

Equestrians' Institute By-laws

ARTICLE I – IDENTIFICATION

Section 1. Name

The Name of the corporation is Equestrians' Institute, which is hereinafter referred to as the “Corporation” or the “Institute”.

Section 2. Principle Office

The post office address of the principle office of the Corporation shall be that of the president of the Corporation, or any other address within the State of Washington designated by the Officers of the Corporation.

Section 3. Purpose

The purpose of this Corporation is to promote and foster an interest in and an appreciation of horsemanship; to develop an appreciation of the contribution of horses to the American scene; to promote educational and competitive programs in the proper use and maintenance of horses; to promote Combined Training, Combined Driving, and the art of Dressage.

Section 4. Type of Organization

This organization is a non-profit corporation organized and incorporated under the laws of the State of Washington.

Section 5. Fiscal Year

The fiscal year of the corporation shall begin on the first day of January and end at the close of December. The membership year shall begin December 1st and end November 30th.

Section 6. Affiliation

The Institute is a Group Member Organization of the United States Dressage Federation.

ARTICLE II – MEMBERSHIP

Section 1. Qualifications

Membership shall be open to any person interested in the purposes of the Institute.

- A. A Senior Member is anyone who has reached his or her 22nd birthday as of the beginning of the fiscal year and is current on dues.
- B. A Young Rider Member is anyone who has NOT reached his or her 22nd birthday as of the beginning of the fiscal year and is current on dues.
- C. A Life Member is anyone who has purchased a “Life Membership” and continues to be in good standing with the Institute.
- D. A Business Member is any entity which has purchased a “Business Membership” as defined by the Board of Directors.
- E. A Family Member is any group of persons residing in the same household. Family Membership shall consist of one person who shall be designated as the Primary Member, plus those persons residing within the same household. A Family Membership shall be treated as a Senior or Young Rider Membership except for the purposes of dues and qualification for Institute activities.

Section 2. Chapters

- A. A Chapter shall consist of a group of ten (10) or more persons who are members of the Corporation in good standing, and who live in proximity to one another.
- B. The name of each Chapter shall include its geographical location C. Each Chapter shall operate under the existing By-laws of the Corporation D. Each Chapter may maintain standing rules to fit its specific requirements as long as there is no conflict with the Corporation By-laws E. Each Chapter shall submit a copy of its standing rules with its letter of intention to the Board of Directors F. A Chapter may be dissolved at the discretion of the Board of Directors
- C. Every member shall receive a certificate of membership from the Institute signed by the Secretary, stating that he or she is a member of the Corporation for the year in which dues are paid.

Section 4. Transferability

Membership in the Institute is not transferable.

Section 5. Expulsion

A member may be expelled from the membership for any actions detrimental to the Institute or its reputation or for cruelty

or misuse of an animal. Expulsion requires a two-thirds (2/3) affirmative vote of the members present at a duly held meeting; provided, however, that written notice of the alleged acts or actions of the subject member shall be given at least ten (10) days before the meeting at which such vote is to be taken.

Section 6. Dues

The dues for membership in the Corporation for the upcoming Fiscal Year shall be determined by the Board of Directors and approved by a majority vote of the members of the Corporation who are present and voting at the Annual Meeting.

ARTICLE III – MEETINGS

Section 1. Annual Meeting

An annual meeting of members shall be held each calendar year on a date set by the Board of Directors at such time and place as may be set by the president.

Section 2. Other Meetings

Any other meetings of the members may be called at any other time by the President, by a majority of the Board of Directors, or by written petition signed by not less than one-tenth (1/10) of all the members authorized to vote.

Section 3. Notices

A written or printed notice stating the place, day, and hour of any meeting of the membership and the purpose for which the meeting is called shall be delivered/mailed or e-mailed by the Secretary, or by the Officer or person calling the meeting, to each member at the address which appears on the record of the Corporation, at least ten (10) days prior to the date of such meeting.

Section 4. Voting

- A. The following members, whose dues are current and are 16 years or older shall be entitled to one vote on any action taken by the general membership: Senior Member, Life Member, Business Member, Young Rider Member, Family Member.
- B. Voting must be done in person unless the notice of meeting specifically provides for electronic voting, including the method or methods of such voting. HOWEVER, voting by proxy is NOT permitted.

Section 5. Quorum

Any number of members in good standing, attending in person, shall constitute a quorum at any meeting of the membership, and unless specified to the contrary herein, a majority of those members present or voting by electronic means if permitted shall be required for any official action of the membership binding upon the Corporation.

Section 6. Conduct of Meetings

To the extent practical, all meetings shall be conducted in accordance with Roberts' Rules of Order Revised.

ARTICLE IV – BOARD OF DIRECTORS

Section 1. Personnel and Election

- A. The Board of Directors shall all be Members in good standing with the Institute and consist of the four officers of the Institute, the President, Vice-President, Secretary and Treasurer, and the following Seven Directors:
 1. The Dressage Director;
 2. The Eventing Director;
 3. The Combined Driving Director;
 4. The Education Director;
 5. The Public Relations/Promotion Director;
 6. The Information Technology Director; and
 7. The Director of Volunteers.

The Officers and Directors shall be elected by a majority vote of the membership present and voting at the Annual Meeting. At the time of their election the candidates must be Members in Good Standing with the Corporation.

- A. The Directors' term of office will be for two years.
- B. The Board of Directors may appoint a "Co- Director" for each Director Position. In absence of the Director the Co-Director will serve on the Board of Directors in full capacity. The Co-Director may get elected into the Director position at the end of the Director's term by the general membership.
- C. At least six (6) weeks before the date of the Annual Meeting, the President shall appoint a Nominating Committee of at least three (3) members of the Institute. This Committee shall nominate one or more individuals for each

directorship which comes up for election. At the Annual Meeting, nominations shall be accepted from the floor. The President shall be the Chair of the Board. In his or her absence, the Vice-President shall act as Chair, or in the absence of the Vice-President, such other Board Member as designated by the President. Each member of the Board shall have one vote.

Section 2. Duties

The corporate power of the Corporation shall be vested in the Board of Directors, who shall have the management and control of the business of the Corporation, subject to any limitations or affirmative directions of the members as may be specified by resolution duly adopted by the members at any duly held meeting of the membership. They shall employ such agents and employees as they may deem advisable, and fix the rate of compensation of all agents and employees.

Section 3. Resignation

A Director may resign at any time by filing his or her resignation with the Secretary.

Section 4. Removal

A duly held meeting of the members called expressly for that purpose, any and all members of the Board may be removed by a two-thirds (2/3) vote of the members entitled to vote at such meeting; provided that written notice of the proposed action shall first be given to the members, and be given to him or her at least ten (10) days before the meeting. Any Director expelled from membership shall automatically be removed from the Board of Directors.

Section 5. Meetings

- A. Meetings of the Board of Directors may be held upon the call of the President or of two (2) or more Members of the Board;
- B. The Call shall provide at least seventy-two (72) hours notice;
- C. The Call shall specify the time;
- D. The Call shall specify the general purpose of the meeting;
- E. The Call shall specify the physical place of the meeting and/or the electronic means by which the Board may communicate; and
- F. The Call shall be given to each Board Member in person, by mail, or by electronic means.
- G. To the extent possible, all Board Meetings shall be open to the General Membership, except that the Board may hold an Executive Session and exclude such non-Board Members.

Section 6. Quorum

A majority of the entire Board of Directors, either in person or by electronic means, shall be necessary to constitute a quorum. However, when filling vacancies, a majority of the existing Directors shall be required for a quorum. The Act of a majority of the directors present or voting by electronic means at a meeting shall be the act of the Board of Directors.

Section 7. Conduct of Business

To the extent practical, all business of the Board of Directors shall be conducted in accordance with Roberts' Rules of Order, Revised, unless otherwise specified herein.

ARTICLE V – OFFICERS

Section 1. Designation

The Officers of the Corporation shall consist of a President, Vice-President, Secretary and Treasurer.

The Board of Directors by resolution may create and define the duties of other offices in the Corporation, and shall elect or appoint persons to fill all such officers. Election or appointment of an officer shall not itself create contract rights.

Section 2. Elections and Terms of Office

The Officers of the Corporation shall be elected by a majority vote of the members present and voting at each Annual Meeting. They shall be elected for a term of two years. At the time of their election the candidates must be Members in Good Standing with the Corporation.

The Officers shall take office on the first day of the month following their elections, and shall serve until the end of their designated term.

At least six (6) weeks before the date of each Annual Meeting, the President shall appoint a Nominating Committee of at least three members of the Corporation. This committee shall nominate one or more persons for each office or directorship which comes up for election. At the Annual Meeting, nominations shall also be accepted from the floor.

Section 3. 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 or Director so appointed shall hold office until the next election.

Section 4. President

The President shall preside at all meetings of the members and the directors, discharge all the duties that evolve upon a presiding officer, and perform such other duties as this code of By-laws provides, or the Board of Directors may prescribe.

Section 5. Vice President

The Vice President shall perform all duties incumbent upon the president in his or her absence or disability, and perform such other duties as this code of By-laws may require or the President and Board of Directors by prescribe.

Section 6. Secretary

The Secretary shall have custody and care of the records, minutes, and membership list of the Corporation. He or she shall attend all meetings of the members and Board of Directors, and shall keep a complete and true 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 Corporation, shall file and take charge of all papers and documents belonging to the Corporation, and perform such other duties as this code of by-laws may require or the President and Board of Directors by prescribe.

Section 7. Treasurer

The Treasurer shall keep correct and complete records of accounts, showing accurately at all times the financial condition of the Corporation. He or she shall be the legal custodian of all moneys, notes, securities and other valuables, which may from time to time come into the possession of the Corporation. He or she shall immediately deposit all funds of the Corporation coming into his or her hands in some reliable bank or other depository to be designated by the Board of Directors, and shall keep such bank account in the name of the Corporation; and shall perform such other duties as this code of By-laws may require or the Board of Directors may prescribe. The Treasurer may be required to furnish bond in such amount as shall be determined by the Board of Directors.

Section 8. Delegation of Authority

In the absence of any Officer of the Corporation, or for any other reason that the Board of Directors may deem reasonable, the Board 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.

Section 9. Execution of Documents

Unless otherwise provided by the Board of Directors, all contracts, leases, commercial papers, and other instruments in writing and legal documents shall be signed by the President or Vice-president, and attested by the Secretary.

All checks, drafts, and money orders for the payment of money shall be signed by those officers or individuals as the Directors may from time to time designate.

ARTICLE VI – BOOKS AND RECORDS

Section 1. Place of Keeping

Except as otherwise provided by the laws of the State of Washington, the books and records may be kept at such place or places within the State of Washington as the Board of Directors may determine.

Section 2. Membership List

The original or duplicate membership list shall contain a complete and accurate list of all members alphabetically arranged, giving names and addresses of all members, and shall be kept at the principal office of the Corporation. This list may be in a physical or electronic format as determined by the Board of Directors.

ARTICLE VII – DISPOSITION OF ASSETS UPON DISSOLUTION

Section 1. In the event of the dissolution of the organization or other termination of its activities, all of its assets shall be paid over or transferred to any exempt organization described in Section 501 (C) 3 of the Internal Revenue Code, contributions to which are deductible.

Section 2. The above reference to Section 501 (C) 3 shall be interpreted to refer also to the corresponding section of any Internal Revenue Code or other Revenue law hereinafter in effect. The provisions of this article shall not be rescinded, altered, or amended in any manner whatsoever.

ARTICLE VIII

These By-laws may be amended, added to, altered or repealed and the provisions of the Articles of Organization may be amended at any meeting of the members by the vote of two-thirds (2/3) majority of the members present and voting at such meeting, provided that notice of the proposed amendment, addition, alteration, or repeal is given in the notice of said meeting, excepting however, that the provisions presently contained in Article VII of these By-laws shall remain in full force and effect, and shall not be rescinded, altered, or amended in any manner whatsoever.

ARTICLE IX

Equestrians' Institute shall indemnify each present and future Director and Officer of the Corporation against, and each such Director and Officer shall be entitled without further act on him or her part to indemnify from the Corporation for all expenses (including any fines, or the amount of judgments and the amount of reasonable settlements made with a view to the curtailment of costs of litigation, other than amounts paid to the Corporation itself) reasonably incurred by him or her in connection with or arising out of any action, suit, or proceeding in which he or she may be involved by reason of being or having been such Director or Officer at the time of incurring such expenses; provided, however, that such indemnity shall not include any expenses incurred by any such Director or Officer (a) in respect of matters as to which he or she shall be finally adjudged in any such action, suit, or proceeding to have been derelict in the performance of his or her duty as such Officer or Director, or (b) in respect to any matter which settlement is effected to an amount in excess of the amount of expenses which might reasonably have been incurred by such Director or Officer in conducting such litigation to a final conclusion; providing further that in no event shall anything herein be construed as to protect, or authorize the Corporation to indemnify such Director or Officer against any liability to the Corporation or its security holders to misfeasance, bad faith, gross negligence, or reckless disregard of the duties involved in the conduct of his office as such Director or Officer.

The foregoing right of indemnification shall inure to the benefit of the heirs, executors, or administrators or each Director or Officer, and shall be in addition to all other rights to which such Director or Officer may be entitled as a matter of law.