

RMDS Constitution & By-Laws

(As Amended November ~~1, 2006~~10, 2007)

ARTICLE I. NAME

The name of the organization shall be ROCKY MOUNTAIN DRESSAGE SOCIETY, INC.

ARTICLE II. PURPOSE AND OBJECTIVES

A. Purpose:

1. The purpose of the Society is to promote and encourage a high standard of accomplishment in dressage throughout the Rocky Mountain area and adjacent regions primarily through educational programs. In furtherance of this purpose the Society will work closely with local, regional, and national organizations.

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

B. The objectives of the Society are:

1. To improve the general understanding of dressage by conducting shows, educational clinics, forums and seminars, and to promote these and other activities to effect this goal;
2. To assist and cooperate with local, regional, and national dressage organizations in matters of common concern;
3. To cooperate with the United States Dressage Federation, Inc., US Eventing Association, US Equestrian Federation, Olympic Equestrian Games Committee, United States Pony Clubs, Inc., and other national organizations having an interest in training horses, riders, and judges in the principles of dressage; and
4. To guarantee fair representation to all members in forming policies and in the management of the society.

C. Limitations: The activities of the Society in pursuit of its Purpose and objective are limited as follows:

1. The Society shall not participate or intervene in any political campaign on behalf of any candidate for public office.
2. No substantial part of the activities of the Society shall consist of carrying on propaganda or otherwise attempting to influence legislation.

ARTICLE III. EXECUTIVE OFFICE ADDRESS

The address of the executive office of the Society shall be as determined by the Executive Board.

ARTICLE IV. MEMBERSHIP AND REPRESENTATION

A. Membership:

1. Membership in the Society and its Chapters is open to all persons regardless of religion, race, color, creed, sex, age, or national origin.
2. Membership in the Society and its Chapters shall be of the following classes: individual, family, contributing, life, and business. The benefits of each class shall be specified in the Standing Rules of the Society and shall apply for the membership period for which they have paid. The membership classes are defined as follows:
 - a. **INDIVIDUAL MEMBERS** are persons who have paid their annual individual dues and assessments as specified in the Standing Rules of the Society.
 - b. **FAMILY MEMBERS** are persons who have paid the annual family dues and assessments as specified in the Standing Rules of the Society. They must be domiciled with and living as a family with an Individual member of the Society.
 - c. **LIFE MEMBERS** are persons who have contributed an amount specified in the Standing Rules of the Society. They shall be exempt from further dues and assessments from either the Society or its Chapters. They may at their discretion, change Chapter affiliations without fee.
 - d. **BUSINESS MEMBERS** are business entities who have paid their annual dues and assessments as stated in the Standing Rules of the Society.
3. Upon joining the Society, members shall select a Chapter to represent their interests in forming Society policies and in managing the Society. Should a member fail to select a Chapter, he/she shall be assigned to a Chapter at the discretion of the RMDS Central Office. Members may change Chapter affiliation by notifying the RMDS Central Office in writing of their desire.
4. Members may be warned, censored, denied privileges, fined, or have their membership revoked without return of membership dues and assessments for violating Society rules or standards as specified in the Standing Rules. Conditions and procedures for each disciplinary action shall be stated in the Standing Rules of the Society.

B. Chapters:

- 1 Chapters shall be formed to represent the interests of members in forming Society policies and in managing the Society, to promote educational activities on the local level, and to carry out plans of the Society for local competitions. A Chapter must hold at least four meetings each year with at least one open membership business meeting to be recognized by the Society.

2. A Chapter may be recognized upon approval of the Executive Board when it has at least ten (10) dues-paying members and has written procedures or By-Laws, which are not in conflict with the By-Laws of the Society.
 3. All members of a Chapter must be members of the Society in good standing.
 4. A copy of each Chapter's current By-Laws must be filed with the Secretary of the Society.
 5. Each Chapter shall elect its own officers. It is the responsibility of these officers, as representatives of the membership, to encourage and organize, at the local level, educational activities to help members advance the training of themselves and their horses. The President of the Chapter will be responsible for reporting to the Secretary of the Society the details of all Chapter activities.
 6. A Chapter shall annually elect from its membership delegates to the Society's Board of Governors. At a Board of Governors meeting, each Chapter shall be entitled to one (1) vote for every twenty (20) members or fraction there-of. Each Chapter shall notify in writing the Secretary of the Society as to how its voting rights are distributed amongst its delegates.
 7. Chapters shall be responsible for the management of their own funds.
 8. A Chapter shall pay an initial recognition fee in the amount stated in the Standing Rules of the Society.
- C. Removal of Chapter Recognition: Any Chapter may lose Society recognition when any of the following conditions exist:
1. The number of Society members represented by the Chapter falls below ten (10) on April 1 of the current membership year
 2. Whenever, in the judgment of the Executive Board, the best interests of the Society would be served thereby. Loss of Chapter recognition shall require a 2/3 vote of the Executive Board at a regularly scheduled Executive Board meeting. All members of the Executive Board must be sent written notification of the intention to move for the revocation of recognition at least ten (10) days prior to the Executive Board meeting where the vote will be taken.
- D. Chapter Suspension: Any Chapter may be suspended from the Society in accordance with provisions specified in these By-Laws. The Society shall withhold all payment of the membership fees to a suspended Chapter; however, the withheld funds shall be paid to the Chapter once the suspension is lifted. Chapters shall not be entitled to Executive Board representation while suspended.
- E. Voluntary Removal of Chapter Recognition

1. Any Chapter may dissolve itself according to the process described in the Standing Rules Section XI.
2. Dissolution of a Chapter must be done by a vote of the Chapter membership with a two-thirds (2/3) majority.

ARTICLE V. DUES AND ASSESSMENTS

- A. Dues will be paid on an annual basis from January 1 through December 31. If a member joins the Society after October 1, his/her dues shall apply to the next membership year.
- B. Society dues and assessments will be reviewed annually and recommended by the Executive Board. The recommendations of the Executive Board will be presented to the Board of Governors for approval. Society dues, fees, and assessments shall be specified in the Standing Rules of the Society.
- C. Chapters may establish supplemental membership fees above those determined by RMDS.

ARTICLE VI. BOARD OF GOVERNORS

- A. The Board of Governors shall consist of Chapter delegate(s) who shall be elected to the Society's Board of Governors under procedures established by each Chapter. Failure of a Chapter to notify the Secretary of the Society in writing of the names(s) of its delegate(s) prior to the start of a Board of Governors meeting will constitute a forfeiture of representation of the Board of Governors at the meeting.
- B. The Board of Governors shall act as the governing and policy making body of the Society.
- C. The Board of Governors shall elect the President, Vice President, Secretary, Treasurer, and Chairpersons of the Permanent Committees from the nominees presented by the Nominating Committee or from nominations made from the floor.
- D. The Board of Governors shall hold at least one annual meeting and such interim meetings as may be called by the President. Except for personnel discussions, meetings of the Board of Governors may be attended by any member of the society; however, only Delegates to the Board of Governors may vote.
- E. At all meetings of the Board of Governors, 66% of the voting rights of all Chapters as of the last day of the month previous to the meeting shall constitute a quorum.
- F. Members of the Board of Governors may vote by proxy executed in writing and filed with the Secretary of the Board of Governors. Said proxy may be made by telegram, fax, letter, or electronic mail.

ARTICLE VII.

OFFICERS

- A. The elected officers of the Board of Governors being, President, Vice President, Secretary, and Treasurer, shall act in their respective capacities as the officers of the Society. All officers shall be members of the Society in good standing and a participating member of the United States Dressage Federation.
- B. Term of Office:
1. Officers shall be elected by the Board of Governors at the applicable Annual Meeting of the Society, and shall hold office for a two (2) year term, or until a successor shall have been duly elected.
 2. The Secretary and Treasurer are elected for terms to begin January 1 of even numbered years.
 3. The President shall be elected for a 2-year term to begin January 1 of the even numbered years.
 4. The Vice President shall be elected to a 1-year term to begin January 1.
- C. At the end of his/her term of office, either by expiration, resignation or removal, each officer shall transfer all records pertaining to his office to the succeeding officer within a two (2) week period.
- D. President:
1. The President shall be the chief executive officer of the Society. He/She shall preside at meetings of the Board of Governors and Executive Board meeting. He/She shall, with the Secretary, sign all contracts and obligations and perform such other duties as may be assigned to him/her by the Board of Governors. He/She shall be an ex-officio member of all committees, except the Nominating Committee herein provided for. The President may at any time call a meeting of the Executive Board or the Board of Governors in accordance with the provisions of ARTICLE XI of these By-Laws.
 2. Upon assuming office in January, the President shall appoint (with the approval of the Executive Board) an auditor who shall be charged with reviewing the financial records of the previous year. A full audit of the financial records must be performed with every change of Treasurer or at least every five (5) years. The auditor shall report the findings to the President and to the Executive Board.
 3. The President shall represent the Society with all organizations requiring such representation and shall be the official Society spokesperson before the public. The incoming President may represent the Society as a delegate at the United States Dressage Federation Annual Meeting.
 4. This Office shall normally be filled by the ascension of the Vice President. In the event the office of Vice-President is either vacant or held by an appointee of the Executive Board, the office of President shall be filled by election of the Board of Governors and shall have a term of one (1) year.

- E. Vice President: In the absence of the President, the Vice President shall exercise any power or duty of the President. The Vice President shall work closely with Chapter Organizations to coordinate regional dressage activities throughout the State of Colorado and adjacent regions.
- F. Secretary: The Secretary shall give notice to officers of the Executive Board of all meetings of the Executive Board and shall give notice to the delegates of the Board of Governors meetings. He/She shall prepare agendas in advance of each meeting in cooperation with the President; distribute agendas to delegates of the Board of Governors, Executive Board members, and Committee Chairpersons at least ten (10) days prior to the meeting date; be responsible for minutes of all meetings of the Society; and distribute immediately following each meeting a summary of the minutes of each meeting to all delegates of the Board of Governors, Executive Board members, Committee Chairpersons, and the editor of the Centaur.
- G. Treasurer: The Treasurer shall have the responsibility of reporting to the Society and the Executive Board with regard to all financial matters involving the Society. The treasurer shall make known to the Executive Board, such recommendations and/or suggestions as to the manner in which the financial affairs of the Society are conducted. He/She shall prepare a budget for the Society, which shall be presented to the Executive Board prior to the annual Board of Governors meeting. The Treasurer shall provide a summary of the Society's finances to any member upon request.

ARTICLE VIII. COMMITTEES

- A. Permanent Committees:
 1. There will be eight (8) permanent committees: Adult Amateur, Awards, Championship Show, Communication, Education, Junior/Young Riders, Marketing, Scholarship.
 2. The Chairpersons for the Permanent Committees will serve terms of two (2) years beginning January 1 of odd numbered years.
 3. The responsibilities of the Permanent Committees relate to coordination of the major activities of the Society.
 - a. THE ADULT AMATEUR COMMITTEE is responsible for developing educational, social and competitive programs for the Society's Adult Amateur riders. These programs shall be developed and run in coordination with the RMDS Education Committee
 - b. THE AWARDS COMMITTEE is responsible for the development and conduct of the Society's Awards System. The rules and policies of the Awards System will be described in the Standing Rules of the Society.
 - c. THE CHAMPIONSHIP SHOW COMMITTEE shall be responsible for RMDS Championship Competition as outlined in the Standing Rules Section XIV.

- d. THE COMMUNICATIONS COMMITTEE is responsible for public relations; for the web site management; for the publication of the Society's newsletter, Centaur; and for the publication of the Society's annual publication Omnibus.
- e. THE EDUCATION COMMITTEE plans and coordinates the educational activities of the Society, including, but not limited to, educational workshops and seminars, riding and instructor clinics, etc., for the purpose of improving the knowledge and skill of riders and horses in dressage fundamentals, techniques and horsemanship.
- f. THE JUNIOR/YOUNG RIDERS COMMITTEE is responsible for developing educational, social, and competitive programs for the Society's Junior and Young Riders. These programs shall be developed and run in coordination with the RMDS Education committee. The chairperson will also serve as the liaison between the Society and the national and regional Junior and Young Rider chairpersons of USDF.
- g. MARKETING Committee shall be responsible for developing and executing marketing programs aimed at increasing the number of members and to increase funding for RMDS programs
- h. THE SCHOLARSHIP COMMITTEE shall be responsible for administering the RMDS Scholarship program in accordance with the current guidelines.

B. Ad Hoc Committees:

- 1. Ad Hoc Committees may be established for conducting specific activities in support of the society.
- 2. Ad Hoc Committees may be established by the President of the Society upon approval of the Executive Board.
- 3. Chairpersons and members of Ad Hoc Committees are recommended by the President and approved by the Executive Board.
- 4. Chairpersons and committee members serve at the pleasure of the President.

ARTICLE IX. EXECUTIVE BOARD

- A. The Executive Board shall consist of the four elected Officers, the Chairpersons of the Permanent Committees, the immediate past President of the Society, and the President of each non-suspended Chapter.
- B. Quorum: A simple majority of the total votes of the Executive Board shall constitute a quorum for transacting business at any meeting of the Executive Board. Voting by proxy shall be allowed upon notification by letter, telegram, fax, or electronic mail to the Executive Board. Except for holding a proxy, no member of the Executive Board may have more than one (1) vote on the Executive Board.

- C. Unless otherwise listed under these By-Laws, the act of a simple majority of the members of the Executive Board at a meeting of which a quorum is present shall be the act of the Executive Board.
- D. The Executive Board shall have responsibility for the general management of the affairs of the Society and may make contracts in its name on behalf, or authorize such contracts to be made by the officers of the Society. The Executive Board shall conduct all business of the Society between meetings of the Board of Governors in accordance with policies and guidelines established by the Board of Governors. The Executive Board shall be charged with the responsibility of fulfilling the objectives of this Society.
- E. The Executive Board shall encourage and maintain open communications with the Board of Governors in matters concerning the Society. The Executive Board shall consult with the Board of Governors on any matters, which in its judgment require action by the Board of Governors. The Executive Board is always subject to the orders of the Board of Governors, and none of its acts shall conflict with actions taken by that body.
- F. There will be at least two (2) meetings of the Executive Board annually. Special meetings shall be called in accordance with the provisions of Article XI when deemed necessary by the President. The initial meeting for the calendar year of the Executive Board will be held by March 1 in the Denver Metropolitan Area. Subsequent meeting locations and times for the remainder of the year will be determined by vote of the Executive Board. Except for personnel discussions or disciplinary actions, meetings of the Executive Board may be attended by any member of the society; however, only members of the Executive Board may vote.
- G. In the event of the death, resignation, or removal of any Officer or Permanent Committee Chairperson, an appointee of the Executive Board shall fill such vacancy for the remaining portion of the term. Appointments shall be decided by the Executive Board within a thirty (30) day period following notification of death, resignation, or removal. The term of an appointee to the office of Vice-President shall expire at the next Board of Governors meeting where elections are held. the
- H. Removal of Executive Board Members:
 - 1. Any Officer or Permanent Committee Chairperson may be removed by the Executive Board whenever, in its judgment, the best interests of the Society would be served thereby. Such removal shall require a 2/3 vote of the Executive Board at a regularly scheduled Executive Board Meeting. All members of the Executive Board must be sent written notification of the intention to move for the removal at least ten (10) days prior to the Executive Board meeting where the vote will be taken. Removal shall not prejudice the individual's rights as a member of the Society.
 - 2. Chapter Presidents may not be removed from their position on the Executive Board by an action of the Executive Board. Chapter Presidents may only be removed from the Executive Board by an action of their Chapter, in accordance with its By-Laws.

3. Any Officer or Permanent Committee Chairperson shall be removed from office for having three (3) sequential unexcused absences from Regular and Special meetings of the Executive Board. Such removal shall be automatic and shall not require a vote of the Executive Board. Absences may be excused by a majority vote of the Executive Board at the meeting where the absence occurred or at the next subsequent meeting of the Executive Board. The submission of a signed proxy and written report to the Secretary of the Executive Board shall automatically be considered an excused absence.
- I. Any Chapter shall be suspended from RMDS for having three (3) sequential Executive Board meetings at which the Chapter has not been represented at the meeting by either a designated representative as defined under Section 1 or Section 2 above or by providing a valid proxy to another RMDS member in good standing. Such suspension shall be automatic and shall remain in effect until such time as a Chapter representative attends an Executive Board meeting or a valid proxy is provided.

ARTICLE X. NOMINATING COMMITTEE

- A. The Nominating Committee shall consist of Chapter Presidents. The President shall appoint a Nominating Committee Chairman from amongst the Chapter Presidents.
- B. The Nominating Committee shall be responsible for selecting a slate of nominees for the Society's Officers and Chairpersons of the Permanent Committees. This slate shall be presented at the last regular Executive Board meeting held prior to the annual Board of Governors meeting. The election of officers will occur at the Board of Governors annual meeting.
- C. In all cases, consent of the nominee must be obtained prior to the preparation of a slate of nominees.
- D. All Society elections shall be announced in the Centaur at least 30 day's prior to the date of the election.

ARTICLE XI. MEETINGS

- A. The Annual Meeting of the Board of Governors shall be held each year at least one (1) week prior to the Annual Meeting of the United States Dressage Federation, on such day and at such time and place as the Executive Board may designate. The Executive Board must give at least sixty (60) days notice of the Annual Meeting to all members of the Society.
- B. The President shall have the power to call special meetings of the Society's Board of Governors at any time and must call a meeting when requested to do so in writing by 20% of the Chapters, with at least thirty (30) days notice to all delegates to the Board of Governors.
- C. The President shall have the power to call special Executive Board meetings and shall do so at the request of a simple majority of the Executive Board

members, with at least ten (10) days written notice stating the purpose of the special meeting to all members of the Executive Board. Business at the meeting shall be limited to matters directly related to the purpose for which it was called.

ARTICLE XII. STANDING RULES

The Standing Rules of the Society shall be established by the Board of Governors to specify the policies, procedures and rules by which the business of the Society shall be conducted. The Standing Rules derive their authority from these By-Laws. Whenever a conflict exists between the Standing Rules and these By-Laws, the By-Laws shall be the prevailing authority.

ARTICLE XIII. AMENDMENTS TO BY-LAWS & STANDING RULES

- A. These By-Laws may be amended by a two-thirds (2/3) vote and the associated Standing Rules may be amended by a majority vote of the voting rights of the Board of Governors.
- B. Written notice, consisting of at least a general statement of the purpose of a proposed amendment, shall be provided to the Delegates of the Board of Governors not less than thirty (30) days nor more than sixty (60) days prior to its consideration.
- C. Any RMDS member in good standing may propose a change to the Society's By-Laws and Standing rules. Said member must complete an appropriate form and forward it to the RMDS Central Office by the published deadline.

ARTICLE XIV. DISSOLUTION

The Society may be dissolved as provided by law. Upon such dissolution of the Society, all debts of the Society shall be settled first. All remaining assets of the Society shall then be given exclusively to scientific, literary, or educational organizations which 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 XV. PARLIAMENTARY AUTHORITY

Robert's Rules of Order Newly Revised shall govern all meetings of the Society to the extent they do not conflict with these By-Laws.

(As Amended November ~~11, 2006~~10, 2007)