financial obligation to the Society, is automatically suspended as a Member in Good Standing, upon formal written notice to the member. Notice may be sent via email.

## **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 in the Society and fees for membership shall be determined by the Board of Directors.

- Charter member – Must be an original founding member of Crossroads Dressage Society (CDS) whose membership has not lapsed since the formation of the Society.
- 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. (see Article II, Section 1 above.)

## **Section 3: CHARTER MEMBERS**

An adult member who was an original founding member of CDS whose membership in the Society has not lapsed shall be a Voting member entitled to one vote each and shall be eligible to hold office in the Society.

## **Section 4: ADULT MEMBERS**

All adult members who are Members in Good Standing shall be Voting members entitled to one vote each, and shall be eligible to hold office in the Society. See Article 4 for specific qualifications for holding office.

## **Section 5: 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 6: HONORARY MEMBERS**

Honorary memberships may be conferred, from time to time, on individuals by vote of the Membership. The 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 7: PROFESSIONAL/BUSINESS MEMBERS**

Professional or Business members may join the club for a nominal fee determined annually by the board. Professional or Business members shall not be eligible to vote on any matters brought before the Membership nor shall they be eligible to hold office. These members are able to advertise their business at the members' rates, they may support the club with seminars or lectures or contribute financially to a club activity that will ensure their business name is listed on the CDCTS website and in any publications associated with that activity. They will be entitled to use of a booth at CDCTS events at members' rates. They will receive CDCTS' monthly newsletters electronically.

## **Section 8: ANNUAL DUES**

The Board of Directors shall determine annual dues rates, a portion of which shall be set aside for United States Dressage Federation requirements. Dues received after October 1<sup>st</sup> will be presumed to be for the following year, unless otherwise designated.

## **Section 9: MEMBERSHIP YEAR**

Annual dues shall cover the membership year from December 1<sup>st</sup> to November 30<sup>th</sup> of the following year.

## **Section 10: MEETING TYPES**

### **(1) Annual General Membership Meeting**

The Annual General Membership Meeting shall be held within 40 days prior to or following the close of the fiscal year, which is the calendar year. At said meeting, the Nominating Committee shall present the slate of nominee volunteers composed of Members in Good Standing to the assembled general membership. Voting members present at the meeting shall vote by either acclamation (verbal 'aye' or 'nay'/show of hands), or by secret ballot to determine if all or some of the nominees are accepted onto the new Board. Non-present Voting members may vote 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 sealed then hand delivered or mailed to the Chairman of the Nominating Committee). The election of new Directors will be by simple majority vote of those Voting members. The newly voted-in Board Members may fill any positions or vacancies on the Board of Directors. Immediately at the conclusion of the voting at the Annual General Membership Meeting, the newly constituted Board of Directors shall hold its annual meeting for the purpose of determining its internal Board positions and organization and shall transact such other business as may properly be brought before the new Board.

### **(2) General Membership Meetings**

The Board of Directors shall meet at general membership meetings held at the discretion of the board. All meetings of the Board of Directors shall be open to any member in good standing. The Board of Directors shall encourage attendance of the general membership by publishing the dates and locations of its meetings in a newsletter or by email. The President will call the General Membership Meetings of the Board of Directors; 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 such meetings to each Director at least five (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 the Special Meeting shall be limited to the purpose stated in the written notice of the meeting.

From time to time, matters of a time-sensitive or urgent nature may be presented to the Board such that oral or written notice of five (5) days cannot be met. In these rare occasions, the President may initiate a telephonic or email meeting so that the issue is described, discussion amongst all members of the Board occurs and a decision is made regarding this issue. Written minutes of all actions taken at such meetings shall be circulated to all Board members and presented to all members at the next General Membership Meeting.

### **Section 11: NOTICE OF MEETINGS AND LOCATION OF MEETINGS**

Appropriate notice stating the time and place of all Annual, General 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 ten (10) nor more than 30 days before the meeting. All notices will be sent via email.

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

### **Section 12: 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/her absence or failure to act, the Chairman shall appoint another person to act as Secretary pro tem.

### **Section 13: ORDER OF BUSINESS**

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

- Roll Call
- Acceptance of Minutes as published in the newsletter or as sent via email
- Reports of Officers
- Reports of Standing Committees
- Reports of Special Committees
- Reports of other representatives of the Society
- Unfinished Business
- New Business

Parliamentary Authority: Robert's Rules of Order (Revised) shall govern Board and Membership meetings when not in conflict with these By-Laws. The Board member who is Parliamentarian serves in that role at any meeting. This individual shall advise on questions of parliamentary procedure as they arise.

### **Section 14: QUORUM AT MEETING**

A quorum of the Board shall consist of five (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 that time until a quorum shall be present.

### **Section 15: VOTING AT MEETINGS**

At each Annual General Meeting, General Membership Meeting, or Special Meeting, each Voting member shall

be entitled to vote in person or vote by proxy. Proxy votes are appointed by an instrument in writing, subscribed by such member and bearing date not more than 30 days prior to said meeting and sealed then hand delivered or mailed to the either the President or the Nominating Committee Chairman, depending on meeting type. All elections shall be had, all questions decided, and all business transacted by a majority vote of the Membership.

#### **Section 16: 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.

In addition, any Director, officer or alternate will be considered for removal from the Board if three (3) consecutive and unexcused meetings are missed, but shall be entitled to at least ten (10) days' notice in writing by mail or email 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 17: 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.

Access to and use of the complete list of members is the sole responsibility of the Board of Directors, exercised on behalf of the members. The membership list shall not be used by other members of the Society or by non-members of the Society to promote activities, to solicit responses or to advertise goods and services. In all cases, those individuals must forward their information to the Secretary for dissemination to the Society's members, if the content is deemed advantageous to the Society and its members.

### **ARTICLE 3 BOARD OF DIRECTORS**

#### **Section 1: GENERAL**

The Board of Directors shall be the sole governing body of the Society. The Board may adopt standard operating procedures, policies, guidelines, and/or standing rules to govern the operation of the organization and any of its committees or activities. The operation, business, and property, including intellectual property, of the Society shall be managed and controlled by the Board of Directors. Property of the Society can only be used for club activities. 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 Bylaws 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. Written notice of the proposed amendment shall be mailed or sent electronically to all members at least 30 days prior to the next General Membership Meeting, at which time a vote on proposed changes will be held. Bylaws may be added to, amended or altered at the meeting by a vote of not less than two-thirds of those present.

### **Section 4: NUMBER**

The number of elected Directors shall be not less than five (5) or more than nine (9). The number of elected alternates shall not be more than three (3).

### **Section 5: ELECTION AND TERM**

Directors shall be adult Members in Good Standing of the Society. (see Article II Section 1 for definition). Available candidates from the pool of Board members for the positions of President or Vice President of the Board shall have continuously maintained their Membership in Good Standing in the Society for a minimum of two consecutive years prior to 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 (3) consecutive years, and alternates shall be elected for a term of one (1) year. Board members may be elected to successive terms.

### **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 of the departing Board member by affirmative vote of the majority of the remaining directors. A Director so elected may function as a Director immediately upon election; however, the election must be confirmed by the membership at the next General Membership Meeting. As stated above, in the event that the unscheduled vacancy is the office of President or Vice President of the Board, the candidate must have been an adult Member in Good Standing for a minimum of two consecutive years prior to their election to office.

In the event of a Board vacancy and in the rare circumstance that no alternates are able to fill the Board Member's position, a special vote may be held to allow the Board to bring a Member in Good Standing onto the board for the remainder of the unexpired term of the departing Board member.

### **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 such as Parliamentarian and Member-at-Large may be designated by the Board. The President, Vice-President, Secretary, and Treasurer shall be elected from within 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 in Good Standing of the Society.

### **Fiduciary Duties of Board Members**

The membership places trust in Officers and Board members to act in the membership's best interest as though they are performing the service for themselves. Each Board member is responsible for carrying out the following seven fiduciary duties: Confidentiality, Loyalty, Obedience, Disclosure, Reasonable Care, Diligence, and Accounting.

At the end of a term of office, either by expiration or resignation, each Officer and Board member shall transfer all records, existing in all forms, and all intellectual property, including passwords, to the succeeding Officer or Board member within a seven (7) calendar day period.

### **Section 2: PRESIDENT**

The President shall be the Chief Executive Officer of the Society.

Duties of the President:

- a. shall preside at all meetings of the Board and of the membership and maintain order.
- b. shall enforce the rules and Bylaws of the Society.
- c. shall nominate committee and subcommittee chairmen for confirmation by the Board.
- d. serve as ex officio member of all committees and subcommittees, except the Nominating Committee.
- e. shall approve the agenda prior to distribution to members of the Society and set the date and location of each meeting.
- f. shall vote only in case of a tied vote.
- g. shall report to the USDF on the general progress of the Society.
- h. shall have overall responsibility for maintaining/disseminating social media passwords.

### **Section 3: VICE-PRESIDENT**

In the absence of the President, the Vice-President shall exercise any power or duty of the President and shall perform such other duties as the President and/or the Board of Directors shall prescribe.

### **Section 4: SECRETARY**

Duties of the Secretary:

- a. 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.
- b. maintaining up-to-date records.
- c. shall give written notice to members of the Society of all meetings of the Board.
- d. shall maintain a record of all proxy votes designated.

e. shall carry out such other duties as may be assigned by the President.

In the absence of the Secretary at meetings, the President shall appoint a temporary Secretary to record the minutes. To be eligible to fill the position of Secretary from the pool of Board candidates, the nominee must have maintained at least one year of membership in good standing in the Society prior to election.

### **Section 5: TREASURER**

Duties of the Treasurer:

- a. shall maintain the complete financial records of the Society.
- b. shall track spending patterns to ensure expenditures remain within the suggested budgeted amount for each activity; when feasible, it is recommended that an annual budget be prepared to track expenditures
- c. shall receive all money and deposit said money in a bank account in the name of the Society.
- d. shall disburse all monies as have been approved by the Board and are due and payable.
- e. shall be prepared to present a financial report at each Board meeting and to distribute a written financial statement at the Annual General Membership Meeting.
- f. shall acknowledge all donations in a timely fashion
- g. shall comply with appropriate state and federal regulations and statutes

To be eligible to fill the position of Treasurer from the pool of Board candidates, the nominee must have maintained at least one year of membership in good standing in the Society prior to election.

### **Section 6: PARLIAMENTARIAN**

Duties of the Parliamentarian

- a. shall be the custodian of the CDCTS seal
- b. shall coordinate with the Nominating Committee in preparing a slate of volunteer Members in Good Standing for the Board
- c. shall oversee the preparation and distribution of the ballots for the election of Members in Good Standing to the Board
- d. shall provide guidance on questions of parliamentary procedure and authority as they arise during meetings, using Robert's Rules of Order (Revised) when not in conflict with these Bylaws.

To be eligible to fill the position of Parliamentarian from the pool of Board candidates, the nominee must have maintained at least one year of membership in good standing in the Society prior to election.

### **Section 7: MEMBER-AT-LARGE**

Duties of the Member-At-Large:

- a. act as a representative of the Society when involved in developing outreach programs between the Society and the general public.
- b. carry out other duties as may be assigned by the President.

To be eligible to fill the position of Member-At-Large from the pool of Board candidates, the nominee must have maintained at least one year of membership in good standing in the Society prior to election.

### **Section 8: ALTERNATES**

Duties of the Alternates:

- a. fill vacancies on the board, if able
- b. carry out other duties as may be assigned by the President.

To be eligible to fill the position of Alternate from the pool of Board candidates, the nominee must have maintained at least one year of membership in good standing 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), United States Eventing Association (USEA) and the United States Dressage Federation (USDF). The annual membership fees set forth in Article 2 include the annual dues for individual members' GMO 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. The President and the Treasurer have authority to sign for payment of money on behalf of the Society. For all payments exceeding \$2000.00, any form of payment must be signed by both President and Treasurer.

**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, consistent with the provisions of these Bylaws, 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 Membership Meeting, 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 year, 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**  
**NOMINATING COMMITTEE**

The Nominating Committee shall be formed annually in advance of the Annual General Meeting with sufficient time to canvas the membership for Members in Good Standing who have expressed an interest or desire to serve on the Board. The Committee shall coordinate with the Parliamentarian regarding those nominees to the slate for the Board. The Committee shall present the nominees for the board to the general members at the Annual General Meeting for their vote.

**ARTICLE 12**  
**INDEMNIFICATION OF BOARD OF DIRECTORS**

The Board of Directors shall, on vote of a majority of the voting members, indemnify each Officer, Board member or employee to the extent that such indemnification is permitted under Tennessee Law, as presently exists and it may be amended from time to time, in addition to any other indemnification that is granted to each Officer, Board member or employee. This indemnification shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any Bylaw, agreement, or otherwise, both as to action in their official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be an Officer, Board member or employee and inure to the benefit of heirs, executors, and administrators of such persons.

All work, documents, agreements, contracts, passwords, et cetera, are the sole property of the Society and not the individual who developed them.

**ARTICLE 13**  
**CODE OF CONDUCT AND ETIQUETTE IN COMMUNICATION**

The Society needs good communication strategies with its members and with the general public. Email and social media can be vital tools to the Society, as its membership is dispersed and whose schedules vary. The Society's communications are intended to disperse news, information, and queries. In all communications on behalf of the Society or in which the Society is a subject, the following guidelines are required:

- a. always be professional, courteous and kind while making a point. Be mindful of tone.
- b. never write inflammatory emails or comments on social media
- c. be brief and to the point.
- d. be correct; watch spelling, punctuation and capitalization as is expected in any document
- e. do not write anything that cannot be forwarded, especially when referring to the Society

f. be mindful of the fact that disagreement is acceptable and is encouraged in order to air conflict and provide different viewpoints, provided the discussion does not devolve into sarcasm, anger, frustration or rudeness. These tactics tend to silence receivers, delivers an unhelpful tone and expands the subject past the intended discussion to additional receivers when the matter should remain restricted to persons who are part of the original dialogue

Failure to follow these appropriate and fair guidelines may result in sanctions from the Board.

#### ARTICLE 14 DISSOLUTION

If for any reason, the Society is disbanded, the assets shall be dispersed in accordance with the provisions set forth in the Articles of Incorporation, paragraph 9. Paragraph 9 states: "After dissolution of the corporation the Board of Directors shall, after making provision for payment of all liabilities of the corporation by transferring them to organizations operated exclusively for the benefit of charity, education, religion or science, and which, at that time, qualify as an exempt organization under Section 501 (c)(3) of Internal Revenue Code of 1954 or the corresponding provision of any future law of the Internal Revenue Service, as the Board of Directors in their good judgment shall determine. Any such assets not so disposed of shall be disposed of by a court of competent jurisdiction, exclusively for such purposes which the court shall determine are organized and operated exclusively for such purposes."

In accordance with said provisions, the full members then present shall determine the ultimate distribution of any remaining property and assets (after payment of all liabilities and obligations) to one or more scientific, literary or educational organizations, which then qualify under the provisions of Section 501 (c)(3) of the Internal Revenue Code, or the corresponding sections of any future federal tax code.

#### ARTICLE 15 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 9th day of October, 2018.

C Mitchell  
Secretary

APPROVED:

Jean Sullivan  
President

11/1/18  
Date