

# KCDS Bylaws

## FOURTH AMENDED BYLAWS

## OF THE KANSAS CITY DRESSAGE SOCIETY

Second Draft 7/29/04

### Article I - Offices, Records and Seal

Section 1. Registered Office and Registered Agent. The corporation shall have and continuously maintain a registered office and registered agent in the State of Missouri. The location of the registered office and the name of the registered agent of the corporation shall be such as is determined from time to time by Board of Directors and on file in the appropriate office of the State of Missouri pursuant to applicable provisions of law.

Section 2. Records. The corporation shall keep correct and complete books and records of account, and shall also keep the minutes of the proceedings of its members, Board of Directors and committees having any of the authority of the Board of Directors; and shall keep at its registered office or principal office a record giving the names and address of its Board of Directors and its members entitled to vote. All books and records of the corporation may be inspected by any member, or his agent or attorney, for any proper purpose at any reasonable time.

Section 3. Seal. The corporate seal, which may be altered from time to time by the Board of Directors, shall have inscribed thereon the name of the corporation and the words "Corporate Seal – Missouri." The corporate seal may be used by causing it, or a facsimile thereof, to be impressed or affixed or in any other manner reproduced.

### Article II – Membership

Section 1. General. The membership of the corporation shall be unlimited in number, and shall consist of persons interested in the education of the members and the public in the true meaning of dressage training and the practical application thereof in all equestrian endeavors. The membership shall strive to promote the interest and appreciation of horseback riders and the public in the art of dressage.

Section 2. Classes of Members. There shall be four (4) classes of members.

- (a) Individual members;
- (b) Junior members who have not attained 18 years of age at the beginning of the calendar year;
- (c) Honorary members;
- (d) Family membership.

Section 3. Admission of Members and Non-Transferability. Membership shall be open to all individuals who desire to become members.

Section 4. Loss of Membership. Members whose dues have not been waived and who have not paid their dues for the fiscal year of the corporation shall be dropped from the membership rolls.

Section 5. Voting. Each member shall be entitled to one vote on each matter submitted to a vote of the members, except junior members and honorary members who shall not be entitled to any vote. A member may vote only in person. A family membership shall be entitled to two votes. Each member family shall designate two family members to exercise its voting rights. Additional members of the same family may be non-voting members of the corporation upon reimbursing the corporation for the cost of adding that person as a USDF Group Member.

Section 6. Privileges of Members. Members shall be entitled to participate in all activities of the corporation; to attend all program meetings of the corporation; to receive the assistance of the corporation with respect to such activities, projects and work as contribute to the objectives and purposes of the corporation; and to receive such publications and reports of the corporations as are issued or made from time to time.

Section 7. Honorary Memberships. Honorary memberships may be awarded from time to time by resolution adopted by the Board of Directors.

## Article III – Meetings of Members

Section 1. Place of Annual Meeting. The annual meeting of the members shall be held at such place within or without the State of Missouri as may from time to time be designated by resolution of the Board of Directors of the corporation.

Section 2. Time of annual Meeting. The annual meeting of the members shall be held at a time designated by the members or the Board of Directors if the members shall not act, at which time the members shall elect officers and directors to replace those whose terms have expired, transact such other business as may properly be brought before the meeting. The first annual meeting was held in January 1975.

Section 3. Special Meetings. Special meetings of the members may be held at any time and for any purpose or purposes at such place within or without the State of Missouri as may be designated from time to time by resolution of the Board of Directors. Special meetings may be called by the president or by the Board of Directors or by the written request of ten members.

Section 4. Notice of Meetings. Written or printed notice of all meetings stating the place, date and hour of meeting and, in the case of a special meeting, the purpose or purposes for which the meeting is being called, shall be delivered not less than five (5) nor more than thirty (30) days before the date of the meeting, either in person, or by mail, electronic or United States Postal Service, by or at the direction of the president or secretary, or the officer or persons calling the meeting, to each member entitled to vote at such meeting. If mailed, such notice shall be deemed to be delivered, upon deposit in the United States mail addressed to the member at his or her address as appearing on the records of the corporation with postage thereon prepaid, or when such notice is sent to the members' email address appearing on records of the corporation.

Section 5. Notice. Any notice required to be given under the provisions of these Bylaws of the Articles of Incorporation may be delivered in writing by depositing the notice with the United States Post Office or by sending the printed notice electronically via the Internet. If mailed, such notice shall be deemed to be delivered, upon deposit in the United States mail addressed to the address as appearing on the records of the corporation, with postage thereon prepaid. If sent electronically, such notice shall be deemed to be delivered, when sent to the email address as appearing on the records of the corporation.

Section 6. Waiver of Notice. Any notice required to be given to the members under the provisions of these Bylaws of the Articles of Incorporation of the corporation or of any law, may be waived in writing by any of them, whether before, at or after the time stated therein.

Section 7. Quorum. Except as may be otherwise provided by law or the Articles of Incorporation, members holding one-tenth of the votes entitled to be at any meeting shall be requisite for and shall constitute a quorum for the transaction of business at all meetings of the members. Every decision of a majority of the members present at a meeting at which a quorum is present shall be valid as a corporate act except in those specific instances in which

a larger vote may be required by law, or by the Articles of Incorporation or the Bylaws of the corporation. If, however, such a quorum should not be present at any such meeting, the members present and entitled to vote shall have power successively to adjourn the meeting without any notice other than announcement at the meeting to a specified date not longer than thirty (30) days following such adjournment. At such adjourned meeting at which a quorum shall be present any business may be transacted which might have been transacted at the meeting as originally notified.

Section 8. Other meetings. There shall be at least three (3) meeting or activities planned for the membership per year in addition to the annual meeting.

#### Article IV – Board of Directors

Section 1. General. The property and affairs of the corporation shall be managed by the Board of Directors of the corporation. The Board of Directors shall have and is vested with all and unlimited powers and authorities, except as it may be expressly limited by law, the Articles of Incorporation or these Bylaws, to manage the business and affairs of the corporation, to do or cause to be done any and all lawful things for and on behalf of the corporation, to exercise or cause to be exercised any or all of its powers, privileges or franchises, and to seek the effectuation of its objects and purposes; provided, however, that the Board of Directors shall not authorize or permit the corporation to engage in any activity not permitted to be transacted by the Articles of Incorporation or by a not for profit corporation organized under the laws of the State or Missouri, and all income and property of the corporation shall be applied exclusively for its not for profit purposes. The Board of Directors shall approve all appointments and plans of standing and special committees.

Section 2. Number, Terms of Directors, and Qualifications. The directors of this corporation shall be not less than twelve (12) in number. Each of the officers of the corporation elected by the members of the corporation, each of the standing committee chairmen, the parliamentarian, each of the two members-at-large elected by the members of the corporation, the Topeka Chapter Representative, and such additional directors not to exceed three (3) in number appointed by the Executive Committee shall serve as a director.

Section 3. Resignation. Any member of the Board of Directors may resign at any time by giving written notice thereof to the remaining members of the Board of Directors. Such resignation shall take effect at the time specified therein; and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

Section 4. Vacancies. Vacancies in the membership of the Board of Directors resulting from any cause, including an increase in the number of members of the Board of Directors, shall be filled by a majority vote of the remaining members of the Board of Directors at their next regular meeting or at a special meeting called for that purpose or by polling members via electronic mail. A member appointed to fill the vacancy created by any reason other than an increase in the number of members of the Board of Directors shall serve for the un-expired term of his predecessor in office and until his successor has been elected and qualified. A member appointed because of an increase in the number of the Board of Directors shall serve

for the term for which appointed, and until his successor shall have been elected and qualified.

Section 5. Compensation. No member of the Board of Directors shall receive compensation for any service he may perform as a member of the Board of Directors of the corporation.

Section 6. Meetings. All meetings of the Board of Directors may be held at any place within or without the State of Missouri, as the Board of Directors may determine by resolution or by written consent of all members of the Board.

Section 7. Annual Meeting. The newly elected members of the Board of Directors, together with those continuing to serve, shall meet following their qualification as directors in January.

Section 8. Regular Meeting-Notice. Except as provided in Article XI, regular meetings of the Board of Directors shall be held with or without notice at such time or times and place or places, either within or without the State of Missouri, as shall from time to time be fixed by resolution of the Board of Directors. Any business may be transacted at a regular meeting. Unless otherwise changed by the Board of Directors, the board of Directors shall meet monthly.

Section 9. Special Meetings. Except as provided in Article XI, special meetings of the Board of Directors may be called by the president, or upon the written request of any three (3) members of the Board of Directors, by giving three (3) days notice of such meeting to each member of the Board of Directors, either personally or by mail, electronic or United States Postal Service, stating the time, place and purposes of any such meeting.

Section 10. Waiver of Notice. Any notice required to be given to the members of the Board of Directors under the provisions of these Bylaws, the Articles of Incorporation of the corporation, or of any law, may be waived in writing by any of them, whether before, at or after the time stated therein. Attendance of any member at any meeting of the Board of Directors shall constitute a waiver of notice of such meeting except where a member attends for the express purpose and so states at the opening of the meeting, of objecting to the transaction of any business thereat because the meeting is not lawfully called or convened.

Section 11. Quorum. At all meetings of the Board of Directors, a majority of the whole Board shall constitute a quorum for the transaction of business, and the act of majority of the members present at any meeting at which there is a quorum, except as may be otherwise specifically provided by law, by the Articles of Incorporation, or by these Bylaws, shall be the act of the Board of Directors. Should a quorum not be present at any meeting, when necessary and upon motion of the members present at said meeting, absent board members may be polled by telephone or via electronic mail and their votes revealed at the next regularly scheduled meeting.

Section 12. First Meeting of the Board of Directors. At the first meeting of the Board of Directors, the Board of Directors shall appoint all elected officers, members-at-large, elected

members of the nominating committee, chairmen of standing committees and the parliamentarian.

## Article V – Officers

Section 1. General. The officers of the corporation shall consist of a president, a vice president, a recording secretary, a corresponding secretary, treasurer and may include one or more assistant secretaries or assistant treasurers. All officers shall be members of the Board of Directors and shall be elected each year by the members of the corporation at the annual meeting thereof. The term of all officers shall be one (1) year. No elected officer may service more than two (2) consecutive terms in the same office; however, after a year or more out of office, a person may be reelected for that office.

Section 2. Removal. Any officer so elected by the members of the corporation may be removed by a majority vote of the members present at any regular meeting or special meeting called for that purpose at which a quorum is present, provided that such removal shall be without prejudice to the contract rights, if any, of the person so removed. Any officer having three (3) unexcused absences from a regular meeting of the Board of Directors may be removed by the Board of Directors at any regular or special meeting by a majority vote of the directors present at such meeting.

Section 3. Compensation. No officer shall receive compensation for any service which he may render to the corporation in his capacity as such officer. Salaries and compensation of all agents and employees of the corporation may be fixed, increased or decreased by the Board of Directors, but until action is taken with respect thereto by the Board of Directors, the same may be fixed, increased or decreased by the president or such other officer or officers as may be empowered by the Board of Directors to do so.

Section 4. Vacancies. Vacancies caused by the death, resignation, incapacity, removal or disqualification of an officer of the corporation shall be filled by a majority vote of the Board of Directors at any regular meeting or at a special meeting called for that purpose or by polling members via electronic mail. Such person so elected to fill any such vacancy shall serve at the pleasure of the Board for the un-expired term of his predecessor in office, and until his successor is duly elected and qualified.

Section 5. Delegation of Authority. The Board of Directors may from time to time delegate the functions, duties and responsibilities of any officer to any other officer or to any agent or employee of the corporation or other responsible person; provided that in the event of such delegation the officer from whom such responsibility has been transferred shall be thereafter relieved of all responsibility for the proper performance of such function or duty or the proper exercise of such power or responsibility.

Section 6. President. The president shall be the chief executive officer of the corporation and shall have general and active management of the affairs of the corporation, subject to the directions of the Board of Directors, and shall preside at all meetings of the members and the Board of Directors. He may execute all bonds, notes, debentures, mortgages and other

contracts requiring a seal, under the seal of the corporation, and he may cause the seal to be affixed thereto and may execute all other instruments for, in the name of and on behalf of this corporation. The president shall submit to the members annually at their annual meeting a report of the status of the corporation and its activities during the preceding year.

The president shall have such other and further duties and authority as may be prescribed elsewhere in these Bylaws or from time to time by the Board of Directors.

Section 7. Vice President. The vice president shall, in the absence, disability or inability to act of the president, perform the duties and exercise the powers of the president, and shall perform such other duties as the Board of Directors or the president shall from time to time prescribe.

Section 8. Recording Secretary. The recording secretary shall attend all meetings of the members and of the Board of Directors and shall record or cause to be recorded all votes taken and the minutes of all proceedings in a minute book of the corporation to be kept for that purpose. He shall perform like duties for the standing committees and special committees when requested by such committees to do so. He shall keep in safe custody the seal of the corporation and, when authorized to do so, shall affix the same to any instrument requiring the seal, and when so affixed, he shall attest same by his signature.

It shall be the principal responsibility of the recording secretary to give or cause to be given notice of all meetings of the Board of Directors and the members, but this shall not lessen the authority of others to give such notice as provided in these Bylaws.

The recording secretary shall have the general duties, powers and responsibilities of a secretary of a corporation and shall have and perform such other duties, authorities and responsibilities as may be prescribed from time to time by the Board of Directors or the president.

Section 9. Corresponding Secretary. The corresponding secretary shall carry on the correspondence of the corporation and shall also perform such other duties as the Board of Directors or the president shall from time to time prescribe.

Section 10. Treasurer. The treasurer shall have responsibility for the safekeeping of the funds and securities of the corporation, and shall keep or cause to be kept a full and accurate account of all receipts and disbursements in books belonging to the corporation. He shall keep or cause to be kept all other books of account and accounting records of the corporation as shall be necessary, and shall deposit or cause to be deposited all moneys and other valuable effects in the name and to the credit of the corporation in such depositories as may be designated by the Board of Directors.

The treasurer shall collect the dues of members and shall disburse, or cause to be disbursed, the funds of the corporation as may be ordered, or authorized generally, by the

Board of Directors, and shall render to the president of the corporation and the Board of Directors, whenever requested, an account of all transactions as treasurer and of those under his jurisdiction and the financial condition of the corporation. In addition, the treasurer shall make an annual report to the membership.

The treasurer shall have the general duties, powers and responsibilities of a treasurer of a corporation, shall be the chief financial and accounting officer of the corporation, and shall have and perform such other duties, responsibilities and authority as may be prescribed from time to time by the Board of Directors or by the president.

#### Article VI – Member-At-Large and Parliamentarian

Section 1. Members-at-Large. Two (2) members-at-large shall be nominated and elected at the annual meeting of members each year. The term of each member-at-large shall be one (1) year. The two members-at-large shall serve on the Board of Directors and shall act as liaison between the membership and the Board of Directors.

Section 2. The Executive Committee, at its first meeting each year, shall appoint the parliamentarian who shall serve on the Board of Directors. The term of the parliamentarian shall be for one (1) year.

Section 3. Removal. Any member-at-large may be removed in the same manner as that provided for removal of an officer. The parliamentarian may be removed by a majority vote of the members of the Executive Committee present at any meeting of such committee called for that purpose at which a quorum is present, provided that such removal shall be without prejudice to the contract rights, if any, of the person so removed.

Section 4. Compensation. No member-at-large nor the parliamentarian shall receive compensation for any services which they may render to the corporation in the capacity of member-at-large or parliamentarian. Salaries and compensation of all agents and employees of the corporation may be fixed, increased or decreased by the Board of Directors, but until action is taken with respect thereto by the Board of Directors, the same may be fixed, increased or decreased by the president or such other officer or officers as may be empowered by the Board of Directors to do so.

Section 5. Vacancies. Vacancies caused by the death, resignation, incapacity, removal or disqualification of a member-at-large or the parliamentarian of the corporation shall be filled by a majority vote of the Board of Directors at any regular meeting or at a special meeting called for that purpose or by polling members via electronic mail. Such person so elected to fill any such vacancy shall serve at the pleasure of the Board for the un-expired term of his predecessor in office, and until his successor is duly elected and qualified.

#### Article VII – Executive Committee



Section 1. General. The Executive Committee shall consist of the elected officers. The president shall act as chairperson of the Executive Committee. The committee shall generally perform such duties and exercise such powers as may be directed or delegated by the Board of Directors from time to time.

Section 2. Appointment. The Executive Committee shall appoint the chairmen of all the standing committees except the chairperson of the nominating committee. The Executive Committee shall appoint the parliamentarian. The Executive Committee may appoint additional directors not to exceed three (3) in number.

Section 3. Minutes. The Executive Committee shall keep minutes of its meetings and shall present its minutes to the next meeting of the Board of Directors for review.

Section 4. Meetings. The Executive Committee shall meet at the call of the president. A quorum shall consist of four (4) members.

#### Article VIII – Standing and Special Committees

Section 1. General. The Board of Directors or the president of the corporation may from time to time appoint and designate such committees, and the members thereof, as may be necessary or appropriate properly to administer the activities and programs of the corporation. The terms of all committee members shall expire as of the date of the first meeting of the Board of Directors following the annual meeting of the members. The committees shall have such powers and authorities as may be granted to them by the Board of Directors.

Section 2. Nominating Committee. The nominating committee shall consist of five (5) members of the corporation who shall be responsible for preparing and submitting to the members of the corporation at the annual meeting of the members of the corporation its list of recommendations for the officers of the corporation to be elected at said annual meeting, after giving notice to the members one week prior to the annual meeting of its report. The president shall appoint two (2) members of the nominating committee and the other three (3) members shall be elected by the members at the annual meeting of members. The member elected by the members and who receives the greatest number of votes shall be chairperson of the nominating committee.

In addition to the nominees submitted by the nominating committee at the annual meeting of the members of the corporation, the chairperson also shall solicit nominations from the floor for election of officers of the corporation.

All nominees for office, whether nominated by the nominating committee or from the floor, shall be members in good standing who have given consent to such nomination.

Section 3. Education Committee. The education committee shall consist of a chairperson and members appointed by the chairperson. It will plan the educational programs for the

year. The chairperson will be appointed by the Executive Committee.

Section 4. Activities Committee. The activities committee shall consist of a chairperson and members appointed by the chairperson. It will plan the activities for the year. The chairperson shall be appointed by the Executive Committee.

Section 5. Communications Committee. The communications committee shall consist of a chairperson and members appointed by the chairperson. It will do all communicating with members at the direction of the Board of Directors whether through letters, telephoning or news sheet. It will also be responsible for all newspaper, radio and television publicity of the corporation. The chairperson shall be appointed by the Executive Committee.

Section 6. Bylaws Committee. The bylaws committee shall consist of a chairperson and members appointed by the chairperson. It will be responsible for preparing and proposing such amendments to the bylaws as may be necessary or desirable. The chairperson shall be appointed by the Executive Committee. The Board of Directors and other members may also propose changes in the bylaws from time to time as provided in Article XI.

Section 7. Membership Committee. The membership committee shall consist of a chairperson and members appointed by the chairperson. The membership chairperson shall be responsible for maintaining a current membership list of the corporation and submitting the membership list to the United States Dressage Federation annually. The chairperson shall be appointed by the Executive Committee.

Section 8. Budget and Finance Committee. The budget and finance committee shall consist of a chairperson and members appointed by the chairperson. The Treasurer is a standing member of this committee but cannot serve as the chairperson. The chairperson shall be appointed by the Executive Committee. This committee will coordinate all financial and budgetary processes for the corporation, and shall recommend policies and procedures for the financial management of the corporation and its investments.

Section 9. Compensation. No member of a standing committee shall receive compensation for any services which he may render to the corporation in his capacity as such member. Salaries and compensation of all agents and employees of the corporation may be fixed, increased or decreased by the Board of Directors, but until action is taken with respect thereto by the Board of Directors, the same may be fixed, increased or decreased by the president or such other officer or officers as may be empowered by the Board of Directors to do so.

Section 10. Vacancies. Except in the case of elected members of the nominating committee, vacancies caused by the death, resignation, incapacity, removal or disqualification of a member of a standing committee shall be filled in the same manner as such member was originally appointed, and such specially appointed member shall service for the un-expired term of his predecessor in office and until his successor is duly appointed and qualified. Vacancies of elected members of the nominating committee shall be filled in the same manner as provided for vacancies of elected officers.

## Article IX – Dues

Annual Dues. Annual dues shall be as determined from time to time by resolution of the Board of Directors. The amount of such dues may vary for different classes of members and based upon such other factors as the Board of Directors may determine in its discretion. No dues shall be assessed against any honorary members.

## Article X – Miscellaneous

Section 1. Custodian of Securities. The Board of Directors may from time to time appoint one or more banks or trust companies to act for reasonable compensation as custodian of all securities and other valuables owned by the corporation, and to exercise in respect thereof such powers as may be conferred by resolution of the Board of Directors. The Board of Directors may remove any such custodian at any time.

Section 2. Depositories and Checks. The moneys of the corporation shall be deposited in such manner, in such banks or trust companies, and may be withdrawn in such manner as the Board of Directors may direct or designate.

Section 3. Bond. Any officer or employee handling money or securities of the corporation may be bonded at the corporation's expense in such amount as may be determined by the Board of Directors.

Section 4. Fiscal Year. The fiscal year of the corporation shall be from the first day of January to the last day of December of each year.

Section 5. Nothing herein shall be construed to prohibit the formation of one or more chapters of the corporation, upon such written terms and conditions as may be established between the members of the proposed chapter or their daily authorized representatives on the one hand, and by a majority vote of the Board of Directors on the other. One or more chapters of the corporation, upon such written terms and conditions as may be established between the members of the proposed chapter or their duly authorized representatives on the one hand, and by a majority vote of the Board of Directors on the other. Notwithstanding the foregoing, no chapter shall be approved hereunder unless the chapter has agreed in writing to be bound by such requirements as the Board may determine are necessary or desirable to preserve the corporation's status as a not-for-profit, tax exempt organization.

## Article XI – Amendments

The Bylaws of the corporation may from time to time be altered or amended in any respect or repealed in whole or in part by resolution of the Board of Directors at any meeting of the Board of Directors which is open to the membership; provided, however, the proposed amendment, together with a written notice of such meeting, shall have been submitted to the members in writing not less than seven (7) days nor more than thirty (30) days before such meeting. Amendments may be proposed by the Board of Directors, the Bylaws Committee or by five (5) members and submitted to the Bylaws Committee chairperson in time to be

mailed to the members so that such notice shall be received by the members not less than seven (7) days nor more than thirty (30) days before the meeting of the Directors.

Certificate

We, the undersigned, hereby certify that we acted as chairperson and secretary, respectively of a meeting of the members of the Board of Directors of the above corporation held on the \_\_\_\_ day of \_\_\_\_\_, 2004, at which the foregoing Fourth Amended Bylaws were duly adopted as and for the Fourth Amended Bylaws of said corporations and hereby further certify that the foregoing constitute the Fourth Amended Bylaws of said corporation.  
Date \_\_\_\_\_

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Chairperson of the Meeting

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Secretary of the Meeting