

## Constitution and Code of Regulations of the Northern Ohio Dressage Association

**Article I: Name:** The name of the Association shall be the Northern Ohio Dressage Association.

**Article II: Purpose:** The purpose of this Association shall be to promote interest in and the understanding of dressage through education, active participation, and support of regional and national dressage activities.

**Article III: Officers:** The officers of the Association shall be a President, a Vice President, a Secretary, a Treasurer, and a Parliamentarian. These five officers shall as the Executive Committee.

**Section 1. Term of Office.** Officers, except the Parliamentarian, shall be nominated every second year in odd number years. New officers shall commence their duties the first of January in even numbered years and shall serve for two years.

**Section 2. President.** The President shall preside at all meetings of the Association and of the Board of Directors. The President may at any time call a meeting of the Board of Directors and shall do so at the request of four members of the Board of Directors. In the event that one of the five elected official positions shall become vacant prior to the expiration of the term of that office, the President shall fill the vacancy.

**Section 3. Vice President.** The Vice President shall exercise any power or duty of the President in the absence of the President and shall be included in all decisions and organizing responsibilities. The Vice President shall be the chairman of the NODA Recognized Show Committee.

**Section 4. Secretary.** The Secretary shall give notice of all meetings of the Association and of the Directors, and shall record minutes of such meetings and provide highlights for the Association newsletter.

**Section 5. Treasurer.** The Treasurer shall keep complete records of all Association expenditures, shall approve in writing all expenditures over the amount set annually by the Board of Directors, shall collect all monies due to the Association, shall maintain all Association financial records and shall oversee all Association fundraising activities. In addition the Treasurer shall record, maintain and file or cause to be filed all necessary corporate Certificates of Continued Existence and Statutory Agent Updates.

**Section 6. Parliamentarian.** The office of Parliamentarian shall be filled by the outgoing President of the Association. If there is no outgoing President, the Parliamentarian shall remain in office until such time that there is an outgoing President. The Parliamentarian shall serve as the Association representative to the United States Dressage Federation annual meeting. If the Parliamentarian is unable to attend the annual meeting, a representative to the meeting shall be appointed by the Executive Committee. In the event that the outgoing President cannot serve, the President with the approval of the Executive Committee, shall appoint.

**Section 7. Election of Officers.** The Nominating Committee shall present the slate of proposed officers to the general membership. Additional nominations shall be taken from the floor at the September meeting of the Association. Ballots shall be distributed to all members in good standing of the current year. The Parliamentarian shall appoint 2 members in good standing to be inspectors of the election and who shall count all eligible ballots. The result of the election shall be announced at the annual awards banquet.

**Section 8. *Meetings of the Executive Committee.*** The Executive Committee shall meet no less than bi-monthly to conduct the business of the Association.

**Article IV: Committees:** The following named Committees shall be standing committees of the Association:

**Section 1. *Nominating Committee.*** The Parliamentarian shall chair the Nominating Committee. The Nominating Committee shall consist of the Chairperson, 1 member of the Executive Committee, 1 member of the Board of Directors, and 2 members of the Association at large. The 2 members at large shall represent diverse geographic areas. The Nominating Committee shall meet no later than August 15 of each election year, and present a slate to the general membership and take nominations from the floor as set forth in Section 7 of Article III hereof.

**Section 2. *Additional Standing Committees***

Additional Standing Committees of the Association shall be:

- Schooling Show Committee
- Education Committee
- Publicity Committee
- Hospitality Committee
- External Relations Committee
- NODA Recognized Show Committee
- Awards Committee
- Historical Committee
- Website Committee
- Newsletter Committee
- Correspondence/Handbook Committee
- Membership Committee

**Section 3. *Additional Committees.*** The President may appoint additional committees, standing or ad hoc as the need arises, with the approval of the Executive Committee.

**Section 4. *Appointment of Chairpersons.*** The Chairperson of all committees with the exception of the Chairperson of the Nominating Committee and the NODA Recognized Show Committee shall be appointed by the President and approved by the Executive Committee. Additional members of each committee may be selected by its respective Committee Chairperson.

**Article V: Directors :**

**Section 1. *Composition.*** The Board of Directors of the Association shall consist of the Executive Committee of the Association and all current Committee chairpersons. For each officer, one additional member to the Board of Directors shall be elected from the membership at large. In the event that the slate of Directors at large is not filled, remaining positions shall be appointed by the new Executive Board at the first meeting of the year.

**Section 2. *Meetings.*** There shall be an annual meeting of the Board of Directors preceding the first general business meeting of the year at which all incoming chairpersons shall be nominated and approved. The President shall call meetings of the Board of Directors as the need arises.

**Article VI: Removal from Office:** All officers, members of the Board of Directors and Committee Chairpersons shall be subject to removal from office for failure to satisfactorily discharge their duties. Removal proceedings shall occur at an open business meeting called solely or partially for this purpose, after 21 days notification to the membership. A 2/3 vote by members present shall be necessary for removal from office.

**Article VII: Membership:**

**Section 1. *Persons Eligible.*** Membership in the Association shall be open to all person, organizations and corporations which subscribe to the purposes and objectives of this Association as stated in the Articles of Incorporation of the Association and all members shall be entitled to the rights and obligations of members. There shall be three (3) classes of membership: individual, family and organization/corporation.

**Section 2. *Dues.*** The classification of memberships and appointment of dues shall be determined by the Board of Directors at the annual meeting of the Board of Directors.

**Section 3. *Voting.*** Each member of the Association who is a member in good standing shall be entitled to one (1) vote. Family memberships and organizations/corporation memberships shall be entitled to one (1) vote.

**Section 4. *Loss of Membership Privileges.*** Any member who is in debt to the Association shall forfeit all membership rights in the Association and shall not be reinstated to membership until such time as such indebtedness is absolved.

**Section 5. *Open Meetings.*** There shall be a minimum of one open meeting each year. In election years, the open meeting shall be in September and at such open meeting the slate of officers shall be presented by the Nominating Committee. Additional open meetings may be held throughout the year to further the purposes of the Association as set out in Article II.

**Section 6. *Quorum.*** The eligible voting members present at any meeting shall constitute a quorum for such meeting. The affirmative vote of a majority of the voting members present at a meeting at which a quorum is present shall be necessary for the authorization or taking of any action.

**Article VIII: Scholarships and Awards:**

**Section 1. *Scholarships.*** The Association shall fund annual scholarships to local riding clinics to assist in the education of its members. Scholarships recipients must be members in good standing of the Association and must meet all requirements for the scholarships as established by the Board of Directors.

**Section 2. *Awards.*** Annual awards for achievement of excellence in the sport of dressage shall be presented to members in good standing who meet the requirements established by the Board of Directors of the Association or the donors of the awards.

**Article IX: Amendments:** This Constitution may be amended by a majority vote of the members present at an open meeting called solely or partially for the purpose of amending this Constitution.

**Article X: Indemnification and Insurance:** The Association shall indemnify the members of its Board of Directors and the members of all committees of the Association against liability arising out of their services to the Association to the full extent provided by Section 1702.12(E) of the Ohio Revised Code, as it may be amended from time to time, and by any other applicable law serving the same general purpose as that section. The Association may purchase and maintain insurance against its liability under this Article and against the liability of any person indemnified.

**Article XI: Successors:** If the Association is dissolved and at the time of dissolution has assets of any kind remaining after paying or making provision for payment of all of the liabilities of the Association, if the Board of Directors in its sole discretion requests a determination by the members of the Association, the members of the Association entitled to vote under this Constitution shall, following such procedure as the Board of Directors may determine is necessary or desirable, select an entity or entities qualified under the then-applicable provisions of the Internal Revenue Code to receive tax-deductible charitable gifts to receive such assets and to continue, to the extent reasonably practicable, the programs of the Association.

**Article XII: Conflicts:** Each member of the Board of Directors shall act at all times for the best interest of the Association and its programs and shall exercise the utmost good faith in all transactions touching on their duties to the Association and its programs. No member of the Board of Directors shall use his or her position in the Association for his or her direct or indirect financial gain or take any action intended to have an adverse effect on the Association or any of its programs or that may be reasonably foreseen to have such an adverse effect.