

BDCTA Bylaws

Bylaws of BIRMINGHAM DRESSAGE AND COMBINED TRAINING ASSOCIATION, INC.

ARTICLE I: NAME AND NOT FOR PROFIT

Section 1. Name. The name of the Association shall be the Birmingham Dressage and Combined Training Association, Inc. (hereinafter the "Association").

Section 2. Not for Profit. No part of the net earnings of the Association shall inure to the benefit of, or be distributable to, any Director, Officer or member of the Association or any private person, except the Association shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth herein, and no Director, Officer or member of the Association or any private person shall be entitled to share in the distribution of any of the corporate assets on dissolution of the Association. No substantial part of the activities of the Association shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Association shall not participate in or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of the Constitution and Bylaws, the Association shall not carry on any activities not permitted to be carried on by a corporation exempt (1) from federal income tax under Section 501(c) of the Internal Revenue Code of 1986, as amended (or any successor provision) and the regulations and rulings applicable thereto and (2) from State of Alabama income taxation.

ARTICLE II: OFFICES

The Association office shall be located at the residence of the President or such other places as its business may require and as the Board of Directors may, from time to time, designate.

ARTICLE III: PURPOSE AND PROGRAM

Section 1. Purpose. The purpose of the BIRMINGHAM DRESSAGE AND COMBINED TRAINING ASSOCIATION, INC. shall be to further the art of classical dressage and combined training. Dressage as an equitation art is intended to create an athletic horse, calm, supple and keen, and in a state of perfect understanding with the rider. Dressage and Combined Training encourage the total development of the equine athlete, on the flat and over fences.

Section 2. Program. The program of the Association shall be educational at through a framework of clinics, teaching and judging forums and horse shows, all with the intention of further promoting a better understanding among the individual horse and rider and the general public.

Section 3. Organizational Affiliations. The Association shall maintain an affiliation with the United States Dressage Federation ("USDF") or its successor, the United States Eventing Association (USEA") or its successor, and such other organizations as are determined by the Board of Directors to be in keeping with the purpose of the Association.

ARTICLE IV: POWERS OF THE ASSOCIATION.

The powers of the Association shall be exercised by or under the direction of the Board of Directors and shall include, but not be limited to the powers enumerated below.

1. To have and exercise any and all of the powers specifically granted in the Alabama Nonprofit Corporation Act, none of which shall be deemed to be inconsistent with the nature, character or objectives of this Association and none of which are denied to it by the Constitution and Bylaws.
2. To receive and administer funds for the purposes set forth in Article III hereof and for no other purpose, and to that end to take and hold by contract, agreement, bequest, devise, gift, purchase or lease, either absolutely or in trust for such objectives and purposes or any of them, any property, real, personal or mixed, without limitation as to amount or value, except such limitation, if any, as may be imposed by law; to sell, convey and dispose of property for any of the aforementioned purposes, without limitation except such limitations, if any, as may be contained in the instrument under which such property is received.
3. The Association may accumulate income in such amounts and for such times as are permissible without penalty under the Internal Revenue Code and the applicable laws of the State of Alabama for the sole purpose of engaging in the activities described in Article III above.

4. To elect or appoint officers, employ and pay employees of the Association and from time to time to suspend or dismiss the same.
5. To enter into all such negotiations and contracts and rescind and vary all such contracts and execute and do all such acts, deeds and things in the name and on behalf of the Association as the Board of Directors may consider expedient for, or in relation to, any of the matters aforesaid or otherwise for the purpose of the Association.
6. To receive from any person or corporation who may desire to further the objectives of the Association, gifts of money or property of every nature whatsoever and whether real or personal, movable or immovable and wheresoever situated.
7. To make adequate and fair rules and regulations governing the various activities of the Association and to enforce the same for the common benefit.
8. To do all such things as are necessary for or incidental to the carrying on of the ordinary business of the Association.
9. To do all such things as are, in the opinion of the Board of Directors, incidental or conducive to the attainment of any or all of the objectives of the Association.

NOTWITHSTANDING ANY OTHER PROVISION OF THESE BYLAWS, NO DIRECTOR, OFFICER, EMPLOYEE, MEMBER OR REPRESENTATIVE OF THE ASSOCIATION SHALL TAKE ANY ACTION OR CARRY ON ANY ACTIVITY BY OR ON BEHALF OF THE ASSOCIATION NOT PERMITTED TO BE TAKEN OR CARRIED ON BY AN ORGANIZATION EMEMPT UNDER SECTION 501(C) OF THE INTERNAL REVENUE CODE OF 1986, AS AMENDED, AND THE REGULATIONS AND RULINGS APPLICABLE THERETO, AS THE SAME MAY NOW EXIST OR BE HEREAFTER AMENDED.

ARTICLE V: MEMBERSHIP

Section 1. Classes of Membership.

There shall be three classes of membership: Senior members, Junior members and Family members. The qualifications for membership are as follows:

- a) Senior Members shall consist of all persons eighteen (18) years and over with an active interest in, and a commitment to, the purpose of the Association as described in ARTICLE II above, and whose dues and fees are fully paid and who are in good standing with the Association under this Constitution. A Senior Member is a voting member of the Association.
- b) Junior Members shall consist of all persons under eighteen (18) years of age (as of January 1 of the current membership year) with an active interest in, and a commitment to, the purpose of the Association as described in

ARTICLE II above, and whose dues and fees are fully paid and who are in good standing with the Association under this Constitution. A Junior Member is not a voting member.

c) Family Members (to include spouses and parents or guardians of children living at home) shall consist of all persons with an active interest in, and a commitment to, the purpose of this Association as described in ARTICLE II above, and whose dues and fees are fully paid and who are in good standing with the Association under this Constitution. Family Members shall have two votes (unless the second member under the Family Membership is a Junior and not eligible to vote.)

Section 2. Meetings of Members.

a) Annual Meeting. The President shall call one (1) Annual General Membership Meeting per year of the General Membership. This meeting shall be held at a time and place designated by the President and at least ten (10) days written notice of said meeting shall be given to the membership.

b) General Meetings. General Meetings of Members may be called by the President or the Board of Directors at any time. At least ten (10) days written notice of the time and place of such special meeting shall be given to the membership.

c) Quorum. A quorum for any Annual or General Meeting shall be twenty (20%) percent of the Senior and Family Members in good standing and entitled to vote as of the date of the meeting. A majority of the quorum voting in person or by proxy shall be sufficient to transact any business of the Association.

ARTICLE VI: MEMBERSHIP DUES AND ASSESSMENTS

Section 1. Annual Dues. Annual dues shall be established by the Board of Directors and the Board of Directors shall cause the amount of each class of dues to be published in the Association Newsletter.

Section 2. Failure to Pay Dues. Members who have not paid their dues within thirty (30) days following notice that such dues are due shall be deemed not in good standing with the Association. However, immediately upon payment of dues, the member shall be deemed in good standing with the Association.

Section 3. Members Only Events. Participation in Association sponsored activities that are for members only is allowed only for individuals whose current year's dues and fees are fully paid as of the date of the event.

ARTICLE VII: OFFICERS AND BOARD OF DIRECTORS

Section 1. Number and Qualifications of Officers and Directors. The Officers of the Association shall be the President, Vice President-Dressage, Vice President-Combined Training, Secretary and Treasurer. The Board of Directors shall consist of the current Officers of the Association. All Officers and Directors shall be over the age of eighteen (18) and shall be Senior or Family Members in good standing with the Association at the time of election.

Section 2. Term of Office. Officers and Directors shall be elected annually at the Annual Meeting of Members and shall serve for a term of one year or until the next Annual Meeting of Members.

Section 3. Procedure for the Election of Officers and Directors. Officers and Directors shall be elected at the Annual Meeting of Members. A written slate of nominees for positions of Officers and Directors shall be provided to the Membership entitled to vote at least thirty (30) days before the date of the Annual Meeting of Members. Voting may be in person or by written proxy in form as approved by the Board of Directors. The positive vote of a majority of the Members voting shall suffice to elect any Officer or Director.

Section 4. Meetings of Board of Directors. The Board of Directors shall meet at least quarterly at a time and place designated by the President. At least twenty-one (21) days written notice of such meeting shall be given to Officers, Directors and Members of the Association. All meetings of the Board of Directors shall be open to the membership. In the event that a number of members of the Association equal to or greater than a quorum of members is present at any meeting of the Board of Directors, that meeting of the Board of Directors shall automatically be converted into a General Membership Meeting, and the Members present may vote on any matter of business presented to such meeting. Individual members shall be entitled to address the Board on any matter before the Board or on any matter of concern to such member.

Section 5. Quorum of the Board of Directors. A majority of the Board of Directors shall be a quorum for the transaction of business. Presence in person or by written proxy in form as approved by the Board of Directors shall be presence in person for the purpose of determining a quorum.

Section 6. Duties of the Board of Directors. The Board of Directors shall be responsible for the conduct of business of the Association in accordance with the Bylaws.

Section 7. Duties of Officers.

- a) President. The President shall officiate at all meetings of the Board of Directors and the Membership. The President shall maintain all Association books and records, sign all contracts, appoint all Committee members and Committee Chairs, serve ex-officio on all committees, and perform such other duties as shall be assigned by the Board of Directors.
- b) Vice President-Dressage. The Vice President-Dressage shall exercise the duties of the President during the President's absence or inability to act. The Vice President-Dressage shall perform such other duties as shall be assigned by the Board of Directors. The Vice President-Dressage shall be primarily responsible for liaison with the USDF and such other Dressage Organizations as the Board of Directors shall direct.
- c) Vice President-Combined Training. The Vice President-Combined Training shall be primarily responsible for the Combined Training activities of the Association and shall act as liaison to the USEA and such other Combined Training Organizations as the Board of Directors shall direct.
- d) Treasurer. The Treasurer shall have custody and control of all funds of the Association and shall receive, deposit and/or disburse the same under the direction of the Board of Directors. The Treasurer shall maintain a bank account at an institution acceptable to the Board of Directors. The Treasurer shall keep accurate statements of account and report on the financial condition of the Association at each Board of Directors Meeting and at each Membership Meeting. The statements of account of the Association shall be open to members of the Board of Directors during normal business hours, upon reasonable written notice to the Treasurer.
- e) Secretary. The Secretary of the Association shall record minutes of the meetings of the Board of Directors and the Membership and shall provide a copy of these minutes to the Newsletter Editor. The Secretary shall sign such instruments as may require the signature of the Secretary and perform such other duties as shall be assigned by the Board of Directors.
- Section 8. Vacancies. Any vacancy of a position of Officer or Director shall be filled by the Board of Directors by appointment at its meeting immediately following the creation of such vacancy.

ARTICLE VIII: COMMITTEES

Section 1. Executive Committee. The Executive Committee shall be composed of the President, the Vice President-Dressage, the Vice President-Combined Training, the Treasurer, the Secretary and the former President. The Executive Committee shall handle such business as shall come up between Board of Directors Meetings. All actions of the Executive Committee shall be ratified by the Board of Directors at the meeting immediately following such actions.

Section 2. Other Committees. There shall be such other Standing and Ad Hoc Committees as are deemed necessary to carry on the work of the Association. Committee chairs shall be appointed by the President of the Association.

ARTICLE IX: GENERAL PROVISIONS

Section 1. Waiver of Notice. Whenever any notice is required to be given under provisions of this Constitution or by applicable law, a waiver in writing, signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be equivalent to the giving of such notice.

Section 2. Indemnity. Subject to any restrictions imposed by applicable law, the Association may by action of the Board of Directors indemnify any Officer or Director or member of any committee of the Association against expenses actually and necessarily incurred by him or her in connection with the defense of any action, suit or proceeding in which he or she was made party by reason of having been such an Officer, Director or Committee member except in relation to matters as to which he or shall be judged in such action, suit or proceeding to be liable for negligence or misconduct in the performance of duty. The Board of Directors may provide insurance protection with respect to such indemnification and other additional protection to the Association and its Officers and Directors as shall be permitted by applicable law.

Section 3. Amendments to the Bylaws. These Bylaws may be amended by the affirmative vote of a majority of the Membership entitled to vote and present in person or by proxy at any Annual or General Meeting of Members at which a quorum is present, provided that written notice of such proposed changes shall have been provided at least thirty (30) days before the date of such meeting.

Section 4. Dissolution. Upon the dissolution of the Association, the Board of Directors shall, after paying or making provision for the payment of all of the liabilities and obligations of the Association, dispose of all the assets of the Association exclusively for the purposes of the Association in such manner, or to such organization or organizations organized and operated exclusively for non-profitable purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c) of the Internal Revenue Code, as the Board of Directors shall determine. Any of such assets not so disposed of shall be disposed of by the Circuit Court of Jefferson County, Alabama or a court of competent jurisdiction for the area in which the principal office of the Association is then located, exclusively for such purposes or to such organization or organizations as said court shall determine are organized and operated exclusively for such purposes.