

Bylaws Of Commonwealth Equestrian Sports, Inc

doing business as

Commonwealth Dressage And Combined Training Association

(Revised March 25, 2017)

ARTICLE I

Name and Affiliation

The name of the organization shall be Commonwealth Dressage and Combined Training Association, Inc., hereinafter in these Bylaws called CDCTA. Dressage and combined training (eventing) are equestrian sports focused upon training the horse and rider combination to present themselves in a natural and relaxed manner during the performance of their sport.

ARTICLE II

Section 1. Purpose.

A. The purpose of the Association is to promote and encourage a HIGH STANDARD OF ACCOMPLISHMENT of horsemanship and sportsmanship, with particular emphasis on dressage and combined training (eventing), throughout the Virginia area and adjacent regions primarily through educational programs. In furtherance of this purpose the Association will work closely with local, regional, and national organizations.

B. The ACTIVITIES of the Association are limited to those activities consistent with Section 501(c)(3) of the Internal Revenue Code.

C. The Association is NOT formed for the purpose of POLITICAL ACTIVITY OR LOBBYING.

Section 2. Objectives.

The objectives of the Association are (A) To improve the general understanding of dressage and combined training (eventing) by conducting competitions, events, educational clinics, forums and seminars, and to promote these and other activities to effect this goal; (B) To assist and cooperate with local and regional dressage and combined training (eventing) organizations in matters of common concern;

(C) To facilitate communication and coordination between organizers and competitors; (D) To cooperate with the United States Dressage Federation (USDF), United States Equestrian Federation (USEF), United States Eventing Association (USEA), the United States Pony Clubs, Inc., and other national and state organizations having an interest in training horses, riders and judges in the principles of dressage and combined training (eventing); (E) To provide all members the opportunity to actively participate in matters of policy, management and activities of CDCTA.

ARTICLE III

Section 1. Membership.

CDCTA will have the following classes of membership:

- INDIVIDUAL members pay annual dues and assessments to CDCTA.
- FAMILY members are other persons living in a household having a family relationship with an INDIVIDUAL member.
- BUSINESS members are any entity, sole proprietorship, partnership or corporation that purchases a membership in the name of the business for the purpose of financially supporting CDCTA. The business will be a non-voting member.
- LIFE members are INDIVIDUAL members who, at any one time contribute ten (10) times the current annual dues or more to CDCTA. Dues and assessments will be waived for such members.
- HONORARY members pay no dues and enjoy full membership rights. A 66% majority vote of the Board of Directors is required for the designation of an HONORARY member, and term of membership will also be established by the Board of Directors awarding



such membership. HONORARY memberships will be awarded to individuals for recognition of their accomplishments in dressage, combined training, or other equestrian activities. HONORARY membership may be rescinded by the Board of Directors by a 66% majority vote.

Membership in CDCTA is OPEN TO ALL PERSONS REGARDLESS OF RELIGION, RACE, COLOR, CREED, SEX, AGE, AND/OR NATIONAL ORIGIN.

THE BOARD OF DIRECTORS OF CDCTA RESERVES THE RIGHT TO RESTRICT MEMBERSHIP OF ANY PERSON OR BUSINESS IF IT IS DETERMINED THAT MEMBERSHIP WOULD NOT SERVE THE BEST INTEREST OF CDCTA. A 66% VOTE OF ALL MEMBERS OF THE BOARD OF DIRECTORS IS REQUIRED TO RESTRICT OR LIMIT MEMBERSHIP.

Section 2. Termination of Membership.

Membership in CDCTA may be terminated for cause by a 66% vote of the Board of Directors. The member in question shall be given a full opportunity for defense to the Board before such action is taken. Reinstatement shall be applied for after one year by satisfactorily demonstrating the removal of the cause and paying indebtedness to CDCTA, if any. Such reinstatement will require a 66% vote of all members of the Board of Directors.

ARTICLE IV

Dues and Assessments

(Revised March 25, 2017)

Membership year will be from January 1, through December 31. If a member joins CDCTA after October 1, dues will apply to the next membership year.

CDCTA dues and assessments will be reviewed annually and recommended by the Officers. The recommendations of the Officers will be presented to the Board of Directors for approval, prior to June 1. If a change of dues is approved, the effective date will be October 1 of the current year, for dues applied to the next membership year.

Annual dues paid to CDCTA will include the USDF fee for Group Membership for one year.



ARTICLE V

Officers and Directors

Section 1. Officers.

A. The Board of Directors will nominate Officers of CDCTA: President, Vice President (Dressage), Vice President (Eventing), Secretary and Treasurer, each being a member of the Board of CDCTA in good standing. Officers agree to hold office for a two-year term, or until a successor has been duly elected. The Officers begin their term at the next meeting of the board or membership following their election in January.

B. In event of resignation or death of any member of the board, officer, or committee chair, see Article V Section 8 (Vacancy).

C. Termination of Membership: See Article III Section 2.

D. Responsibilities of Officers are defined as follows:

PRESIDENT: The PRESIDENT shall preside at all meetings of CDCTA; including board meetings, membership meetings, and the annual meeting. He/she shall, with the Treasurer, sign all contracts and obligations and perform such other duties as may be requested by the Board of Directors. He/she shall be an ex-officio member of all committees except the Nominating committee. The PRESIDENT may, at any time, call a meeting of the Board of Directors or Officers, and shall do so according to Article V. Section 5 B. The PRESIDENT shall prepare agendas for all Board of Directors meetings.

VICE PRESIDENT/DRESSAGE: In the absence of the PRESIDENT, the VICE PRESIDENT/DRESSAGE and the VICE PRESIDENT/EVENTING shall exercise any powers or duties of the PRESIDENT. The VP/DRESSAGE shall be responsible for establishing committees to develop the educational as well as competitive programs of CDCTA in the sport of dressage.

VICE PRESIDENT/EVENTING: As stated above, the VICE PRESIDENT/DRESSAGE and the VICE PRESIDENT/EVENTING shall be responsible for exercising any powers or duties of the PRESIDENT in



the PRESIDENT's absence. The VP/EVENTING shall be responsible for establishing committees to develop the educational as well as competitive programs of CDCTA in the sport of Combined Training (Eventing).

SECRETARY: Shall give notice to all Board Members, Committee Chairpersons, and CDCTA members of ALL MEETINGS OF THE BOARD, and the ANNUAL MEETING (See Article VIII); be responsible for minutes of all CDCTA meetings, distribution of minutes within twenty (20) days following such meeting; maintain Corporate Book, which should include, but not limited to, all contracts and obligations of CDCTA.

TREASURER: All financial matters of CDCTA shall be the responsibility of the TREASURER; all recommendations and/or suggestions concerning the manner in which the financial affairs are conducted shall be presented to the board by the TREASURER. A year-end financial summary should be presented to the Board of Directors, in writing, at the January Board Meeting prior to the Annual Meeting for review, prior to the report to the membership.

Section 2. Directors.

- A. The Board of Directors: shall consist of individuals selected by the membership, and shall be elected to the Board for a term of not less than two years-
- B. The Board of Directors shall consist of fifteen (15) elected members and the outgoing President who shall have voting privileges and will serve in Ex-Officio capacity for one (1) year. The fifteen (15) elected members shall include the Officers that are to be elected by the Board.
- C. The Board of Directors shall act as the governing and policy making body of CDCTA and shall vote on all issues that come before the Board.
- D. In the event of a tie vote (on matters not requiring a 66% approval of the board), the President's vote shall override the tie.

Section 3. Nominating.

- A. The Nominating Committee will be responsible for the nominations of candidates to fill vacancies on the Board of Directors.

B. The membership at large will select fifteen (15) members from the slate presented by the Nominating Committee to serve as Directors of CDCTA.

C. The Board of Directors will be established by the fifteen (15) individuals receiving the most votes from the membership.

D. Officers are to be elected by the Board of Directors from among its members.

Section 4. Election Procedures.

A. The Nominating Committee will be responsible for the preparation of a written notice of the nominees selected by the Nominating committee to fill all vacancies. All names of nominees for the Board of Directors will be published forty-five (45) days before the election. Other names may be added by contacting the Nominating Committee in writing within ten (10) days. The ballot for the Board of Directors will be published thirty (30) days prior to election, and may be published in the September newsletter.

B. The ballot for membership vote will be sent in by any method of delivery generally accepted in conventional business practice, including by hand, mail, commercial delivery or electronic transmission.

C. Election for members of CDCTA Board of Directors will be held prior to December 15 of each year.

Section 5. Responsibilities of the Board of Directors.

A. The Board of Directors will act as the governing and policy making body of CDCTA and shall vote on all issues that come before the Board, including proposed changes in Bylaws and dues.

B. Members of the Board are required to attend a MINIMUM OF SIX MEETINGS PER YEAR of service. Meetings are called by the President with notification being posted in each Newsletter at least thirty (30) days prior to date of such meeting. All Board meetings will be open to membership unless so stated as a "closed meeting" by the President. Following such "closed meeting" a statement will be issued as to the purpose of such "closed meeting".



The President may establish as many meetings as deemed necessary with proper notice, however six meetings (bimonthly) are required. An Annual Meeting of the Board of Directors will be held not less than ten (10) days prior to the annual membership meeting of CDCTA.

Section 6. Quorum.

At all meetings of the Board of Directors of CDCTA, 66% of the elected Directors shall constitute a quorum.

Section 7. Removal.

The Board of Directors may remove from office any Director or Officer whose actions are judged to be detrimental to the best interests of CDCTA, or who fails to attend Board meetings. Removal of a Director requires 66% vote of the total Board Membership. Removal of an Officer requires a UNANIMOUS vote of all remaining members of the Board of Directors. Such removal shall not prejudice his/her rights as a member of CDCTA.

Section 8. Vacancy.

- A. In the event a vacancy should occur among the Officers, the President shall appoint a member in good standing to temporarily fill this position until a special election may be held at the next Board of Directors meeting.
- B. If a Board of Directors vacancy should occur, the President may appoint a member-at-large to fill this position until the end of the existing term.
- C. All records must be turned over to the President within ten (10) days of vacancy and further transferred to the new officer(s) within ten (10) days of replacement.

Section 9. Ex-officio.

The out-going president shall automatically become an ex-officio member of the Board of Directors for one year following his/her term as president. The ex-officio member will serve in an oversight capacity and have full voting privileges.

ARTICLE VI

Committees

Section 1. Appointment and Responsibilities.

The CDCTA President, shall appoint all Committees and working groups as may be required by the Bylaws, or as may be deemed necessary. The President shall be an ex-officio member of all CDCTA Committees except the Nominating Committee. Committees and working groups shall report to the President, and/or Vice President/Dressage, Vice President/Eventing, who in turn will report to the President.

Assignment of responsibilities to Committees, including those specified in the Bylaws, shall be in the form of a written charter approved by the Board of Directors. Annual tasks may be added by the President.

Guidelines for operating procedures of committees shall be provided by the President.

Section 2. Standing Committees.

- A. EDUCATION COMMITTEE plans and coordinates the various activities: i.e., but not limited to, educational workshops and seminars, riding and instructor clinics, technical delegate training programs, judge's training seminars, etc., for the purpose of improving the knowledge and skills of riders and horses in dressage and combined training (eventing) techniques.
- B. COMMUNICATIONS COMMITTEE acts as a liaison with national, local and international equestrian organizations; is responsible for appointing a newsletter editor, and overseeing that newsletters are published in a timely manner; acts as the public relations spokesperson for CDCTA. (Newsletter Editor shall receive a complimentary membership in CDCTA). In addition, this Committee will annually publish online the CDCTA Handbook which includes the Standing Rules, Bylaws and Historical Records.
- C. COMPETITION COMMITTEE represents CDCTA in scheduling recognized and/or approved activities. Recognition and/or approval are granted by the Competition Committee Chairperson according the established current Standing Rules. All competitions must adhere to rules of competition, as set by USEF, USEA, and USDF.





D. FINANCIAL POLICY COMMITTEE shall review and evaluate budgets, dues, show fees, etc., overseeing the conduct of an annual audit of resources; membership; insurance coverage; tracking and inventory of the assets.

E. AWARDS COMMITTEE shall develop and maintain the CDCTA Awards System. Awards are described in the CDCTA Standing Rules.

F. EXECUTIVE COMMITTEE shall consist of the President, Vice President/Dressage, Vice President/Eventing, Secretary and Treasurer. This Committee shall act between meetings of the Board of Directors as deemed necessary to expedite the business and financial affairs of CDCTA. The Executive Committee shall be responsible for following the Bylaws and established policies in initiating and executing any measures that in its judgment will further the interests and achieve the objectives of CDCTA.

G. BYLAWS COMMITTEE shall prepare and present any suggested changes in Bylaws to the President for presentation to the Board of Directors with 66% of the Board present. The change, addition or deletion may then be submitted to the Board for vote. Any major change in Bylaws must be voted in accordance with the laws of Virginia (administered by the State Corporation Commission) prior to acceptance.

H. MEMBERSHIP COMMITTEE maintains a current up-to-date membership, address, telephone and email listing of all CDCTA members. A membership listing will be made available to all CDCTA members annually. The Membership Committee is required to submit a list of membership to the Treasurer each year for payment of USDF dues by the required due date.

I. BUDGET COMMITTEE will receive and review budget requirements submitted by each Committee at least thirty (30) days prior to each event. At the end of each year, the Budget Committee will prepare an estimated budget for the following year, based on previous year's income and expense from membership, competitions, educational programs, fund-raising activities, etc.

J. NOMINATING COMMITTEE shall be appointed by the two Vice Presidents subject to approval by the Board of Directors. Members of this Committee should represent

a geographic area as large as possible in order that they may serve members from all locations. The Nominating Committee shall carry out the responsibilities outlined in Article V Sections 3 and 4).

Section 3. Temporary Committees.

A. These Committees may be established for conducting SPECIFIC activities in support of CDCTA.

B. Temporary Committees and the Chairpersons of same may be established by the President with majority APPROVAL of the members of the Board of Directors.

C. The Temporary Committee may be terminated upon completion of project. The Chairperson and/or any member(s) may be REMOVED by the President with majority approval of the members of the Board of Directors.

ARTICLE VII

General Management

Section 1. Proxy Voting.

Members of the Board of Directors may vote by Proxy if executed in writing and delivered to the Secretary. Proxy must be available for Board perusal if requested. Said proxy must bear the signature of Board member if in letter form.

Section 2. Written Consent in Lieu of a Meeting.

The Board may take action without a meeting if written consent to the action is signed by a quorum of the Board of Directors and no Board Member dissents. The written consent and signing thereof may be accomplished by one or more electronic transmissions.

Section 3. Contracts.

All contracts entered into by the President or his/her authorized agent must CONTAIN A CANCELLATION CLAUSE. No contracts may be entered into without the approval and knowledge of the Board of Directors. If any contract is signed by any member of CDCTA WITHOUT THE PRESIDENT'S APPROVAL AND CONSENT, the said contract may become the liability of the individual signing such contract without the President's authorization.



Section 4. USDF/USEA Representation.

A. The Board of Directors may appoint individual member(s) as the CDCTA delegate to the USDF and/or USEA annual meetings. This member should be knowledgeable of CDCTA/USDF and/or USEA Bylaws, management, etc., and should be an integral part of the meeting. The Dressage delegate should attend the USDF Region One meetings as well as the USDF Annual Convention; the Eventing delegate should attend the USEA Area II meeting as well as the USEA Annual Meeting and Convention.

B. Expenses of each delegate will be voted and approved at least sixty (60) days prior to the Annual Meeting if required.

ARTICLE VII

Annual Meeting

The CDCTA Annual Meeting of the membership and Board of Directors will be held during the first two months of the New Year. Business will include a report from the President, Treasurer, introduction of all Board Members, and any and all other business that should come before the membership. The President may appoint an individual member to organize the Annual Meeting. Such individual will make a report to the Board for approval of place, time, etc., at least forty-five (45) days prior to such meeting. All contracts and final approval must be obtained by the Board prior to notification to membership of such meeting.

ARTICLE VIII

Indemnification

Unless otherwise prohibited by law, CDCTA shall indemnify any director or officer or any former director or officer against any and all expenses and liabilities incurred by him or her in connection with any claim, action, suit, or proceeding to which he or she is made a party by reason of being a director or officer. However, there shall be no indemnification in relation to matters as to which he or she shall be adjudged to be guilty of a criminal offense or liable to CDCTA for damages arising out of his or her own gross negligence in the performance of a duty to CDCTA.

Amounts paid in indemnification of expenses and liabilities may include, but shall not be limited to, counsel

fees and other fees; costs and disbursements; and judgments, fines, and penalties against, and amounts paid in settlement by, such director or officer. CDCTA may advance expenses or, where appropriate, may itself undertake the defense of any director or officer. However, such director or officer shall repay such expenses if it should be ultimately determined that he or she is not entitled to indemnification under this Article.

The Board of Directors may also authorize the purchase of insurance on behalf of any director, officer, or other agent against any liability incurred by him which arises out of such person's status as a director, officer, or agent, whether or not CDCTA would have the power to indemnify the person against that liability under law.

ARTICLE IX

Amendments to By-Laws and Standing Rules

The Bylaws of CDCTA may be amended according to Virginia law, administered by the State Corporation Commission. A thirty (30) day written notice of any proposed amendment shall be delivered to all Directors. The Standing Rules of CDCTA may be amended by a simple majority vote of the Board of Directors. The membership shall be notified of any pertinent changes in the CDCTA Bylaws or Standing Rules within thirty (30) days.

ARTICLE X

Dissolution

CDCTA may be DISSOLVED as provided by law. Upon such dissolution of CDCTA, assets shall be given EXCLUSIVELY to scientific, literary, or educational organizations that would then qualify under the provisions of Section 501(c)(3) of the Internal Revenue Code and regulations pertaining thereto as the same then exist.

ARTICLE XI

Parliamentary Authority

ROBERTS RULES OF ORDER NEWLY REVISED shall govern all meetings of CDCTA, when not in conflict with these Bylaws. The Standing Rules of CDCTA shall become an attachment to these Bylaws.

