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## BYLAWS

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### ARTICLE I

#### NAME

The name of the organization shall be United States Dressage Federation, Inc. (hereinafter "USDF"), a nonprofit corporation organized under the Laws of the State of Nebraska, which is now maintained in Lexington, Kentucky.

### ARTICLE II

#### PURPOSE AND OBJECTIVES

**Section 1.** The Purpose of the USDF is to promote and encourage a high standard of accomplishment in dressage throughout the United States primarily through educational programs. In furtherance of this goal, the USDF will work closely with local, regional and national organizations.

**Section 2.** The Objectives of the USDF are:

- a) To improve the general understanding of dressage through 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 organizations in matters of common concern.
- c) To cooperate with the United States Equestrian Federation, Inc., the United States Eventing Association, the United States Pony Clubs, Inc., and other national and international organizations having an interest in training horses, riders, instructors and judges through the principles of classical dressage.
- d) To guarantee fair representation to members from all geographical areas of the United States in forming policies and in the management of the USDF.

**Section 3.** It is the policy of the USDF that openness and transparency in the decision-making process of all its entities is crucial for the creation of an informed membership. Towards that end, appropriate Policies and Procedures are to be adopted to fulfill the policy of openness and transparency in the decision-making process.

### ARTICLE III

#### OFFICE

The principal and registered office of the United States Dressage Federation (hereinafter referred to as the USDF office) as required by the Nebraska Nonprofit Corporation Act, shall

be maintained in Lexington, Kentucky; or at such other place as may be designated by the Executive Board.

## ARTICLE IV

### STRUCTURE

#### Section 1. Regions

The geographical United States shall be divided into regions as determined by the USDF Board of Governors. All USDF Regions shall be designated with a number. There shall be as many regions as the Board of Governors determines is necessary for the furtherance of the USDF's goals and objectives. Each region so designated by the Board of Governors shall elect a Regional Director as provided for in these bylaws. Each such Regional Director shall serve according to the terms established in these Bylaws.

#### Section 2. Definitions

- A. The following rules apply in computing any time period or date certain specified in these Bylaws or the Policies and Procedures:
  - 1) When the period is stated in days or a date certain:
    - a) exclude the day of the event that triggers the period;
    - b) count every day, including intermediate Saturdays, Sundays, and legal holidays; and
    - c) include the last day of the period, but if the last day is a Saturday, Sunday, or legal holiday, the period continues to run until the end of the next day that is not a Saturday, Sunday, or legal holiday.
- B. A "Member in Good Standing" is one who is in compliance with all current Bylaws, including payment of dues, and not subject to any restriction as set forth in Article V.
- C. A "Meeting" as stated in these Bylaws may be held in person or by electronic means unless otherwise stated.

## ARTICLE V

### MEMBERSHIP

#### Section 1. Individual or Member in Good Standing

- a) Any individual or member of the USDF, as defined in Article V, will comply with all applicable Bylaws of USDF in order to remain in good standing. Any individual **or** member once known by USDF to be suspended by the United States Equestrian Federation, or while under sanction by the US Center for Safe Sport, will be considered not in good standing with USDF for the period of suspension or sanction. Any individual or member not in good standing shall not be entitled to rights and privileges afforded to those in good standing.
- b) Membership in good standing shall not vest any member with any right, title, or interest in or to the funds, property, or other assets of the USDF.

- c) Any person nominated for the USDF Executive Board must be a member in good standing for at least one year prior to nomination.
- d) Any person elected or appointed to the USDF Executive Board and the Board of Governors must be a member in good standing at the time of election or appointment and through the duration of his/her term. If the elected or appointed official does not remain a member in good standing, he/she will be removed from office as outlined in the Policies and Procedures.
- e) Any person serving on a council or committee of the USDF must be a member in good standing at the time of appointment and throughout the duration of his/her term. Membership in good standing of the USDF is also required for participation in certain USDF programs as listed in the USDF Policies and Procedures.
- f) The USDF requires the payment of financial obligations owed to the USDF or its regions within the month they are due.
- g) Any member, including an officer, partner, or stock holder of a USDF business member, who falls in arrears 120 days or more for any financial obligation to USDF or its regions, is automatically suspended as a member in good standing, upon formal written notice to the member.
- h) Any suspended member may be reinstated as a member in good standing upon payment of all dues and any other financial obligations, including applicable service charges and collection fees; and/or compliance with any other requirements.
- i) No person can attend USDF meetings, conduct business at USDF meetings, participate in USDF elections as a candidate or delegate, or participate in programs sponsored by the USDF until all past dues and financial obligations owed to the USDF, including legal and collection fees, are paid.
- j) Members sanctioned per **Article V, Section 7** of the USDF Bylaws are considered members not in good standing.
- k) Any member whose USDF membership has been terminated for good cause per **Article V, Section 8** of the USDF Bylaws, will lose all membership privileges afforded to members in good standing.
- l) Members whose membership status is pending an appeal per **Article V, Section 8 (c)** of the USDF Bylaws are considered members in good standing pending the appeal.

## **Section 2. Group Member Organizations**

- a) The Founding Members of the USDF shall be the existing local clubs that sent official registered delegates to the meeting of the Temporary Committee on National Dressage Activities held in Lincoln, NE, on February 17-18, 1973.
- b) A Group Member Organization shall consist of a local or regional dressage organization of at least 25 dues-paying members, having written procedures or bylaws not in conflict with the bylaws of the USDF.

- c) When a Group Member Organization has a chapter or subdivision exceeding 25 members, that chapter or subdivision may join the USDF as a separate Group Member Organization.
- d) A Group Member Organization shall pay an initial fee and shall file with the USDF a roster of its dues-paying members. The Executive Board shall establish the amount of the initial fee.
- e) Membership shall begin upon receipt in the USDF office of a roster of members and the payment of all appropriate fees.
- f) Membership rosters, dues and the name of the official USDF contact of each Group Member Organization are due in the United States Dressage Federation's office December 1.
- g) A Group Member Organization shall pay annual dues on the basis of per capita assessment of its dues-paying members as are contained in the current roster. All members of the Group Member Organization shall be included on the roster and dues paid for each member. A current roster of members must be filed with the USDF on or before the beginning of each USDF membership year. Newly established groups shall pay their per capita assessment on their membership count as of the date of the entry into the USDF.
- h) All individuals who are dues-paying members of the Group Member Organization shall be considered Group Members of the USDF. Each Group Membership shall be in the name of one specific individual. Those individuals who are family members of Group Member Organizations will be considered "Family Members" of the USDF. Each USDF Group Membership, including each person having a USDF Family Membership, shall be in the name of the individual Group Member.
- i) All USDF GMO Family Members are considered GMs of the USDF, whether Primary or Supporting, and are counted toward the GMOs voting strength at the BOG.
- j) Corrections and additions to membership rosters, along with the appropriate fees, shall be filed with the USDF office at least quarterly during the membership year.
- k) A Group Member Organization shall annually elect or appoint from its membership a delegate to the USDF Board of Governors for a term of not less than one year, under procedures established by each Group Member Organization. Such delegate shall not be an elected Officer, Regional Director or At-Large Director of the USDF. Such delegate shall be entitled to one vote for every 25 (or major fraction thereof) dues-paying members of the Group Member Organization. Group Member Organizations having more than 200 members may elect one additional delegate per every 200 additional members. (Example: 25 members – 1 delegate, 201 members – 1 delegate, 399 members – 1 delegate, 400 members – 2 delegates, 600 members – 3 delegates.)
- l) ***Group Member Organization delegates elect Officers, At-Large Directors, and a Regional Director from their respective region to the USDF Executive Board.***

- m) Final membership rosters and dues for any members of Group Member Organizations not previously paid pursuant to Sections 2(g) and (h) shall be submitted to the USDF office no later than November 30 of each year.
- n) The number of Group Members of each Group Member Organization as of September 1 shall determine its voting strength at the annual meeting.

### **Section 3. Participating Membership**

- a) Participating, Associate, Special Associate and Life Associate Members shall hereinafter be referred to as Participating Members, and the eligibility for each classification shall be outlined in the USDF Policies and Procedures.
- b) Membership shall begin upon receipt of the application form and all necessary fees, and shall expire on November 30 unless renewed, except as otherwise noted under Participating Membership classifications contained in the USDF Policies and Procedures.
- c) Where there are 25 or more Participating Members of the USDF in one region, such Participating Members shall elect a delegate from among the Participating Members of that region to represent them on the USDF Board of Governors. Such delegate shall not be an elected Officer, Regional Director or At-Large Director of the USDF. Such delegate shall be entitled to one vote for every 25 (or major fraction thereof) dues-paying Participating Members in the region.

When there are 200 or more Participating Members of the USDF in one region, one additional delegate shall be elected from that region for every 200 Participating Members and the number of votes so generated shall be divided equally among such delegates. (Example: 25 members – 1 delegate, 201 members – 1 delegate, 399 members – 1 delegate, 400 members – 2 delegates, 600 members – 3 delegates.) In the event that the votes cannot be equally divided, the delegate receiving the highest number of votes shall be entitled to one more vote than the other delegate(s). If the number of Participating Members in a region changes to affect the number of Participating member votes, then those votes shall be reappointed among the elected Participating Member delegates.

- d) The number of Participating Members as of November 1 shall determine voting strength at the annual meeting.
- e) Participating Member delegates elect ***Officers, At-Large Directors, and*** a Regional Director from ***their respective*** region ***to the USDF Executive Board.***

### **Section 4. Business Membership**

- a) A Business Membership may be any entity: sole proprietorship, partnership, limited liability company or corporation.
- b) Membership shall begin upon receipt of the application form and all necessary fees, and shall expire November 30.
- c) A Business Member shall be a non-voting member.

## **Section 5. International Group Member Organization**

- a) An International Group Member Organization shall consist of a dressage organization located outside the United States with at least 25 dues-paying members, having written procedures or bylaws not in conflict with the bylaws of the USDF.
- b) An International Group Member Organization shall pay an initial fee and shall file with the USDF a roster of its dues-paying members. The Executive Board shall establish the amount of the initial fee.
- c) Affiliation shall begin upon receipt in the USDF office of a roster of members and the payment of all appropriate fees.
- d) Membership rosters, dues and the name of the official USDF contact of each International Group Member Organization are due in the United States Dressage Federation's office December 1.
- e) An International Group Member Organization shall pay annual dues on the basis of per capita assessment of its dues-paying members as are contained in the current roster. All members of the International Group Member Organization shall be included on the roster and dues paid for each member.
- f) A current roster of members must be filed with the USDF on or before the beginning of each USDF membership year. Newly established groups shall pay their per capita assessment on their membership count as of the date of entry into the USDF.
- g) All individuals who are dues-paying members of the International Group Member Organization shall be considered Group Members of the USDF. Each Group Membership shall be in the name of one specific individual. Those individuals who are family members of International Group Member Organizations will be considered "Family Members" of the USDF. Each USDF Group Membership, including each person having a USDF Family Membership, shall be in the name of the individual Group Member.
- h) Corrections and additions to membership rosters, along with the appropriate fees, shall be filed with the USDF office, at least quarterly during the membership year.
- i) Final membership rosters and dues for any members of International Group Member Organizations not previously paid pursuant to Section 5 (d) are due no later than November 30 of each year.
- j) International Group Member Organizations shall not be entitled to voting representation on either the Executive Board or the USDF Board of Governors.
- k) International Group Member Organizations shall not be a part of a USDF Region.

## **Section 6. Education Membership**

- a) An Education Membership, as defined in the Policies and Procedures, is created as of December 1, 2010.

- b) Membership shall begin upon receipt of the application form and all necessary fees, and shall expire twelve months from the date on which the membership was applied.
- c) An Education Member shall be a non-voting member.

### **Section 7. Membership Sanctions**

- a) Any individual or USDF member once known by USDF to be suspended by the United States Equestrian Federation, or while under sanction by the US Center for Safe Sport, will be considered not in good standing with USDF for the period of suspension or sanction.
- b) Any individual or USDF member once known by USDF to be suspended by the United States Equestrian Federation, or while under sanction by the US Center for Safe Sport, shall be ineligible to serve or participate in any aspect of USDF governance, or to lead a USDF program for the period of suspension or sanction.

### **Section 8. Termination of Membership**

- a) Participating and Business Memberships will expire November 30, with exceptions being Five –Year Participating and Life Participating Members, which expire according to the membership classifications contained in the USDF Policies and Procedures. Any member of the USDF may terminate membership in the USDF by written resignation submitted to the USDF office.
- b) Group Member Organization’s memberships shall be terminated on the date dues are delinquent if dues and membership rosters have not been received by that date. Memberships may be reinstated if the appropriate dues and late fines are paid and will expire at the end of the membership year. Any Group Member Organization of the USDF may terminate membership in the USDF by written resignation submitted to the USDF office.
- c) The Executive Board may, by a two-thirds (2/3) majority vote of the Executive Board members present at any meeting, terminate the membership of any member for good cause, which shall be defined as engaging in any activity deemed by the Executive Board to be not in the best interests of the USDF. Any member of the USDF convicted in a court of law of cruelty to horses shall have membership terminated and be banned from participation in USDF activities. Any member considered for termination pursuant to this provision shall have the right to be represented and to be heard at any meeting or teleconference of the Executive Board at which such termination is to be considered and shall be notified at least 30 days prior to any such meeting.
- d) In the event any member fails to exhaust all available remedies which involve complaints regarding the USDF prior to the commencement of legal action in a court of law, all rights and privileges of membership for such member will be immediately suspended and reinstatement or termination of such member will thereafter be determined by the Executive Board pursuant to the provision of **Article V, Section 8 (c)**.
- e) The Executive Board, at its discretion, may consider and act upon the reinstatement of any member terminated for good cause.

## ARTICLE VI

### BOARD OF GOVERNORS

**Section 1.** The Board of Governors shall consist of the following:

- a) It shall be the responsibility of each Group Member Organization to notify the USDF in writing (which includes electronic means) as to the identity of the delegate or delegates representing such Group Member Organization by **October** 31. If a Group Member Organization fails to notify the USDF the identity of its delegate or delegates, the President of the Group Member Organization shall be designated as the delegate. In the event that a Group Member delegate shall either 1) die, 2) resign, or 3) be removed as delegate by the Group Member Organization, then the Group Member Organization shall appoint or elect a new delegate to serve the remainder of the one-year term and notify the USDF as to the identity of the new delegate.
- b) Delegates representing Participating Members shall be elected by secret ballot to the USDF Board of Governors by the Participating Members of their regions. The delegates shall serve a one-year term; beginning as of the date of said election and terminating one year later or when a successor shall have been duly elected or named. Delegates shall be current Participating Members residing in the region from which elected and shall not be an elected Officer, Regional Director or At-Large Director of the USDF, or member of the USDF Audit Committee. The election of delegates to represent the Participating Membership shall be supervised by the Canvassing Committee pursuant to the provisions of **Article XII, Section 6(b)**.
- c) Officers, Regional Directors and At-Large Directors of the USDF shall be ex-officio, non-voting members of the Board of Governors.

**Section 2.** The Board of Governors shall:

- a) Act as the governing body of the USDF;
- b) Make motions and vote on all issues that come before the Board of Governors, including proposed changes in Bylaws; and
- c) Establish the amount of dues to be paid by all membership categories of the organization.

**Section 3.** The Board of Governors shall elect from the membership of the USDF a President, Vice President, Secretary and Treasurer. These officers shall serve in their respective positions as the officers of the USDF. The USDF may have such other officers, as the Board of Governors may deem necessary.

**Section 4.** The Board of Governors shall hold an annual meeting, which is open to all members of the USDF. Whenever at least 30% of the Participating Members or at least 20% of the Group Member Organizations request in writing an interim meeting of the Board of Governors, the President shall call such a meeting at the earliest possible time. Any meeting of the Board of Governors shall be preceded by notice according to **Article XIV, Section 1**.

**Section 5.** At all meetings of the Board of Governors, 51% of the current voting rights of all delegates shall constitute a quorum.

**Section 6.** The delegate of a Group Member Organization may be represented on the Board of Governors by proxy, signed by an officer of the Group Member Organization and filed with the Secretary of the Board of Governors as set forth in Section (a) below. Elected Officers, Regional Directors and At-Large Directors of the USDF, and USDF Audit Committee members shall not be delegates or hold proxies.

- a) Proxies may be either “designated” or “undesignated” and shall be made by facsimile bearing the signature and title of an authorized officer representing the Group Member Organization, by e-mail or other means as described in the Policies and Procedures. A “designated” proxy identifies the member ***in their region*** who shall vote the proxy and an “undesignated” proxy does not identify the member.
- b) Undesignated proxies shall be assigned first to a USDF member of the Group Member Organization, according to the instructions of the GMO, who agrees to be present at the meeting. No member shall hold more than two proxies.
- c) Undesignated proxies shall be assigned secondly to those delegates present from the respective region who do not already hold the proxy of another Group Member Organization. No delegate shall hold more than one proxy, unless there are no other eligible persons present at the meeting from the given region, in which case the delegate may hold two proxies.
- d) Except for emergency reassignments, all proxies must be completed by 6:00 pm the day before the meeting begins.
- e) The Secretary in consultation with the Regional Director shall complete emergency reassignments prior to the commencement of roll call and as soon as proxies are assigned, roll call shall be read.
- f) Any delegate proxy granted under this Section shall be valid only for the meeting specified.

**Section 7.** No one person may be a delegate for more than one Group Member Organization, or be a delegate for a Group Member Organization and the Participating Members, but one may vote by proxy as provided in **Article VI, Section 6**.

## ARTICLE VII

### EXECUTIVE BOARD

**Section 1.** The Executive Board shall consist of the Officers ***and At-Large Directors***, elected by the Board of Governors, ***and*** one Regional Director from each USDF Region ***elected by each regions’ delegates on the Board of Governors***. The number of regions and their boundaries shall be determined by the Board of Governors.

- a) The Executive Director shall sit as an advisor on the Executive Board, but shall not have a vote and shall not be considered when determining a quorum.
- b) The immediate Past President shall sit as an advisor on the Executive Board for one year after the end of his term of office. The immediate Past President shall not have a vote and shall not be considered when determining a quorum, but shall otherwise be

considered a full member of the Executive Board and subject to the terms and conditions of any other elected Board member.

- c) Employees shall not be members of the USDF Executive Board.

**Section 2.** The President or Vice President of the USDF shall preside at all meetings of the Executive Board, and minutes shall be a responsibility of the Secretary of the USDF. If both the President and Vice President are absent from the meeting, the remaining Executive Board members shall select a chairman to preside at that meeting.

**Section 3.** A simple majority of the Executive Board members shall constitute a quorum for transacting business at any meeting of the Executive Board; provided that if less than a majority of the members are present at said meeting, a majority of those present may adjourn the meeting from time-to-time without further notice.

**Section 4.** The act of a simple majority of the members of the Executive Board at a meeting at which a quorum is present shall be the act of the Executive Board.

**Section 5.** The Executive Board may vote on issues by fax, e-mail or regular mail, but any issue will be deferred to the next live Executive Board meeting if any Executive Board member so requests.

**Section 6.** Appointment of the Executive Director, as well as the appointments of the committee chairmen requires approval of the Executive Board.

**Section 7.** The Executive Board, as directed by the Board of Governors, shall oversee the general management of the affairs and is the policy-making body of the USDF and may authorize contracts to be made in the name of and on behalf of the USDF. The Executive Board shall conduct all business of the USDF between meetings of the Board of Governors in accordance with Policies and Procedures. The Executive Board shall be charged with the responsibility of fulfilling the objectives of the USDF.

**Section 8.** The Executive Board shall encourage and maintain open communication with the Board of Governors in matters concerning the USDF. The Executive Board shall consult with the Board of Governors on any matters which in its judgement require action or reconsideration.

**Section 9.** The Executive Board shall hold closed meetings immediately preceding and immediately following the annual Board of Governors meeting. There shall be at least one additional Executive Board Meeting during the year with at least 10 days prior notice given to the Executive Board members. Additional Executive Board meetings during the year may be held with meeting notice given in accordance with **Article XIV, Section 4**. Additional Executive Board meetings during the annual meeting may be called by the President or majority of the Executive Board as necessary, with full notification to every Executive Board member present at the annual meeting of purpose of the meeting with at least six hours advance notice, and no such meeting shall commence after 10:00 PM. Should the elected Regional Director of any region be unable to attend any Executive Board meeting, the Regional Director may appoint, upon notice to the President, a current Participating Member from within the region to represent the region and to vote on all matters coming before the Executive Board. Should the At-Large Director of any council be unable to attend any Executive Board meeting, the At-Large Director may appoint, upon notice to the President, a

current member of the council to represent the council and vote on all matters coming before the Executive Board.

**Section 10.** The President may appoint a member of the Executive Board to serve as official liaison between the USDF and other organizations. The President shall appoint a member of the Executive Board to serve as official liaison between the USDF and the United States Equestrian Federation. Such appointments shall be approved by the Executive Board.

## ARTICLE VIII

### OFFICERS

**Section 1.** The elected officers of the Board of Governors, being a President, Vice President, Secretary and Treasurer, shall act in their respective capacities as the officers of the USDF. Officers shall be Participating Members of the USDF in good standing.

**Section 2.** Officers shall be elected by the Board of Governors at the applicable annual meeting of the USDF, and shall hold overlapping terms beginning on the first day of January after the election as follows: Beginning at the 2009 annual meeting, the President and the Treasurer shall be elected each to a three year term at the same annual meeting as the Regional Directors from even numbered regions, and the Vice President and Secretary shall be elected each to a three year term at the same annual meeting as the Regional Directors from odd numbered regions, as those elections are set out in **Article XIII, Section 2**. Beginning with the Officers elected in 2009, no person may serve more than three consecutive terms in the same office, though any person having served three consecutive terms in the same office may again be elected to that office after not holding the office for at least one term.

**Section 3.** In the event of the death, resignation or removal of an Officer other than the President, an appointee of the President, approved by the Executive Board, shall fill such vacancy until the next annual meeting, at which time there shall be a special election to fill the position until the next regular election for that Office. In the event of the death, resignation, or removal of the President, the Vice President shall assume the position of President for the remainder of the President's term, and a special election shall be held at the next annual meeting to elect a replacement Vice President. In the event the Vice President is unable to fulfill the duties of President, the Executive Board shall fill such vacancy with one of the other current Officers until the next annual meeting, at which time there shall be a special election for a President, who shall serve until the next regular election for President. The appointment of an interim replacement Officer shall be made within thirty days following said death, resignation or removal.

**Section 4.** At the end of a term of office, either by expiration or resignation, each Officer shall transfer all records pertaining to the office to the succeeding Officer within a two-week period.

**Section 5.** Any Officer may be removed by the Executive Board, whenever in the judgment of the Executive Board the best interests of the USDF would be served thereby. Such removal shall be voted upon only after serving written notice upon the Officer in question that the proposed action will be presented to the Executive Board. Such removal shall require a two-thirds (2/3)-majority consent of all remaining members of the Executive Board present at

said meeting or teleconference. Any such removal, or recall pursuant to **Section 6** shall not affect the removed Officer's rights as a member of the USDF.

**Section 6.** Any Officer may be recalled and removed from his/her office and position on the Executive Board in the following manner: Written recall petitions, signed by the President of at least 25% of the Group Member Organizations, must be submitted to the Executive Director, who shall immediately notify the Officer affected of the recall action. The Executive Director shall cause said signatures to be validated, and shall then schedule a Recall Initiative Referendum, to be held within 30 days of the validation date, by secret ballot. Ballots shall be provided to all current and active delegates to the Board of Governors, who shall vote in the same manner as stated in **Article XV, Section 2**, except that a vote to recall must obtain a 66% approval from the votes received. All voting must occur within 30 days, the last day of which shall be the Return Dates (as defined in **Article XII, Section 6H**), and shall be counted and validated by the Chairperson of the Nominating Committee. Ballots representing at least 50% of the current voting rights of all delegates to the Board of Governors must be received to constitute a valid referendum. All votes shall be verified by the Executive Director as of the stated return date. Formal written notice of the results shall be submitted to the Executive Board and the Officer affected.

**Section 7. President:**

1. The President is the Chief Executive Officer of the USDF.
2. Duties of the President:
  - a) Shall preside at the annual meetings and at the Board of Governors and Executive Board meetings.
  - b) May, at any time, call a meeting of the Executive Board or the Board of Governors, and shall do so according to **Article XIV**.
  - c) Shall be an ex-officio member of all councils/committees herein provided for, except the Nominating and Canvassing Committees.
  - d) Shall appoint or employ the Executive Director with the approval of the Executive Board and shall have the authority to contract with the Executive Director. Said contract shall be approved by the Executive Board.
  - e) In the event of death or resignation of a Regional Director or Officer, the President shall appoint a replacement within 30 days with the approval of the Executive Board.
  - f) Shall appoint all committee chairs, subject to the approval of the Executive Board. Committee chairs shall be Participating Members of the USDF in good standing.
  - g) Shall approve the agenda prior to distribution for all Executive Board and Board of Governors meetings.
  - h) Shall see that the Bylaws and such rules and regulations as may be adopted by the Board of Governors and Executive Board are properly enforced.

- i) Shall report to the Board of Governors and the Executive Board the activities and general progress of the USDF.
- j) Shall vote only when the vote is tied.
- k) Shall carry out such other duties as may be assigned by the Board of Governors.

**Section 8. Vice President:**

- 1. In the absence of the President, the Vice-President shall exercise any power or duty of the President.
- 2. Shall carry out such other duties as may be assigned by the President.

**Section 9. Secretary:**

Duties of the Secretary:

- a) Shall give written notice to members of the Executive Board of all meetings of the Executive Board in accordance with **Article VII, Section 9.**
- b) Shall give written notice to delegates to the Board of Governors of all Board of Governors meetings in accordance with **Article XIV, Section 1.**
- c) Shall give written notice to the members of the USDF of the Board of Governors Meetings in accordance with **Article XIV, Section 1.**
- d) Shall review the agenda prior to distribution for all Executive Board and Board of Governors meetings.
- e) Shall prepare written minutes of all meetings of the USDF and submit such minutes to the President within fifteen days of the meeting. A summary of the minutes of the Board of Governors meetings shall be distributed, following each meeting, to all delegates to the Board of Governors, Executive Board members and council and committee chairs.
- f) Shall maintain a record of all proxy votes designated.
- g) Shall carry out such other duties as may be assigned by the President.

**Section 10. Treasurer:**

Duties of the Treasurer:

- a) Shall prepare the annual budget of the USDF upon consultation with the Executive Director.
- b) Shall present to the Executive Board, prior to the Board of Governors meeting, and to the Board of Governors, the budget report which shall include the following: proposed budget for the upcoming fiscal year; written comparison of current year budget with the previous year budget including current fiscal year projected revenue and expenses as

compared with previous year's projected revenue and expenses and actual revenue and expenses.

- c) Shall carry out such other duties as may be assigned by the President.

**Section 11. Executive Director:**

1. The Executive Director shall be appointed or employed by the President with the approval of the Executive Board.
2. The term of office shall be at the pleasure of the President as determined by terms set forth in a contract of employment signed by the President and approved by the Executive Board.
3. The Executive Director shall be an appointed official of the USDF, but shall not have a vote and shall not be considered when determining a quorum.
4. Duties of the Executive Director:
  - a) Shall be responsible for the conducting of general business of the USDF and such duties as may be assigned from time to time by the President.
  - b) Shall coordinate all activities of the USDF.
  - c) Shall use the resources necessary to maintain the activities of the USDF.
  - d) Shall select and employ personnel for the USDF.
  - e) Shall sign contracts on behalf of the USDF. Contracts over a dollar amount to be set by the Executive Board and must also be signed by an additional Officer of the USDF.
  - f) Shall oversee the accounting system of the USDF.
  - g) Shall make available to the Board of Governors at the annual meeting a certified audit of the USDF books, to be conducted annually by a certified auditor recommended by the Audit Committee after approval of the Board of Governors from the previous year's annual convention.
  - h) Shall be responsible for all materials published by the USDF.
  - i) Shall coordinate, and submit to the President and/or Executive Board for approval if deemed necessary, all the USDF communication with organizations or individuals outside USDF which originate with Executive Board members, council/committee and project chairs or the USDF members in their capacity with the USDF.
  - j) Shall be custodian of the USDF seal.
  - k) Shall maintain the permanent files of the USDF.
  - l) Shall maintain the correspondence and all membership records.
  - m) Shall receive the Group Member Organizations' procedures or bylaws and the membership rosters and revisions.

- n) Shall oversee preparation and distribution of the ballots for the election of delegates to represent the Participating Members.
- o) Shall maintain a current list of delegates.
- p) Shall oversee distribution of agendas at least 10 days prior to all meetings.

## ARTICLE IX

### REGIONAL DIRECTORS

**Section 1.** Each region shall be represented by an elected Regional Director. The Regional Directors shall be elected pursuant to the provisions of **Article XIII**. All Regional Directors must be Participating Members of the USDF in good standing.

**Section 2.** The Regional Directors shall be elected by the delegates to the Board of Governors within each existing region at the applicable annual meeting of the USDF and shall hold office for a three-year term or until a successor shall have been duly elected. The Regional Directors are to be elected for terms to begin the first day of every third year. A Regional Director shall reside within the region represented. The election of Regional Directors shall be supervised by the Canvassing Committee pursuant to the provisions of **Article XIII, Section 6**. Each Regional Director shall hold office as specified in **Article IX, Section 2**, or until the successor shall have been duly elected.

**Section 3.** In the event of the death, resignation or removal of a Regional Director, an appointee of the President, approved by the Executive Board, shall fill such vacancy until the next annual meeting, at which time there shall be a special election to fill the position for the remainder of the term. The appointment of an interim replacement Regional Director shall be made within thirty days following said death, resignation, or removal.

**Section 4.** At the end of a term of office, either by expiration or resignation, each Regional Director shall transfer all records pertaining to the position to the succeeding Regional Director within a two-week period.

**Section 5.** Any Regional Director may be removed by the Executive Board whenever in the judgment of the Executive Board the best interests of the USDF would be served thereby. Such removal shall be voted upon only after serving written notice upon the Regional Director in question that the proposed action will be presented to the Executive Board. Such removal shall require a two-thirds (2/3) consent of all remaining members of the Executive Board, but such removal shall not affect the removed Regional Director's rights as a member of the USDF.

**Section 6.** A Regional Director may be recalled from his/her position on the Executive Board in the following manner:

Written recall petitions, signed by current and active delegates to the Board of Governors representing at least 33 $\frac{1}{3}$ % of the voting strength of the region must be submitted to the Executive Director, who shall immediately notify the Regional Director of the recall action. The Executive Director shall cause said signatures to be validated, and shall then schedule a Recall Initiative Referendum, to be held within 30 days of the validation date, by secret ballot.

Ballots shall be provided to all current and active delegates of the region, who shall vote in the same manner as stated in **Article XIII** except that a vote to recall must obtain a 66% approval from the voting strength of the region. All voting must occur within 30 days, the last day of which shall be the Return Date (as defined in **Article XII, Section 6H**), and shall be counted and validated by the Chairperson of the Nominating Committee. All votes shall be verified by the Executive Director as of that date. Formal written notice of the results shall be submitted to the Executive Board and the Regional Director affected.

**Section 7.** Each Regional Director shall be a member of the Executive Board. Regional Directors shall attend all Executive Board meetings unless prior notice is given to the President.

**Section 8.** The Regional Director shall be the official contact person for all matters related to the USDF affairs within the designated region. The Regional Director shall be responsible for disseminating information to Group Member Organizations and Participating Members. The Regional Director shall represent the interests of the respective region on the Executive Board and act as a liaison between the Executive Board and the region.

**Section 9.** The Regional Directors shall hold a minimum of one regional meeting annually in addition to any regional meetings held at the annual Board of Governors meeting.

**Section 10.** (A) Regional Directors shall carry out such duties as prescribed in the bylaws, and such other duties as may be assigned by the President. (B) Regional Directors may appoint members to regional offices (such as Treasurer or Secretary), but the Regional Director will remain responsible for the actions of such appointees.

## ARTICLE X

### AT-LARGE DIRECTORS

**Section 1.** The Administrative, Technical, and Activities Councils as defined in the USDF Policies and Procedures shall each be represented by an At-Large Director, who shall be the Chair of that Council. The At-Large Directors shall be elected pursuant to the provisions of this Article.

**Section 2.** The At-Large Directors (ALD):

- a) Shall be elected by the BOG:
  1. Each committee may nominate not more than one ALD candidate who may, or may not, be the committee chairman;
  2. In the event that one person serves on multiple committees within a council, they may neither be nominated more than once, nor may they vote more than once;
  3. Each candidate at the time of nomination must have been a member, (GM or PM) in good standing of the USDF for at least one year;
  4. Once elected, the ALD must become a Participating Member on or before the first day of the year, which shall be the first day of the term of office;
  5. Procedures for the nomination and election of the ALD's shall be as set forth in the USDF Policies and Procedures.
- b) Shall hold office for a three-year term, or until a successor shall have been duly elected.

**Section 3.** In the event of the death, resignation or removal of an At-Large Director, an appointee of the Council, approved by the Executive Board, shall fill such vacancy until the next annual meeting, at which time there shall be a special election to fill the position for the remainder of the term. The appointment of an interim replacement At-Large Director shall be made within 30 days following said death, resignation, or removal.

**Section 4.** At the end of a term of office, each At-Large Director shall transfer all records pertaining to the position to the succeeding At-Large Director within a two-week period.

**Section 5.** Any At-Large Director may be removed by the Executive Board whenever in the judgment of the Executive Board the best interests of the USDF would be served thereby. Such removal shall be voted upon only after serving written notice upon the At-Large Director in question that the proposed action will be presented to the Executive Board. Such removal shall require a two-thirds (2/3) consent of all remaining members of the Executive Board, but such removal shall not affect the removed At-Large Director's rights as a member of the USDF.

**Section 6.** Each At-Large Director shall be a member of the Executive Board. At-Large Directors shall attend all Executive Board meetings, unless prior notice is given to the President.

**Section 7.** The At-Large Director shall be the official contact person for all matters related to the USDF affairs within the designated Council. The At-Large Director shall be responsible for disseminating information as required by the Policies and Procedures. The At-Large Director shall represent the interest of the respective Council on the Executive Board and act as a liaison between the Executive Board and the Council.

**Section 8.** At-Large Directors shall carry out such duties as prescribed in these Bylaws, and such duties as may be assigned by the President.

## ARTICLE XI

### AUDIT COMMITTEE

**Section 1.** The USDF shall have an independent Audit Committee composed of at least three and not more than five current USDF Participating Members, who may not be members of the USDF Executive Board, employees of the USDF, delegates to the Board of Governors or have significant financial dealings with the USDF. The Audit Committee Chairman shall be appointed by the President, with the approval of the Executive Board. The Chairman shall appoint the other members of the Audit Committee, with the approval of the Executive Board. Each Audit Committee member shall be appointed for a one-year term, and may be re-appointed at the discretion of the President or Chair, as appropriate. Members of the Audit Committee should have substantial business, finance, or legal experience.

**Section 2.** The Audit Committee shall recommend to the Board of Governors the selection of a qualified independent certified public accounting firm, which upon approval by the Board of Governors, shall conduct an annual certified audit of the financial records of the USDF.

**Section 3.** In addition to recommending an accounting firm for the annual audit, the Audit Committee shall have the following duties:

- a) Manage the relationship with the independent auditors, review the independent auditors' findings and management letter and recommended actions to the Executive Board and the Board of Governors as appropriate;
- b) Monitor and oversee the USDF's internal financial controls to ensure quality financial reporting and financial statements at least quarterly;
- c) Review procedures for the receipt, documentation and resolution of complaints received by the USDF regarding accounting, internal controls and auditing;
- d) Review and approve the USDF procedures to ensure that the USDF members and employees have adequate grievance protection, which shall protect the reporting party from any retaliation for reporting concerns or issues to the Audit Committee;
- e) Investigate all questions and matters of fiscal control including but not limited to budget control, risk management, and financial conflicts of interest;
- f) Report investigation findings and recommendations to the Executive Board and the Board of Governors; and
- g) Recommend to the Executive Board and the Board of Governors policies and controls with regard to activities that impact the financial well-being of the USDF as appropriate.

## ARTICLE XII

### NOMINATING COMMITTEE

**Section 1.** Each Regional Director shall appoint a Nominating Committee representative from the respective region. Such appointment shall be approved by the President. The President shall appoint an additional non-voting member to serve as chairman of the committee for the following year. Such appointment shall be approved by the Executive Board. Any person appointed as chair for the following year shall be a member of the current Nominating Committee. The person so appointed shall have attended at least two USDF annual meetings within the past five years. The committee shall maintain an odd number of members. Should the USDF have an even number of regions, a member at Large shall also be appointed by the President and approved by the Executive Board.

**Section 2.** Participating Members, Group Members, and Group Member Organizations may all nominate candidates ***for Officer and Regional Director positions on the USDF Executive Board and for Participating Member delegates. Nominations shall be made by sending the names of the nominees to the Nominating Committee staff liaison, the Nominating Committee representative from the nominee's region, or the Nominating Committee chair by the date established in the USDF Policies and Procedures.*** The Nominating Committee shall be responsible, when applicable, for the nomination of Officers, Regional Directors and delegates to represent the Participating Members. ***At-Large Director nominations shall be in accordance with the USDF Policies and Procedures.***

**Section 3.** The Nominating Committee shall be responsible for verifying eligibility and willingness to serve of all candidates for Participating Member delegate and the USDF Executive Board.

**Section 4.** In all cases, consent of the nominee must be obtained prior to the preparation of a slate of nominees.

**Section 5.** The Nominating Committee staff liaison shall be responsible for the preparation of a written notice of the nominees to fill the vacancies of Officers, Regional Directors and At-Large Directors. Such notice shall be submitted to the known delegates to the Board of Governors, at least 60 days prior to the applicable election date.

**Section 6.** Nomination of delegates to represent the Participating Members:

- a) The Nominating Committee Chair shall be responsible for the preparation of a ballot for the election of Participating Member delegates and shall be responsible for the mailing of said ballot to the Participating Members of each region, no less than 30 days prior to the last date on which said ballots must be returned.
- b) A Canvassing Committee, consisting of at least two members, shall be appointed by the Chair of the Nominating Committee to oversee the paper ballots cast for Participating Member delegates. Canvassing Committee members shall be members in good standing and may not be members of the Executive Board, Nominating Committee or nominees for a position as delegate or on the Executive Board.
  1. All ballots must be cast within 30 days of the mailing of said ballots (the return date).
  2. All paper ballots shall be submitted to the Canvassing Committee not later than ten days after the return date.
  3. The Canvassing Committee shall perform the vote count and audit all paper ballots, and have them returned to the USDF office within 30 days of the return date.
  4. The votes from the paper ballots combined with those cast electronically shall be the official election result.
  5. Once the paper ballots are returned to the USDF office, they shall be sealed in an envelope, signed (hard copy or e-signature) by the Canvassing Committee responsible for the vote count, and the envelope placed in the permanent files of the United States Dressage Federation. Ballots may be destroyed two years after the election.
- c) If in the final vote count four or fewer votes separate the candidates, a Canvassing Committee member other than the one responsible for that vote count will audit the results from all the ballots in that election. If any errors are found, the Canvassing Committee member conducting the audit will immediately contact the USDF staff liaison for correction, and the ballots will be re-audited to confirm all errors are corrected. The result of this audit and correction process will constitute a recount and the result of the audit after any corrections shall be the final election result. The ballots shall then be sealed in an envelope, which shall be identified and stored as in Section 6(b) **5**, above.
- d) Any ballots cast after the Return Date shall be discarded.
- e) The nominee receiving the highest number of votes for Participating Member delegate shall be elected to represent the Participating Members of the region on the Board of

Governors for a one-year term, beginning as of the date of said election and terminating one year later or when a successor shall have been duly elected or named.

- f) In the event it is necessary to elect more than one delegate to represent the Participating Members of a region, those elected, as necessitated, to serve as delegates to the Board of Governors for a one-year term, and the number of votes so generated by the Participating Members of the region shall be divided equally among such delegates. In the event that the votes cannot be equally divided, the delegate receiving the highest number of votes shall be entitled to one more vote than the other delegate(s). In the event of a tie vote between nominees for which only one delegate office is available, the tied nominees shall each be deemed elected as delegates, and the votes for that office divided between them. Any odd-numbered votes shall be assigned by a blind draw.
- g) In the event that an elected Participating Member delegate cannot attend the Board of Governors meeting, the Participating Member nominee from the region with the next highest number of votes, in attendance at the Board of Governors, shall fill the vacancy for the one-year term. In the event there is no nominee in attendance at the Board of Governors, the votes will be distributed among the attending Participating Member delegates for the region. When reassignment is necessary, such reassignment must be completed, except for emergency situations, by 6:00 pm the day before the start of BOG. Upon the death or resignation of a Participating Member delegate, or if the Participating Member delegate should move from the region, the votes of said delegate shall be distributed among the other elected Participating Member delegates of the region for the remainder of the one-year term.
- h) For the purposes of these Bylaws, the following definitions shall apply:
  - 1. Mail or Mailing – shall mean any form of distribution, physical or electronic
  - 2. Return Date – shall mean the date by which votes must be received by the USDF in either physical or electronic form
  - 3. Ballot – shall include physical or electronic form
  - 4. Cast – a ballot is cast when it is received by the USDF in either a physical or electronic form

**Section 7.** All elections shall be held prior to a date established by the Executive Board.

**Section 8.** The nomination and election of At-Large Directors shall be in accordance with the USDF Policies and Procedures.

## ARTICLE XIII

### ELECTIONS

**Section 1.** Elections for President and Treasurer shall be held at the annual Board of Governors meeting every third year, beginning in 2009. Elections for Vice President and Secretary shall be held at the annual Board of Governors meeting every third year, beginning in 2010.

**Section 2.** Elections for Regional Directors shall be held as follows:

- a) Elections for Regional Directors in even-numbered regions shall be held at the annual Board of Governors meeting every third year beginning in 1991.
- b) Elections for Regional Directors in odd-numbered regions shall be held at the annual Board of Governors meeting every third year beginning in 1989.

**Section 3.** The election of the At-Large Directors shall be held every third year beginning in 2011.

**Section 4.** Elections for Officers, Regional Directors, and At-Large Directors shall be by secret ballot.

**Section 5.** Verbal or electronic check-in is required prior to voting.

**Section 6.** In the event that electronic voting is not possible and the Board of Governors reverts to paper ballots:

- a) A Canvassing Committee shall be appointed by the chair of the Nominating Committee to count all votes and report to the Board of Governors of the elections of Officers, Regional Directors, and At-Large Directors.
- b) If the final election results are less than five votes apart, any candidate may request a recount of ballots. If such a recount is called for, a Canvassing Committee shall be appointed by the chair of the Nominating Committee to recount all ballots in the witness of each other.
- c) Canvassing Committee members shall be members in good standing and shall not be members of the Executive Board, Nominating Committee, or nominees.

**Section 7.** The nominee receiving the highest number of votes shall be elected.

**Section 8.** Any candidate running unopposed shall be elected by acclamation.

## ARTICLE XIV

### MEETINGS

**Section 1.** Notice stating the place, day and hour of the USDF Board of Governors meeting and, in case of a special meeting, the purpose or purposes for which the meeting is called, shall be provided not less than thirty days before the date of the meeting, either electronically (e.g. e-mail, website, social media) or by mail, by or at the direction of an Officer of the USDF Executive Board (president, vice president, secretary, treasurer) or persons calling the meeting, to each member entitled to vote at or attend such meeting. Such notice may also be included within any regular publication e-mailed or mailed to the members and shall be deemed delivered when sent to each member's e-mail address or physical address on record with USDF.

**Section 2.** The annual meeting of the membership shall begin on such day, and at such time and in such place as the Executive Board may designate. Meeting notice shall be given according to **Article XIV, Section 1**. Business at annual meetings shall include reports of the President, Secretary, Treasurer and the Executive Director. Other Executive Board members may submit written reports.

**Section 3.** The President shall have the power to call a meeting of the USDF at any time and must call a meeting when requested to do so in writing by at least 30% of the Participating Members or at least 20% of the Group Member Organizations. Notice shall be given according to **Article XIV, Section 1**. In the event that the President calls a meeting of the USDF at a time other than the annual meeting of the membership, the President shall give notice according to **Article XIV, Section 1**.

**Section 4.** The President shall have the power to call a meeting of the Executive Board, and shall do so at the request or consent of a simple majority of the Executive Board, with at least ten days notice, except during the Board of Governors annual meeting when the Executive Board may be called into session in accordance with **Article VII, Section 9** of these Bylaws. Ten-day notice may be waived after giving notice to all Board members with the consent of a two-thirds majority of the Executive Board.

**Section 5.** The Board of Governors shall hold an annual meeting at the same time as the annual meeting of the membership of the USDF. Whenever at least 30% of the Participating Members or at least 20% of the Group Member Organizations request in writing an interim meeting of the USDF, a meeting shall be called at the earliest possible time. Notice shall be given according to **Article XIV, Section 1**.

**Section 6.** The annual meeting of the Board of Governors shall be immediately preceded and immediately followed by a closed Executive Board meeting. There shall be at least one additional Executive Board meeting during the year with at least ten days prior notice.

**Section 7.** Voting delegates and those persons authorized to cast proxy votes shall wear easily recognized badges noting their authority to vote. Voting shall be restricted to authorized delegates and those persons authorized to cast proxy votes.

**Section 8.** Voting shall be conducted by voice vote; standing vote; hand vote; roll call vote; or in the case of elections or as requested, by secret ballot. The Executive Board may also conduct voting by mail, fax, e-mail, or other means, in accordance with the USDF Policies and Procedures. A secret ballot shall also be used in case of doubt when either voice votes or roll call votes cannot accurately determine the decision. Where there is a voice vote, the Chair shall have the prerogative to determine the results.

**Section 9.**

- A. The Board of Governors may meet, vote, and do business by electronic means if the Executive Board, by majority vote, deems it necessary or appropriate; or
- B. Pursuant to Article VI, Section 4, when the requisite written notice for an interim meeting of the Board of Governors designates that such meeting be by electronic means, then the Board of Governors shall meet, vote, and do business by electronic means.

## ARTICLE XV

### MEMBER INITIATIVE

**Section 1.** Whenever at least 30% of the Participating Members or at least 20% of the Group Member Organizations indicate by written request to the Executive Board that an action be taken, or that an action be discontinued, the Executive Board shall submit such request to the current Presidents of each Group Member Organization and to each current

Participating Member by mail ballot. Such ballot shall be mailed not less than fifteen days prior to the last date on which such ballots must be returned.

**Section 2.** Group Member Organization votes shall be based on the current voting power of one vote for every 25 (or major fraction thereof) dues-paying members. Participating Member votes shall be based on one vote for every 25 (or major fraction thereof) “yea” ballots returned and one vote for every 25 (or major fraction thereof) “nay” ballots returned. If a majority of the votes declare approval of such request, the Executive Board shall fulfill the request.

## ARTICLE XVI

### INDEMNIFICATION OF OFFICERS AND DIRECTORS

The Executive Board shall, on vote of a majority of the voting members thereof, indemnify each Officer, Regional Director, and At-Large Director or employee to the extent that such indemnification is permitted pursuant to the provision of Section 21-1904(14) of the Nebraska Nonprofit Corporation Act, as the same presently exists and as it may be amended from time to time, in addition to any other indemnification that is granted to such Officer, Regional Director and At-Large Director or employee by any other provision of law or governmental regulation pertaining thereto; and this indemnification shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any Bylaw, agreement, vote of disinterested Regional Directors and At-Large Directors, or otherwise, both as to action in their official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be an Officer, Regional Director, At-Large Director or employee and inure to the benefit of the heirs, executors, and administrators of such person.”

## ARTICLE XVII

### SEAL

The Seal of the USDF shall be in the form of a circle and shall bear the name of the USDF, the name of the State in which it was incorporated, the year of its incorporation and the words “Corporate Seal”. The Seal shall be in the custody of the Executive Director.

## ARTICLE XVIII

### PARLIAMENTARY AUTHORITY

**Section 1.** Robert’s Rules of Order (revised) shall govern all meetings of the USDF, when not in conflict with these bylaws.

**Section 2.** The President may appoint a Parliamentarian to serve during any meeting. Such individual shall advise on questions of parliamentary procedure as they arise.

## ARTICLE XIX

### **AGENTS AND REPRESENTATIVES**

The Executive Board may appoint such agents and representatives of the USDF, with such powers and to perform such acts or duties on behalf of the USDF as the Executive Board may see fit, so far as may be consistent with these bylaws and to the extent authorized or permitted by law.

## ARTICLE XX

### **TELEPHONIC MEETINGS**

Members of the Executive Board or of any of the councils/committees may participate in any meeting of such Board or council/committee, as the case may be, by means of a conference telephone or other similar communications equipment by which all persons participating in the meeting can hear each other at the same time. Participating by telephonic means shall be subject to the provisions of these bylaws for notification of members of the Executive Board or council/committee of such meeting and shall constitute presence in person at the meeting. Written minutes of all actions taken at such meeting shall be circulated to all members of the Executive Board or council/committee, as the case may be.

## ARTICLE XXI

### **PROHIBITION AGAINST SHARING IN CORPORATE EARNINGS**

No member, At-Large Director, Regional Director, and Officer or employee of, or member of a council/committee, or person connected with the USDF, or any other private individual, shall receive at any time any of the net earnings or pecuniary profit from the operations of the USDF; provided, that this shall not prevent the payment to any such person of such reasonable compensation for services rendered to or for the USDF in effecting any of its purposes as shall be fixed by the Executive Board; and no such person or persons shall be entitled to share in the distribution of any of the corporate assets upon the dissolution of the USDF. All members of the USDF shall be deemed expressly to have consented and agreed that upon such dissolution or winding up of the affairs of the USDF, after all debts have been satisfied, and assets then remaining in the hands of the Executive Board shall be distributed, transferred, conveyed, delivered, and paid over, in such amounts as the Executive Board may determine, or as may be determined by a court of competent jurisdiction upon application of the Executive Board, exclusively to charitable, scientific, literary, or educational organizations which would then qualify under the provisions of Section 501(c) of the Internal Revenue Code and its regulations as they now exist or as they may hereafter be amended.

## ARTICLE XXII

### **INVESTMENTS**

The USDF shall have the right to retain all or any part of any securities or property acquired by it in whatever manner, and to invest and reinvest any funds held by it in whatever manner,

and to invest and reinvest any funds held by it, according to the judgement of the Executive Board, without being restricted to the class of investments which an Executive Board member is or may hereafter be permitted by law to make, or any similar restriction; provided, however, that no action shall be taken by or on behalf of the USDF if such action is a prohibited transaction or would result in the denial of the tax exemption under Sections 501, 503, 504, or 170 of the Internal Revenue code and its regulations as they now exist or as they may hereafter be amended.

## ARTICLE XXIII

### **EXEMPT ACTIVITIES**

Notwithstanding any other provision of these Bylaws, no member, Regional Director, Officer or employee of the USDF shall take any action or carry on any activity by or on behalf of the USDF not permitted to be taken or carried on by an organization exempt under Section 501(c) of the Internal Revenue Code and its regulations as they now exist, or as they may hereafter be amended.

## ARTICLE XXIV

### **DISPOSITION OF ASSETS UPON DISSOLUTION**

In the event that the USDF should be dissolved, all remaining assets at the time of dissolution shall revert to The Dressage Foundation, Inc., or should The Dressage Foundation, Inc. no longer exist, to a qualified non-profit organization in accordance with the limitations set forth in the USDF Articles of Incorporation to aid in the advancement and support of classical dressage.

## ARTICLE XXV

### **AMENDMENTS**

These Bylaws may be amended by an affirmative vote of two-thirds (2/3) of the voting members of the Board of Governors at any annual meeting of the Board of Governors or at any special meeting of such Board called for that purpose. No motion to amend the Bylaws shall be presented to the Board of Governors unless it has first been submitted at least 60 days beforehand to the Executive Board and the Bylaws Committee for review and comment.