

CTDS BYLAWS

ARTICLE I - NAMES AND OFFICES

1.01 Name - The name of the organization shall be THE CENTRAL TEXAS DRESSAGE SOCIETY, INC., (hereinafter called the "Society").

1.02 Registered Office and Registered Agent - the principle office of this society in the State of Texas shall be located in the City of Austin, County of Travis. The Society may have such other offices, either within or without the State of Texas, as the Board of Directors may determine or as the affairs of the Society may require from time to time. The Society shall have and continuously maintain in the State of Texas a registered office and a registered agent whose office is identical with such registered office, as required by the Texas Non-Profit Corporation Act. The registered office may be, but need not be, identical with the principal office of the Society in the State of Texas, and the address of the registered office may be changed from time to time by the Board of Directors.

ARTICLE II - PURPOSE

2.01 The purpose shall be to promote cooperation and interchange of ideas among those who are engaged or interested in dressage and related activities; to provide members and others with opportunities for learning and competing; to stimulate interest in the community; to sponsor meetings and other educational activities; and to provide activities at a variety of geographical locations.

ARTICLE III - MEMBERSHIP

3.01 Eligibility - The membership shall be composed of those persons;

- a) Interested in advancing the objectives and goals of the Society;
- b) Willing to subscribe to the Bylaws and Policies and Procedures of the Society and;
- c) Are otherwise qualified under the provisions set forth in these Bylaws and in the Policies and Procedures of the Society.

Membership is open to all persons, regardless of race, creed, sex, national origin, or ability.

3.02 Term and Renewal - Membership shall be for a term of one (1) year and shall be renewable for additional terms in accordance with procedures established by the Board of Directors.

3.03 Voting Rights - Each Qualified Member, as established by the Policy and Procedures of Board of Directors, shall be entitled to one (1) vote on each matter submitted to a vote of the general membership. In order to vote in a Director election, the member must be a current member and have paid dues for the upcoming year.

3.04 Disciplinary Actions Against Members - The Board of Directors by a two-thirds (2/3) vote of all the voting members of the Board, may take appropriate disciplinary action against a member of the Society for cause, as specified in the Policies and Procedures of the Board of Directors.

3.05 Resignation of Membership - Any member may resign by filing a written resignation with the Secretary.

3.06 Transferability - Membership in the Society is not transferable or assignable.

3.07 Dues - Dues are payable annually, as established by the Policies and Procedures of the Board of Directors.

ARTICLE IV - THE BOARD OF DIRECTORS AND OFFICERS

4.01 Composition of the Board of Directors - The Board of Directors shall consist of the President, Vice-President, Secretary, Treasurer, and others as specified in the Policies and Procedures of the Board of Directors.

4.02 Purpose of the Board of Directors - The management of the business of the Society shall be vested in the Board of Directors. It shall be the duty of the Board to carry out the objectives and goals of the Society.

4.03 Nomination of Candidates for the Board of Directors - Annually, nominations for the Board of Directors for those terms which shall expire shall be presented to the general membership for election. These candidates shall be selected according to the Policies and Procedures of the Board of Directors. Nominees must be current members of the Society.

4.04 Size of the Board of Directors - The number of officers sitting on the Board of Directors shall be a minimum of three (3) and a maximum of fifteen (15).

4.05 Vacancies on the Board of Directors - Any vacancy occurring on the Board of Directors shall be filled according to the Policies and Procedures of the Board of Directors.

4.06 Resignation/Termination from the Board of Directors - Any members of the Board of Directors may resign by giving written notice to the Board. Any member of the Board may be removed for cause by a three-fourths (3/4) vote of the remaining directors.

4.07 Meetings - The Board of Directors shall meet at regular intervals, as established in the Policies and Procedures of the Board of Directors. Notice of special meetings of the Board shall be in writing and sent to each member of the Board no less than two days before the meeting. The Board may meet without customary notice as provided in the Policies and Procedures of the Board of Directors.

4.08 Quorum - A majority of the voting members of the Board shall constitute a quorum at any meeting of the Board. A majority of the quorum is required to pass any motion, unless a greater proportion is required by law, these Bylaws, or the Policies and Procedures of the Board of Directors.

4.09 Term - The members of the Board of Directors shall be elected by the membership according to the Policies and Procedures of the Board of Directors and as stated in these Bylaws. Term of office is two (2) years or as specified in the Policies and Procedures. Directors' terms of service shall be staggered with half of the members of the Board of Directors elected each year.

ARTICLE V - COMMITTEES

5.01 Establishment and Term - The Board of Directors may establish committees for terms as deemed necessary and following the Policies and Procedures of the Board of Directors.

ARTICLE VI - GENERAL MEMBERSHIP MEETINGS

6.01 Annual Meeting - The annual meeting of the general membership shall be held in January of each year. The date shall be set by the Board of Directors within fifteen (15) days written notice to the general membership. In

the event of postponement, the meeting may be held within thirty (30) days of the original date, or as soon as possible thereafter.

6.02 Other General Meetings - Other general membership meetings shall be scheduled at regular intervals, as specified by the Board of Directors.

6.03 A majority of the voting members present at a meeting constitutes a quorum.

ARTICLE VII - GENERAL

7.01 Financial Responsibility - No member shall have the authority to pledge the credit of the Society, except as specifically authorized by the Board of Directors.

7.02 Indemnification - To the extent permitted by the law, every person who is or was an officer, committee member, or employee of the Society shall have a right to be indemnified by the Society against all reasonable action, suit or proceeding in which he/she may become involved as a party or otherwise by reason of his/her being or having been an officer, committee member or employee of the Society.

ARTICLE VIII - PARLIAMENTARY PROCEDURE

8.01 The rules contained in the current edition of Robert's Rules of Order, Newly Revised, shall govern the Society in all cases to which they are applicable and in which they are not inconsistent with these Bylaws, the Policies and Procedures of the Board of Directors and any statutes applicable to this organization.

ARTICLE IX - AMENDMENT

9.01 The Bylaws may be amended by a two-thirds (2/3) vote of the voting members present at a general membership meeting. Prior written notice will be given to each member concerning the proposed amendment. The Policies and Procedures of the Board of Directors shall establish procedures for submitting proposed amendments.