

**Bylaws of
Kentucky Dressage Association, Inc.
A Kentucky non-profit organization**

(As amended and approved by the KDA Board of Directors and general membership 2/4/2007)

Article I

Name of organization

Name 1.1.1 The name of this organization shall be the Kentucky Dressage Association, Inc., hereinafter, referred to as "KDA".

Article II

Purpose and Objectives

Purpose 2.1.1 The purpose of KDA is to promote and strengthen the sport of dressage in the state of Kentucky, and to encourage a high standard of accomplishment in dressage, primarily through educational programs.

Objectives 2.2.0 The objectives of KDA are:

2.2.1 To improve the general understanding of dressage through educational clinics, forums, and seminars, and to promote these and other activities to effect this goal.

2.2.2 To assist and cooperate with regional dressage organizations in matters of common concern.

2.2.3 To cooperate with the USA Equestrian, the Olympic Equestrian Games Committee, the United States Equestrian Team, the United States Pony Club, the United States Dressage Federation, and other national and international organizations having an interest in training horses, riders, and judges in the principles of dressage.

Article III

Membership

Classes and Dues 3.1.1 Membership shall be open to all persons. There shall be four classes of membership designated as Individual, Family, Life, and Honorary.

Individual Membership 3.1.2 An Individual Member is defined as any individual whose interest is related to or similar to that of KDA and who pays dues to KDA as prescribed by the Board of Directors.

Family Membership 3.1.3 A Family Member is defined as any family body of two or more individuals whose interest is related or similar to that of KDA, and who pays dues as prescribed by the Board of Directors. Family membership shall entitle the family group to one vote.

Life Membership 3.1.4 A Life Member is defined as any individual whose interest is related to or similar to that of KDA and who pays only one lump sum dues to KDA as prescribed by the Board of Directors. A Life Member is entitled to one vote.

Honorary Members 3.1.5 The Board of Directors may elect Honorary Members in recognition of distinguished service rendered to the sport of combined training and dressage and/or to KDA. An Annual Honorary Member shall be elected for one year. An Annual Honorary Member is entitled to one vote during the honorary year and shall be exempt from payment of dues for a period of one year. A Lifetime Honorary Member shall be a member for life and shall pay no dues to the KDA. A Lifetime Honorary Member shall have one vote.

Application 3.2.1 New members may make application at any time for membership in KDA by submitting an application to the Executive Secretary and remitting the appropriate membership fee.

Records 3.3.1 At the request of the Executive Secretary, potential or renewal members shall file an application for membership with KDA so that necessary information is made available to KDA for the purpose of maintaining accurate and complete membership records.

Renewal 3.4.1 Renewal members are considered to be not in good standing if dues are not paid before the call to order of any meeting of members. Renewal members who are delinquent in payment of annual dues shall be deleted from the records of KDA effective as of March 1 or as prescribed by the Board of Directors.

Disciplinary Action 3.5.1 If the conduct of any member shall appear to be in willful violation of these Bylaws or the rules of KDA or prejudicial to KDA's interest, the Board of Directors may, by the affirmative vote of two-thirds

(2/3) of the entire Board, suspend or expel such member. Before taking such action, a written copy of the charges must be served upon the member and an opportunity given to be heard in his/her defense before the Board. Any member so expelled, and during such suspension, shall be refused admittance to all KDA meetings.

Dues 3.6.1 The amount of membership dues shall be determined by the Board. Remittance date of annual membership dues shall be determined by the Board.

Membership Meetings

Annual 3.7.1 An annual meeting of the members shall be held each year, as may be determined by the Board of Directors, for the purpose of members being informed by the Board of Directors as to what events have transpired during the preceding year, election of Officers and elective Directors, and for all other transactions of business which may come before the meeting.

Special Meetings 3.7.2 Special meetings of the members may be called by the president, the Board of Directors, or members having one-third (1/3) of the votes entitled to be cast at such meeting.

Notice 3.7.3 The Secretary, or his/her appointee, shall give five (5) days notice of the meeting to the memberships through the newsletter if time allows, or through mail, or facsimile, or by telephone, to each individual member. Meetings may be held at any place in the state of Kentucky designated in the call of the meeting.

Quorum 3.7.4 Twenty percent (20%) of the membership in good standing, as reflected in the records of KDA, present or represented by proxy, shall constitute a quorum at any meeting of the membership.

Voting Rights 3.7.5 Members shall be entitled to vote on the election of the elective Directors and the Officers, amendment of the Bylaws, and on other matters that the Board of Directors believes should rightfully come before the membership of KDA. Only members in good standing are entitled to vote. A family membership shall entitle the family members to submit one vote as a family unit. A majority of votes entitled to be cast on a matter to be voted upon by the members present or represented by proxy at a meeting at which a quorum is present shall be necessary for the adoption thereof.

Vote by Mail 3.7.6 The election of the elective Directors and the Officers by the members may be conducted by mail at the option of the Board of Directors.

Article IV

Officers

Officers 4.1.1 The Officers of KDA shall consist of the President, Vice President, Recording Secretary, Treasurer, Vice President of Membership, and Education Chairperson or such other Officers as shall, from time to time be, elected or designated by the Board of Directors. No member shall hold more than one (1) office concurrently.

Terms 4.1.2 Elective Officers shall be elected by the members at the annual meeting of members and shall serve a two (2) year term of office. Duties of the newly elected Officers shall take effect immediately after said election.

Powers 4.1.3 All Officers as between themselves and KDA shall have such authority and such duties in the management of KDA that may be provided in the Bylaws, or to the extent consistent with the Bylaws, as designated by the President or the Board of Directors.

President 4.2.1 The President shall be the chief executive Officer of KDA. He/She shall preside at all Board meetings and the annual membership meeting; shall be a member of all committees, except the nominating committee; may oversee the planning and implementation on KDA's activities; and shall perform any and all duties incident to the office of President and such other duties as from time to time may be assigned by the Board.

Vice President 4.3.1 The Vice President shall, in the event of resignation or inability of the President, perform the duties and exercise the powers of the President; shall work closely with group members to coordinate regional dressage activities; and shall generally assist the president and perform such duties as from time to time shall be prescribed and assigned by the President or Board of Directors.

Secretary 4.4.1 The Recording Secretary shall take and keep accurate minutes at all meetings of KDA members and the Board of Directors; shall be prepared to read such minutes before the membership as called upon; shall be responsible for authenticating and certifying records of KDA as necessary; and shall perform all other duties incident to the office of Recording Secretary; and such other duties from time to time, assigned to him/her by the President or Board of Directors.

Treasurer 4.5.1 The Treasurer shall oversee the maintenance of accurate records of all revenue and expenditures of KDA and submit the same for the annual audit. He/She shall keep an original set of vital corporate documents in safe custody. He/She shall collect all money due to KDA, excluding membership dues; shall be responsible for all funds of KDA; and shall be bonded in an amount determined by the Board of Directors. He/She shall pay all bills of KDA with checks. He/She shall maintain complete records of all business transactions, and shall be prepared at all times to report on the financial status of KDA. He/She shall present a written financial report to the membership at the Annual Meeting, which will subsequently be published in the KDA newsletter; shall provide for affiliation with the USDF; and shall generally perform all other such duties as from time to time may be assigned to the Treasurer by the President or Board of Directors.

Executive Secretary 4.6.1 The Vice President of Membership shall collect the membership dues, maintain a database giving the names and addresses of members and shall distribute to all current members a membership card. He/She shall also disseminate to all current members all agendas, announcements, and other information as deemed necessary by the President or Board of Directors.

Education Chair 4.7.1 The Education Chairperson shall coordinate all clinics, special programs, and activities, and shall prepare written reports on such activities for publicity release and KDA's permanent files.

Records 4.8.1 Each Officer, at the expiration of his/her term of office, or in the case of resignation or removal, shall transfer all records pertaining to their office to the succeeding officer within two (2) weeks, unless otherwise directed by the Board of Directors.

Qualification 4.9.1 All candidates to hold office must be members in good standing.

Removal 4.10.1 All Officers elected by the membership shall be subject to removal by a majority vote of the members in good standing whenever in their judgment the best interest of KDA will be served thereby.

Vacancies 4.11.1 Any vacancies occurring during the two year term of office shall be filled by the Board of Directors. Any Officer so appointed by the Board shall serve only until such time as the unexpired term of his/her predecessor shall have expired unless re-elected by the members.

Article V Board of Directors

Powers 5.1.1 The business and affairs of KDA shall be managed by the Board of Directors which may exercise all such powers of KDA.

Number 5.2.1 The Board of Directors shall consist of the Officers of KDA as specified by Article IV of these Bylaws, and the current past President; as ex-officio members the three Board Advisors, the Education Chairperson, one Junior Representative, the Horse Show Chairperson, and one Newsletter Editor to be elected by the members at the Annual Meeting of members. The total number of Directors may be increased or decreased from time to time by amendments to the Bylaws, in accordance with KRS 273.211(1).

Qualifications 5.3.1 The elective Directors shall be member in good standing of KDA.

Election of Terms 5.4.1 Each KDA member in good standing shall have one vote for electing the elective Directors. Elective Directors shall hold office for a term of two (2) years or until such time as their successors are elected.

Resignations 5.5.1 A Director may resign at any time by giving written notice to the Board, or the President or Vice President of KDA. Such resignation shall take effect at the time specified therein, or if the time be not specified, upon receipt thereof. Unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

Vacancies 5.6.1 Any vacancies occurring during the two year term of office of any elective board member shall be filled by the Board of Directors. Any Director so appointed by the Board shall serve only until such time as the unexpired term of his/her predecessor shall have expired, unless re-elected by the members.

Director Meetings

Regular & Special Meetings 5.7.1 Regular or special meetings of the Board may be held at such times and places as the President or any two (2) Directors shall from time to time determine.

Notice 5.7.2 Notice for regular and special meetings shall be made in writing, by mail, by telephone or facsimile, at least three (3) days prior to such meetings to all Directors.

Waiver of Notice 5.7.3 The transactions of any meeting, however called or noticed or wherever held, are as valid as though the meeting had been duly held, if a quorum is present and if either before or after the meeting, each of the Directors not present signs a waiver of notice, a consent to holding the meeting, or an approval of the minutes thereof. All such waivers, consents, or approvals shall be filed with the corporate records or made a part of the minutes of the meeting.

Quorum Voting 5.7.4 Five members of the current Board of Directors shall be present in person at any meeting of the Board in order to constitute a quorum for the transaction of business at such meeting. The act of the majority of the Directors represented at a meeting at which a quorum is present shall be the act of the Board of Directors unless otherwise provided by KRS 273.161 to 273.390, the Articles of Incorporation, or the Bylaws.

Teleconference Participation 5.7.5 Members of the Board or any committee thereof, may participate in a meeting of such Board or committee by means of a conference telephone or similar communication equipment by means of which all persons participating in the meeting can hear each other and participation in a meeting in such manner shall constitute presence in person at such meeting.

Unanimous Written Consents 5.7.6 Any action required or permitted to be taken at any meeting of the Board of Directors, may be taken without a meeting, if a written consent thereto is signed by all of the members of the Board and such written consent is thereafter filed with the minutes of KDA.

Removal 5.7.7 It is the responsibility of the Directors and Officers, to attend Board meetings. If a Director or Officer does not attend at least half of the called meetings, that Director or Officer will be subject to removal from the Board by a majority vote of Board members in good standing.

Article VI Committees

Appointment 6.1.1 Committees may be created by the Board of Directors to fulfill certain duties and shall be dissolved upon fulfillment of those duties. Committees shall include, but not be limited to the following,

- a) Nominating Committee
- b) Junior Rider Committee
- c) Bylaw Committee
- d) Horse Show Committee
- e) Education Committee
- f) Policy & Procedures Committee
- g) Fund Raising Committee
- h) Competitors Committee

Members 6.2.1 Appointment of Committee Members shall be made by the President. Only members in good standing may serve on committees.

Vote 6.3.1 The vote of a majority of committee members shall be the act of the committee.

Actions 6.4.1 Each committee may adopt rules and procedures for its own governance not inconsistent with these Bylaws or with rules adopted by KDA

Presidential Duties 6.5.1 The President shall be a member of all committees, except the Nominating Committee.

Article VII

Liability

Indemnification 7.1.1 No member, director, officer, employee or agent of KDA shall be personally liable for the debts or liabilities of KDA provided that the Board of Directors determine that such person was acting in good faith within what he/she reasonably believed to be the scope of his/her employment or authority and for a purpose which he/she reasonably believed to be in the best interests of KDA or its members. The Board of Directors shall secure liability insurance coverage for the Officers and Directors of KDA.

Article VIII Bylaw amendments

Vote 8.1.1 Amendments to these Bylaws may be made at any meeting of the members, annual or special, by a majority vote of those present.

Notice 8.2.1 Members shall receive prior notice of proposed Bylaw changes with the notice of the meeting at which they will be proposed.

Article IX

Contracts, Checks, Deposits & Funds

Authorization 9.1.1 The Board of Directors may authorize any officer or officers, agent or agents of KDA to enter into any contract or execute and deliver any instrument in the name of and on behalf of KDA, and such authority may be general or confined to specific instances.

Signatures 9.2.1 All checks, drafts, or orders for payment of money, notes, or other evidences of indebtedness issued in the name of KDA shall be signed by such officer or officers, agent or agents of KDA and in such manner as shall be determined from time to time by resolution of the Board of Directors.

Deposits 9.3.1 All funds of KDA shall be deposited from time to time to the credit of KDA in such banks, trust companies or other depositories as the Board of Directors may select.

Donations 9.4.1 The Board of Directors may accept on behalf of KDA any contributions, gift, bequest or devise for the general purposes or for any specific purpose of KDA.

Article X

Books & Records

Record Location 10.1.1 KDA shall keep correct and complete books and records of accounts. It shall also keep minutes of the proceedings of its members and Board of Directors, and shall keep a record giving the names and addresses of the members.

Article XI
Fiscal Year

Fiscal Year 11.1.1 The fiscal year of KDA shall begin on the first day of January and end on the last day of December for each year.

Article XII
Dissolution

Funds 12.1.1 If at any time KDA dissolves, any funds remaining in its treasury shall be distributed directly to the United States Dressage Federation.

Article XIII
Parliamentary Authority

Meetings 13.1.1 Robert's Rules of Order Revised shall govern all meetings of KDA when not in conflict with these Bylaws.