

Articles of Incorporation

ARTICLE 1. ORGANIZATION, PURPOSE, OFFICES, AND RECORDS

Section 1. The name of this non-profit corporation shall be the "Ozark Dressage Society, Inc."

Section 2. The purpose is to aid and encourage the training, use and exhibition of the dressage horse; to promote, educate, and stimulate popular interest in dressage; to foster sportsmanship; and to establish an organization by which people with common interest can socialize.

Section 3. The corporation shall have and continuously maintain a registered office and a registered name 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 the Board of Directors and on file in the appropriate office of the State of Missouri pursuant to applicable provisions of law.

Section 4. The corporation shall keep correct and complete books and records of account; shall 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 addresses 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 by his agent or attorney, for any proper purpose at any reasonable time.

Section 5. The corporation shall be a non-profit corporation and shall not be conducted for financial gain, and there shall be no capital stock.

ARTICLE 2. MEMBERSHIP

A person shall become a member of this association when an application and dues have been received by the treasurer. There shall be three (3) categories of membership: a family membership shall be entitled to (2) votes, and individual membership shall be entitled to one (1) vote, and an honorary membership which carries no voting privileges.

Section 1. Members whose dues have not been paid for the fiscal year of the corporation shall be dropped from the membership rolls. Removal of a member from the corporation for reasons other than non-payment of dues will be made by presenting a petition to the Board of Directors. The petition will be brought before the Board at a scheduled Board meeting. If a quorum, as described in Article 4, Section 7, of the Board is present and the majority vote is for removal, the petition will be brought before the general membership at the next scheduled meeting. A member may be removed from the club if said member displays unsportsmanlike or abusive conduct at any Ozark Dressage Society, Inc. sponsored function or his/her behavior/actions violate the purpose and by-laws of the Ozark Dressage Society, Inc. Any person expelled from Ozark Dressage Society, Inc. will be barred from further participation in any function sponsored by Ozark Dressage Society, Inc.

ARTICLE 3. OFFICERS

Officers shall be elected annually by a vote of the general membership and shall consist of a President, a Vice-President, a Secretary, and a Treasurer. The President must have served at least one year on the Board of Directors.

Section 1. The President shall preside at all the meetings, decide questions of order, and appoint all committees as needed.

Section 2. The Vice-President shall, in the absence of the President, assume all duties normally conducted by the President. He or she shall assist the President in any other matters so determined by the President or the Board of Directors.

Section 3. The Secretary shall keep the minutes of each membership, board, or show committee meeting and submit a written report. The Secretary shall keep attendance records of board meetings and mail all notices required by the Board or the President.

Section 4. The Treasurer shall have charge of and keep all money, books of account, membership lists and official papers of the Society. The Treasurer shall collect all annual dues and other monies due the club; deposit funds, pay authorized bills, record receipts and expenditures, and report the state of the treasury at each meeting and whenever required.

Section 5. 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 6. No officer shall receive compensation for any service which he/she may render to the corporation in his/her 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 other such officer or officers as may be empowered by the Board of Directors at any time.

ARTICLE 4. BOARD OF DIRECTORS

The governing body of this club shall be a Board of Directors, consisting of Eleven (11) members as follows: the four (4) current officers, the immediate past president, and six (6) Board members to be elected by the general membership. The first year of existence of this Board, three directors shall be elected for a one-year term and three for a two-year term. Thereafter, at each election, three directors shall be elected for a two year term. Only one member of a family residing in the same household may be eligible to serve on the Board of Directors at any one time.

Section 1. The Board of Directors shall have full and complete control of all affairs of the corporation unless specifically reserved to the membership elsewhere in these by-laws. Expenditures greater than \$500 shall be approved by the membership. The Board of Directors shall approve all expenditures greater than \$101 and not to exceed \$500. Expenditures of \$100 or less can be approved by any one of the officers as necessary

club operating expense without Board approval.

Section 2. General membership must approve all shows and clinics sponsored by the club. The general membership, in so doing, transfers to the Board of Directors the right to approve expenditures greater than \$500 incurred for the purpose of sponsoring club shows and clinics. The Board of Directors shall require the show or clinic manager to submit a show budget for approval before any financial commitments are made in the name of Ozark Dressage Society, Inc. At any time that the manager finds it necessary to exceed the approved budget, the matter must come before the Board of Directors for review and approval. The show or clinic manager shall furnish the Board of Directors with an itemized financial report of each show or clinic within one (1) month after the event is held.

Section 3. There shall be two authorized signatures on the club bank accounts, that of the Treasurer and that of the President. Either will be authorized to sign checks in payment of approved expenditures, but only one signature will be required.

Section 4. Any director missing more than three (3) consecutive Board meeting without a valid excuse shall be dropped from the Board by a review of the Board.

Section 5. Any director who shall resign at any time during his elected term shall not be eligible for re-election to such officer until after one year shall have elapsed from the date of such resignation.

Section 6. Any vacancy in the Board of Directors shall be filled by a vote of the quorum of the Board of Directors at any regular meeting or at a special meeting called for the purpose. Such person so elected to fill any such special meeting called for the purpose. Such person so elected to fill any such vacancy shall serve for the unexpired term of the predecessor in that office.

Section 7. Quorum for transaction of business of the Board of Directors shall consist of a majority of those elected, with the President voting only to break a tie.

Section 8. No Board of Director member shall receive compensation for any services which he may render to the corporation in his capacity as a Board member.

ARTICLE 5. MEETINGS

Section 1. ODS business meetings will be conducted a minimum of six times per fiscal year and will include Board and general members. Board members are required to attend and the Secretary will take attendance. Educational opportunities will be conducted a minimum of four times per fiscal year and shall be presented to the club in the form of a meeting program, clinic, symposium, or similar activity. All members shall receive a written notice, or email as to date, time, and place of each meeting.

Section 2. Special meetings shall be called at the discretion of the President or the Board of Directors. Notification of such meetings shall be by mail, phone, or e-mail.

ARTICLE 6. VOTING

A quorum for the purpose of the transaction of business at any regular or special meeting of this club's members shall be fifteen (15) percent of the paid memberships. The majority vote on any issue shall approve or reject that issue. The president shall vote only in the event of a tie. Amendments to the by-laws shall be governed as outlined in Article 10.

Section 1. Officers and Board members shall be elected at the November meeting each year. At this time, committee chairpersons shall be selected by the new president and committees shall be formed. Nominations for Officers and Board members will be taken at the October general membership meeting and will remain open until voting commences at the November election meeting. In case of a tie, a run-off election will be conducted.

Section 2. If members are unable to attend a meeting in which elections of Officers and Board are to take place, or in which an issue is on the agenda which will be voted on at that meeting, proxy votes will be available. A proxy ballot may be requested by contacting the President prior to the meeting.

ARTICLE 7. DUES

Dues will be established by a vote of the membership. Dues will be payable on November 1 and delinquent on January 1. Dues will be reviewed annually, no later than September 1. For purposes of financial reporting, the fiscal year for this corporation shall be considered to run from December 1st to November 30th.

Section 1. Members whose dues have not been paid for the fiscal year of the corporation shall be dropped from the membership rolls.

ARTICLE 8. LIABILITIES

Section 1. The corporation shall not have the power to subject itself to an indebtedness exceeding the current funds in the treasury at the time, and the members of this corporation shall not be liable for any debts of the said corporation.

Section 2. The corporation shall provide insurance for all scheduled meetings and approved shows, clinics, and activities as outlined by the corporation's insurance carrier.

ARTICLE 9. EXPENSES

Members of this corporation will be reimbursed for Board approved out of pocket expenses occurring on the behalf of and benefiting the club.

ARTICLE 10. AMENDMENTS TO THE BY-LAWS

A proposed amendment must be submitted first to the Board of Directors for their consideration. The proposed amendment shall specifically designate the Article and paragraph to be amended, shall quote the words to be deleted and the specific words to be substituted therefore, or, if the proposed amendment will be in additions to the by-laws, it shall indicate the number of the Article and the entire language that is to be added.

Section 1. A majority vote of the entire Board of Directors shall be required to approve the proposed amendment to the by-laws.

Section 2. If approved by the Board of Directors, such amendment shall come before the membership for their vote at the next meeting. At least 20 days prior to such meeting, the proposed amendment and notice that this amendment will be voted on at the next meeting shall be sent to the entire membership by the Secretary. A majority of members present at the meeting may approve the amendment. In the advent of

adverse weather or unforeseen conditions limiting attendance, the President may use his/her discretion in postponement of amendment voting.

Section 3. Anything not specifically covered by these by-laws will be governed by Robert's Rules of Order.

ARTICLE 11. SHOWS AND AWARDS

The awards will be given to any nominated horse and/or rider who can meet the awards requirements. The awards are based on actual scores earned. Volunteer hours will be required to qualify for awards. The requirements shall be set by an awards committee and shall be subject to review and change as necessary.

Section 1. In order to encourage members to volunteer as show management, the club will allow managers of non-rated shows to compete in those shows for full placing and points. This is allowed with the understanding that the contact between judge and manager shall be limited to what is necessary to perform the job, with socialization left to a minimum prior to the show

. ARTICLE 12. EQUIPMENT AND PROPERTY

Equipment or property purchased with corporation funds is the sole property of the corporation. Corporate equipment and property may only be used for Ozark Dressage Society sponsored events **ARTICLE 12.**

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ARTICLE 13. DISSOLUTION OF CORPORATION

A petition for dissolution of the corporation must be submitted to the Board of Directors for their consideration first. Only voting members may submit a petition for dissolution. The reason for dissolution must be stated in the petition.

Section 1. A majority vote of the entire Board of Directors shall be required to approve the proposed petition of dissolution.

Section 2. If approved by the Board of Directors, the petition shall come before the membership for their vote at the next meeting. At least 20 days prior to such meeting, the petition and notice that dissolution of the corporation will be voted on at the next meeting must be sent to the entire membership by the Secretary. A two-thirds majority vote by the entire membership is required to approve the petition for dissolution of the corporation. In the advent of adverse weather or unforeseen conditions limiting attendance, the President may use his/her discretion in postponement of the vote.

Section 3. Upon dissolution, the assets of the corporation, after payment of all liabilities of the corporation, shall be disposed of by auction to the highest bidder. All members must be notified via mail of the dissolution and auction. The proceeds of the action will be donated to the United States Dressage Foundation. If the Dressage Foundation is no longer in existence, then by the determination of the Board of Directors, the proceeds shall go to a charitable 501(c)3 organization that benefits the horse.