

MID-OHIO DRESSAGE ASSOCIATION BY-LAWS
(as of February 28, 2021)

ARTICLE I
GENERAL

Sec. 1: Name. The name of this organization shall be Mid-Ohio Dressage Association (MODA).

Sec. 2: Status

It shall be incorporated and function under the laws of the State of Ohio as a Not For Profit Corporation.

Sec. 3: Principal Place of Business

The principal place of business shall be Columbus, Franklin County, Ohio.

Sec. 4: Address

The address of the organization shall be that of its current President, unless otherwise directed by the Board Of Directors.

Sec. 5: Parliamentary Procedure

The parliamentary procedure shall be conducted in accordance with Roberts Rules of Order, revised, unless otherwise specified in these By-Laws.

Sec. 6: Fiscal Year

The fiscal year of this organization shall be from January 1 to December 31.

ARTICLE II
PURPOSES

The purpose of this organization is to promote and encourage a high standard of accomplishment in dressage; to promote the better understanding of dressage through educational programs, clinics, forums, seminars, membership meetings, publications and dissemination of information to the public and general membership of the organization; to provide opportunities to exchange information and to practice the art of dressage, and to do all other things, not prohibited by law, in promoting the purposes of this organization.

ARTICLE III
MEMBERSHIP AND DUES

Sec. 1: Classes of Membership

There shall be three (3) classes of membership available in this organization as follows:

- a. Individual: An individual membership shall be available to any one person over age eighteen (18) who, upon acceptance by this organization, shall receive all of the rights of membership, including the right to attend and participate in all regular and, or special meetings of the members, to cast one (1) vote on all issues submitted to membership and shall be eligible for election to any office, subject to qualifications hereinafter noted.
- b. Entity: Family, fiduciary, proprietorship, partnership, unincorporated association, or corporate memberships shall be available to any such group, upon acceptance by this organization, and shall receive all of the rights of membership, including the right to attend and participate in all regular and, or special meetings of the members, to cast one (1) vote, on all issues submitted to the membership; a natural person shall be designated on the membership application by the entity and shall exercise the voting right and shall be eligible for election to any of the offices, subject to qualifications hereinafter noted. An entity membership shall entitle up to four (4) members of the entity to participate as a member at all MODA sanctioned or sponsored shows as a MODA member.
- c. Youth: A Youth Membership shall be available to any individual who has not reached his or her twenty-first (21st) birthday as of December 1 of the year immediately preceding their membership. Upon acceptance by this organization, a youth member shall receive all of the rights of membership including the right to attend and participate in all regular and, or special meetings of the members and shall be eligible to participate in all association sponsored activities. However, a youth member shall not have the right to vote on issues submitted to the membership, nor shall a youth member be eligible for election to any office nor serve as a delegate to the annual convention. Any youth member over the age of eighteen (18) shall have the right to join as a individual member with all of its attendant rights.

Sec. 2: Application for Membership

Membership in this organization may be obtained by first submitting an application for membership to the membership chair on the forms supplied by this organization. The forms shall be completely filled in, indicate the class of membership and be accompanied by the appropriate dues. Upon receipt of the properly completed application and dues, the membership chair shall place the applicant's name on the membership list and the member shall be entitled to exercise all rights of membership.

Sec. 3: Dues

The term of annual membership shall begin December 1 and expire on November 30.

The annual dues of this organization shall be determined by the Board of Directors and shall become effective upon a vote of a majority of the Board members present at a regularly constituted Board meeting preceded by at least thirty (30) days notice of a proposed dues change. All dues shall be payable on or before December 1 each year. All members whose dues are not paid by December 1 shall automatically be dropped from membership and removed from the membership list.

All memberships applied for and dues paid after December 1 shall be members for the current year and such memberships shall expire at midnight November 30. However, individuals applying for membership between October 1 and November 30 shall be given the option of paying in addition to the current annual dues, additional dues as determined by the Board of Directors, and such members shall be a member for the balance of the current year and for the following year beginning December 1.

Sec. 4: Transferability

Membership in this organization is not transferable.

ARTICLE IV
BOARD OF DIRECTORS

Sec. 1: General Powers of Board

The governing body of this organization shall be a Board of Directors which shall exercise the powers of the organization, conduct its business and affairs and control its property, except when otherwise provided by the law of the State of Ohio or in the Articles of Incorporation. The Board of Directors shall have full and complete control of affairs of this organization, unless specifically reserved to the membership elsewhere in these by-laws. The Board of Directors shall also approve or disapprove all bills or claims against this organization, and shall authorize and approve all expenditures of the funds of this organization.

Sec. 2: Number and Membership of the Board of Directors

The Board of Directors shall consist of the following persons: President, Vice President, Secretary, Treasurer, the immediate past President, and four (4) elected Directors.

Sec. 3: Election of Directors

The elected directors shall be elected by a majority vote of the members in good standing present at the Annual Membership Meeting pursuant to the procedure hereinafter enumerated.

Sec. 4: Term of Directors

Each of the four (4) elected directors shall serve a two (2) year term on the Board. No more than two (2) of the elected directors shall be elected at any one Annual Membership Meeting. Each director so elected shall assume office on January 1 for the year for which they are elected and shall hold office for a period of two (2) years from that date or until such succeeding directors are elected. Directors shall be permitted to succeed themselves. At the first election of directors, pursuant to these by-laws, the two (2) directors receiving the highest number of votes shall serve for a two (2) year term, the two (2) directors receiving the next highest number of votes shall each serve a one (1) year term.

Sec. 5: Vacancy

In the case of a vacancy for any reason, the remaining directors, by a majority vote, may elect a successor to fill such vacancy until the next Annual Membership Meeting; if the term of the director creating the vacancy extended beyond the Annual Membership Meeting, at the next Annual Membership Meeting, a director shall be elected for the balance of said term of the director creating the vacancy. The Board position of the Immediate Past President shall be considered vacant upon: (i.) the failure of the Immediate Past President to maintain their current membership status in good standing for a period in excess of 30 days, or, (ii.) upon the death of the Immediate Past President, or, (iii.) the Immediate Past President position is vacant because the current President is serving a consecutive term. Any other Board position shall be considered vacant upon that Board member's failure to maintain their current membership status in good standing for a period in excess of 30 days, or upon the death of the Board member.

Sec. 6: Removal

Any director of the organization may be removed, with just cause, any time, by a resolution adopted by the Board of Directors, by a three-fourths (3/4) majority of the Board, at any meeting of the Board, provided notice of said resolution or the consideration of said resolution has been given at least thirty (30) days prior to the date of the meeting at which said resolution is to be considered or adopted. Any director or officer with two (2) consecutive unexcused absences from a regular or announced special meeting may be replaced on the Board by the Board of Directors upon written notice, sent by certified mail and signed by the president and secretary.

Sec. 7: Quorum

A majority of the members of the Board of director shall constitute a quorum; however, when filling vacancies, a majority of the existing directors shall be required for a quorum.

ARTICLE V
OFFICERS

Sec. 1: Enumeration

The officers of this organization shall consist of a President, Vice-President, Treasurer, and Secretary.

Sec. 2: Election

The officers shall be elected by a majority vote of the members in good standing present at the regular Annual Membership Meeting pursuant to the procedure hereinafter enumerated.

Sec. 3: Duties

President: The President shall preside at all meetings of the members and Board of Directors. The President shall manage and have general supervision over the business of the organization and over its several officers, subject, however, to the control of the Board of Directors, and such other duties as these By-Laws or the Board of Directors prescribe.

Vice-President: The Vice-President shall perform such duties as these By-Laws or the Board of Directors may prescribe. In the absence or disability of the President, the Vice-President shall perform all duties incumbent upon the President.

Secretary: The Secretary shall have the custody and care of the corporate records, minutes and membership list of the corporation. The Secretary shall attend all meetings of the members and of the Board of Directors and shall keep, or cause to be kept, in a book provided for such purpose, a true and complete record of the proceedings of such meetings, and shall perform a like duty for all standing committees appointed by the Board of Directors when required. The Secretary shall file and take charge of all papers and documents belonging to the corporation and shall perform such other duties as this code of By-Laws may require or the Board of Directors may prescribe.

Treasurer: The Treasurer shall keep correct and complete records of account, showing accurately at all times, the financial condition of the corporation. The Treasurer shall be the legal custodian of all monies which may from time to time come into the possession of the organization. The Treasurer shall immediately deposit all funds of the organization in a reliable bank or other depository to be designated by the Board of Directors and shall keep such bank account in the name of the organization. The Treasurer shall furnish at meetings of the Board of Directors, or whenever requested, a statement of the financial condition of the organization, and shall perform such other duties as the By-Laws or the Board of Directors may require. The Treasurer may be required to furnish bond in such amount as shall be determined by the Board of Directors.

Sec. 4: Term

Each officer so elected shall assume office on January 1 for the term for which they are elected and shall hold office for a period of two (2) years from that date or until such succeeding officers are elected. The President and the Treasurer shall be elected for a term of two years for the term beginning in odd-numbered years. The Vice-President and the Secretary shall be elected for a term of two years for the term beginning in even-numbered years. For the term beginning in 2021, the Vice-President and the Secretary shall be elected for a term of one year.

Section 5: Vacancies

Should a vacancy occur in the office of the President, the Vice-President shall succeed to and perform the duties of the office of President for the unexpired term. Any vacancy in the position of Vice-President, Secretary or Treasurer shall be filled by a majority vote of the Board of Directors present at any meeting of the Board of Directors. A vacancy in office shall automatically occur upon the death of the Officer, upon the resignation of the Officer, or upon the failure of the Officer to maintain their current membership in good standing, unless reinstated at the discretion of the Board of Directors.

Sec. 6: Removal

Any officer of the organization may be removed, with just cause, at any time by resolution adopted by a three-fourths (3/4) majority of the Board of Directors present at any meeting of the Board. Before any resolution for removal of an Officer can be adopted, notice of such resolution or its consideration by the Board must be given at least thirty (30) days in advance of the meeting at which the resolution is to be considered. Any officer with two consecutive unexcused absences from a regular or announced special meeting of the Board or membership may be removed as such officer by the Board of Directors upon written notice, sent by certified mail and signed by the President and Secretary, or upon removal of the President, signed by the Vice-President and Secretary.

Sec. 7: Qualifications

To be eligible for election to an office, a person must be:

- a. A member in good standing, as of the date of the election, and
- b. A member of this organization for a period of at least one (1) year immediately preceding the election, and
- c. It is recommended that to qualify for the position of an officer, the nominee shall have served on the Board of Directors for at least one (1) year.

ARTICLE VI
MEETINGS

Sec. 1: Regular Meetings

Board of Directors: The Board of Directors shall hold at least six meetings annually at such place and time as the President and Board of Directors shall determine. The meetings of the Board of Directors shall be open for attendance by members and non-members.

Membership: Regular meetings of the membership may be held at such times and places as may be determined by the Board of Directors. Notice of regular membership meetings shall be given not less than seven (7) days in advance of the meeting.

Sec. 2: Annual Meetings

Board of Directors: The Board of Directors shall hold its annual meeting in September of each year, to consider any business to be brought before the Annual Membership Meeting and for the purpose of executing nominating procedures.

Membership: The Annual Membership Meeting shall be held in November of each year for the purpose of the election of directors and officers and for such other purposes determined by the Board of Directors. Notice of the time and place of the Annual Membership Meeting shall be given to the membership not less than thirty (30) days prior the Annual Membership Meeting. The order of business shall be as determined by the Board of Directors.

Sec. 3: Special Meetings and Action Without a Meeting

Board of Directors:

- i. Special meetings of the Board of Directors may be called by the President or by a majority of the Board of Directors with at least forty-eight (48) hours notice to all Board members. Notice of the special meeting may be waived in writing by the Board Members.
- ii. The Board of Directors may take action, without a meeting, by mail, e-mail, fax, or electronic communication when a notice stating the action to be taken and the time by which a Director must respond is transmitted by mail, e-mail or fax or electronic communication to each member of the Board of Directors, and each member of the Board of Directors, by the time stated in the notice, votes in writing or abstains from voting. The response required herein must be by mail, e-mail or fax or electronic communication. The failure to respond by the time stated in the notice will have the same effect as abstaining in writing. For such proposed action to be taken, the number of affirmative votes for such action must meet or exceed the number that would be necessary to take such action at a meeting of the Board of Directors at which all Directors were present and voting. All signed written instruments necessary for any action taken pursuant to this section shall be filed with the minutes of the meetings of the Board of Directors.

Membership: Special meetings of the membership may be called by the President, a majority of the Board of Directors, or by petition signed by at least twenty-five (25) members and presented to the President. The general membership shall be given at least two (2) weeks notice of a special meeting.

Purpose: The purpose(s) of any special Board of Directors or membership meetings shall be stated in the notice of meeting.

Sec. 4: Quorum

A quorum for the purpose of transacting business at any regular or special meeting of the membership shall be the members present and voting at the meeting. A majority vote of members present and voting on any issue shall approve or reject the issue, except as otherwise provided in these By-Laws.

Sec. 5: Notice of Meetings

The notice of a meeting may be given by mail, e-mail, fax, or other means of electronic transmission.

Sec. 6: Place of Meetings

Meetings of the Membership and of the Board of Directors may be held solely by means of authorized communications equipment. "Authorized communications equipment" means any communications equipment that provides a transmission, including, but not limited to, by telephone, telecopy, or any electronic means, from which it can be determined that the transmission was authorized by, and accurately reflects the intention of, the Member or Director involved and, with respect to meetings, allows all persons participating in the meeting to contemporaneously communicate with each other.

ARTICLE VII
ELECTIONS

Sec. 1: General

The election of officers and directors shall be conducted during the Annual Membership Meeting.

Sec. 2: Procedure

The President shall appoint a nominating committee confirmed by a majority vote of the Board of Directors at the Annual Meeting of the Board of Directors in September. The nominating committee shall consist of three (3) members, none of whom shall be a candidate for the position of an officer or director. The President shall appoint the chair of the nominating committee. The nominating committee shall present a slate of officers (if any terms are expiring) and appropriate number of directors for consideration for election at the next Annual Membership Meeting in November. The nominating committee shall conduct the election during the Annual Membership Meeting. The chair of the nominating committee shall announce the committee's proposed slate and then take nominations from the membership. When nominations are closed, members shall cast their vote by written ballot for each office. No candidate shall be elected to any office without receiving a majority vote of the ballots cast. Voting by proxy is prohibited. Ballots cast shall be counted by the nominating committee and the results announced by the chair.

ARTICLE VIII
COMMITTEES

The President may appoint the chair of the following committees: Awards, By-Laws, Classic, Membership, Programs, Public Relations, Competition, Youth. The President shall have the right to appoint other committees which may be deemed necessary by the President, or authorized by the Board of Directors or the Membership. The Board of Directors shall appoint delegate(s) to the United States Dressage Federation convention and shall determine the reimbursement of costs thereto as it deems appropriate.

ARTICLE IX
AMENDMENTS

These By-Laws may be amended, repealed or new by-laws adopted at a regular or special meeting of the membership, by a two-thirds (2/3) vote of the membership in attendance at that meeting. Thirty (30) days written notice must be given to the membership, stating the proposed amendments, before such amendments may be brought before the meeting.