

Constitution, Code of Regulations and Bylaws of the Northern Ohio Dressage Association Revision Updated 11/16/2020

Article I: Name: The name of the Association shall be Northern Ohio Dressage Association. Northern Ohio Dressage Association is incorporated in the state of Ohio as a 501c3 nonprofit organization. Northern Ohio Dressage Association is a Group Member Organization (GMO) affiliate of the United States Dressage Federation.

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 President, Vice President, Secretary, Treasurer, and Parliamentarian. These five officers shall serve as the Executive Committee. One person may not hold more than one office at a time.

Section 1. Term of Office. Officers, except the Parliamentarian, shall be nominated and elected 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 (See Article V.) 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 appoint someone to 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 a member of the NODA Recognized Show Committee.

Section 4. Secretary. The Secretary shall record and distribute minutes of meetings of the Association and Board of Directors. Minutes of such meetings are available upon request to all members.

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, in the absence of a Fundraising Chair (see Article V Section 2), shall oversee all Association fundraising activities. In addition the Treasurer shall record, maintain and file or cause to be filed all necessary corporate Statements 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 the Parliamentarian.

Section 7. Election of Officers. The Nominating Committee (see Article IV, Section 1) shall present the slate of proposed officers to the general membership. Additional nominations shall be taken from the floor at the September Board of Directors meeting of the Association. Ballots shall be distributed to all members of the current year either by mail, online voting or a combination. The Parliamentarian shall appoint two members in good standing who shall be inspectors of the election and count all eligible ballots. The result of the election shall be announced at the annual awards banquet and/or in the Newsletter.

Section 8. Meetings of the Executive Committee. The Executive Committee shall meet no less frequently than every other month to conduct the business of the Association. Executive Committee meetings may be combined with Board of Director meetings.

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 Chair, one member of the Board of Directors, and one member of the Association at large. The Nominating Committee shall meet no later than August 15 of each election year to 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:

- Awards
- Banquet
- Correspondence/Branding
- Education
- External Relations
- Fundraising
- Historian
- Liaison Adult Amateurs
- Liaison Juniors / Young Riders (USDF Jr/YR Contact)
- Liaison Professionals
- Membership (USDF Roster Contact)
- Newsletter
- NODA Recognized Show
- Schooling Shows
- Website/Social Media

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 Chairs. The Chairs of all committees, with the exception of the Nominating 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 Chair.

Article V: Board of Directors:

Section 1. Composition. The Board of Directors of the Association shall consist of

- the Executive Committee of the Association
- all current Committee chairs
- Directors at Large: For each officer, one additional member to the Board of Directors shall be elected from the membership at large to act as Directors 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. Election of Directors at Large. The election of Directors at Large follows the same procedure as stated in Article III, Section 7 for election of officers.

Section 3. Board Meetings. The President shall call meetings of the Board of Directors as the need arises to conduct the general business of the Association.

Section 4 Voting. Each member of the Board of Directors (as stated in Article V Section 1) is entitled to one vote at Board Meetings. Motions shall pass with a simple majority of those present. Motions may also be made using email distribution to all Board members and passed with a simple majority of respondents.

Article VI: Removal from Office: All officers and members of the Board of Directors shall be subject to removal from office for failure to discharge their duties satisfactorily. Removal proceedings shall occur at an open business meeting called solely or partially for this purpose, after 21 days notification to the membership either by mail or email. 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 persons who subscribe to the purposes and objectives of this Association as stated in Article 2. The Association does not and shall not discriminate on the basis of race, color, religion (creed), gender, gender expression, age, national origin (ancestry), disability, marital status, sexual orientation, or military status, in any of its activities or operations. These activities include, but are not limited to: election of officers; selection of committee chairs, volunteers and vendors; and provision of services. The Association is committed to providing an inclusive and welcoming environment for all members, volunteers, subcontractors, and vendors. All members shall be entitled to the rights and obligations of members. There shall be two classes of membership: Individual; and Family/Supporting.

Section 2. Dues. The classification of memberships and appointment of dues shall be determined by the Board of Directors annually.

Section 3. Voting. Each member of the Association who is a member in good standing shall be entitled to one (1) vote for the election of Officers and Directors at Large and for any changes to the bylaws of the Association.

Section 4. Loss of Membership Privileges. Any member who is in debt to the Association due to non-payment or use of a bad check in payment for an Association event attended by the member 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. In election years, an Open Meeting shall take place, 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 Open Meeting shall constitute a quorum for such meeting. The affirmative vote of a majority of the voting members present at that Open Meeting 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, or by either mail, online voting or a combination, after publication of the amended Constitution in the newsletter for two months.

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, the Association assets will be transferred or conveyed to one or more nonprofit organizations engaged in activities substantially similar to those 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.