

# **BY-LAWS OF THE MICHIANA DRESSAGE CLUB, INC.**

Revised 3/1/17

## **ARTICLE I – IDENTIFICATION**

### **1. Name**

The name of this corporation is the MICHIANA DRESSAGE CLUB, INC., which is hereinafter referred to as the Club.

### **2. Principal Office**

The address of the principal office of the Club is: The Michiana Dressage Club, Inc., c/o of the current President of the Club

### **3. Purpose**

The mission of the Michiana Dressage Club, Inc. is to promote and to support the Art and Sport of Dressage in the equestrian community for the purpose of fostering national or international amateur sports competitions and to foster individual and collective growth by providing leadership, education, publication and competitions and to enhance greater public awareness, understanding and appreciation for the discipline of Dressage.

### **4. Type of Organization**

This organization is a not-for-profit Club, organized and incorporated under the laws of the State of Indiana.

### **5. Fiscal Year**

The fiscal year of the Club shall begin at the beginning of the first day of January and end at the close of the last day of December next succeeding.

## **ARTICLE II – MEMBERSHIP**

### **1. Qualifications**

Membership shall be open to any person interested in the purposes of the Club whose membership application is presented at a duly held meeting approved by the Board of Directors. The Membership Officer shall provide the President a list of all new membership applications received during the period of time from the close of one Directors' meeting to the date of the next Directors' meeting, in order that all new members may be recognized and formally accepted into the Club.

### **2. Certificates of Membership**

Every member shall receive a Certificate of Membership from the Club, signed by the Membership Officer, stating that he/she is a member of the Club.

### **3. Transferability**

Memberships in the Club are non-transferable, except upon approval of the Board of Directors.

### **4. Dues and Assessments**

There shall be the following classes of memberships in the Club: Single and Family.

### **5. Vacancies**

In case of any vacancy in the Board of Directors, for any reason, the remaining Directors by the affirmative vote of a majority thereof, may elect a successor to fill such vacancy until the next annual meeting when a successor is elected and qualified. If the term of the Director creating such vacancy shall have been for beyond the next annual meeting, the Director elected as said annual meeting shall be elected for the expiration of the term of the Director creating such vacancy. Alternate Directors shall receive priority in filling vacancies.

### **6. Annual Meetings**

The Board of Directors shall meet within forty-five days of the annual meeting of the membership. Directors may meet immediately following, should it be necessary for the purpose of organization and in consideration of any business. If such a meeting is held in the same location, on the same date as the annual membership meeting, no notice other than the notice of the annual membership meeting shall be necessary for the holding of the Annual Board of Directors meeting. If this meeting is held in a different location and on a different date, notice must be sent to all Directors as provided in Article II, section 7.

### **7. Other Meetings and Actions By Written Consent**

- (a) Other meetings of the Board of Directors may be held upon the call of the President or of two or more members of the Board of Directors at any place within 50 mile radius of

Saint Joseph County, Indiana upon forty-eight hours notice specifying the time, place and general purposes of the meeting being given to each Director either personally, by telephone, and/ or electronic mail. Notice of any meeting may be waived in writing, or by attendance in person.

- (b) Actions by written consent. Any action required or permitted to be taken at any meetings of the Board of Directors, or any committee thereof, may be taken without a meeting if prior to such action a written consent thereto is signed by a majority of all the members of the Board of Directors or committee, as the case may be and such written consent is filed with the minutes of the proceedings of the Board or committee.

**8. Quorum**

A quorum shall be necessary for the Board of Directors to conduct business. A majority of the entire Board of Directors shall be necessary to constitute a quorum.

**9. Conduct of Business**

All business of the Board of Directors shall be conducted in accordance with Robert's Rules of Order unless otherwise specified herein.

**ARTICLE III – OFFICERS**

**1. Designation**

The Officers of the Club shall consist of a President, Vice President, Secretary, Treasurer, Membership Officer and Show Officer. Any one of these offices may be combined with another if the Board of Directors determines it necessary.

**2. Vacancies**

Whenever any vacancy shall occur in any office for any reason, the same shall be filled by the Board of Directors and the officer so elected shall hold such office until the next annual meeting, or until a successor is chosen and qualified.

**3. President**

The President shall manage the day-to-day operation of the Club, shall preside at all meetings of the members and Directors, discharge all the duties that are the responsibility of the presiding officer, and perform such other duties as this code of by-laws provides or the Board may prescribe. The President shall also contact past and potential show hosts to coordinate the show calendar for the Club. He or she shall forward all necessary forms and pamphlets to all show hosts and accumulate information necessary to prepare the yearly omnibus. He or she shall coordinate the preparation of the yearly omnibus. This will include contacting potential and past advertisers.

**4. Vice President**

The Vice President shall work closely with the President on day-to-day operations. He or she shall perform all duties incumbent upon the president in the absence or disability of the President, and perform such other duties as this code of by-laws provides or the Board may prescribe.

**5. Secretary**

The Secretary shall have the custody and care of the corporate records and minutes of the Club. He or she 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 the 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. He or she shall attend to the giving and serving of all notices of the Club, shall file and take charge of all papers and documents belonging to the Club and shall perform such other duties as this Code of By-Laws may require or the Board of Directors may prescribe.

**6. Treasurer/Membership Officer**

The Treasurer/Membership Office shall keep correct and complete records of account, showing accurately at all times, the financial condition of the Club. He or she shall be legal custodian of all moneys, notes, securities and other valuables which may from time to time come into the possession of the Club. He or she shall immediately deposit all funds of the Club coming into their hands in some reliable bank or other depository to be designated by the Board of Directors, or whenever requested, a statement of the financial condition of the Club, and shall perform such other duties as this code of by-laws may require or the Board of Directors may prescribe. The Treasurer is responsible for coordinating the filing of the taxes. The Treasurer may be required to furnish bond in such amount as shall be determined by the Board of Directors. He or She shall

also receive all membership applications and dues and shall keep correct and complete records of all members of the Club. He or she shall forward, at regular intervals, all checks received with an accurate report of same to the Treasurer and shall forward lists of the current members, at regular intervals, to the Newsletter Editor, the President, Points Secretary and the Secretary of the Club. He or she shall send all membership materials due each member in a timely manner upon receipt of each member's dues. He or she shall furnish at meetings of the Board of Directors, or whenever requested, any or all records being kept for the same, and perform such other duties as this code of by-laws may require or the Board of Directors may prescribe.

**7. Points Secretary**

The Points Secretary shall keep accurate records of show results from all MDC, Inc affiliated or approved show. He or she shall keep an accurate record of individual rider results as well as horse/rider combinations for end-of-year awards. He or she shall send periodic totals of such point accumulations and rider records to the President of the Club and to the editor of the newsletter for printing in the newsletter.

**8. Delegation of Authority**

In the absence of any officer of the Club, or for any other reason that the Board of Directors may deem sufficient, the Board of Directors may delegate the powers and duties of such officer to any other officer or to any Director, for the time being, provided a majority of the entire Board of Directors concurs therein. The Board of Directors has the authority to create special ad-hoc committees as it deems necessary. The Board of Directors may delegate its powers to an ad-hoc committee as it deems necessary.

**9. Execution of Documents**

Unless otherwise provided by the Board of Directors, all contract, leases, commercial papers and other instruments in writing and legal documents, shall be signed by the President or Vice President and attest by the Secretary. All checks, drafts, and orders for the payment of money shall be signed by those officers or employees of the Club as the Directors may from time to time designate.

**10. Election and Terms of Office**

The Board of Directors shall be elected by the members entitled to vote at an annual meeting of the membership. The Board shall take office upon their election and appointment as provided for in this Code of By-Laws and shall serve until their successor is duly elected.

The President shall serve a one-year term. The Vice President shall serve a one-year term. The offices of Secretary, Membership Officer and Show Records Secretary shall be one-year terms.

The Treasurer shall serve a two-year term. Officers may be removed from office in the same manner as provided for the removal of Directors herein in this code of by-laws.

**ARTICLE IV – BOOKS AND RECORDS**

**1. Place of Keeping**

Except as otherwise provided by the laws of the State of Indiana or by these by-laws, the books and record of the club may be kept at such place, or places within the State of Indiana as the Board of Directors may from time to time by resolution determine.

**2. Membership List**

The original and duplicate membership lists shall contain a complete and accurate list of members, alphabetically arranged, giving the names and addresses of all members and shall be kept by the Membership Officer. This information is not to be released by MDC, Inc. to anyone other than the United States Dressage Federation, for the GMO Memberships, or Show Hosts requesting and providing payment for pre-printed address labels.

**3. Dissolution**

Upon dissolution, the net assets of the Club shall be transferred to such not-for-profit corporation or corporations which are in existence at such time and which are organized at such time for purposes substantially the same as those of the Club, and which qualify at such time as exempt organizations under Section 501 (c) (3) or Sections 501 (c) (4) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Revenue law), as the Board of the Directors of the Club may determine. Upon such dissolution, members of the Club shall not be entitled to receive back amounts theretofore paid in by them as membership dues or otherwise, or any interest on such amounts, it being understood by and between the members, and it being an

express condition of all such payments of membership dues, that such amounts are given and received as gifts in furtherance of the purposes of the Club rather than as contributions to the capital of the Club.

**ARTICLE V – AMENDMENTS**

**1. By-Laws of the Club**

By-Laws may be adopted, amended, omitted or repealed at any meeting of the Board of Directors.