

BYLAWS
Of
WESTERN DRESSAGE ASSOCIATION® OF VIRGINIA

ARTICLE I
Name and Purpose

The name of the Association shall be the Western Dressage Association® of Virginia (WDAVA).

Purposes of the Corporation. As set forth in the Articles of Incorporation, the Western Dressage Association® of Virginia (hereafter “Affiliate” or “corporation” is organized exclusively for charitable and educational purposes to align itself with the purposed and mission of the Western Dressage Association of America® (WDAA). These include:

Our mission is about education

The WDAA provides venues, forums, and resources for riders of all horse breeds to learn to improve balance, cadence, and carriage of both horse and rider. By combining the disciplines of dressage with the philosophies of western riding, the WDAA seeks to improve our partnership with our horse. Our goal is a happier, more sound horse, and a more aware and knowledgeable rider. Achieving these goals is a journey of technique, learning, growth, practice, and patience.

Our commitment to tax-exempt requirements

The WDAA has been recognized by the Internal Revenue Service as exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code. The WDAA and any Affiliate who is also recognized as a 501 (c)(3) organization shall comply with all applicable guidelines, purposes, and restrictions imposed by or appropriate for section 501(c)(3) organizations.

Our commitment to equine equality

The WDAA is dedicated to the principle of inclusion. All horse breeds and riding disciplines, without exception or limitation, are respected and invited to participate in the WDAA vision and all of its forums, venues, events, and resources. The WDAA and the WDAVA Affiliate shall comply and respect this principle of inclusion and shall not, in any manner, exclude any breed or discipline.

Our commitment to quality content, presentation, and service

The WDAA develops a wide range of educational materials, tools, guidelines and curricula. These materials are provided to its Affiliates. The WDAA and each Affiliate

shall use these materials to provide organized professional presentations and service for the education and benefit of its members.

Our commitment to collaboration and open relationships

The WDAA seeks open relationships with all equine organizations and believes that through sharing educational resources, techniques and attitudes, all horses and riders will benefit. The WDAA and the Affiliate shall support this principle of collaboration in all its relationships, events, venues and forums.

ARTICLE II Membership

1. **Eligibility for membership:** Application for voting membership shall be open to any person who supports the purpose statement of the Affiliate and WDAA. Membership is granted after completion and receipt of a membership application and annual dues. Acceptance for membership in the Affiliate is within the discretion of the Affiliate. All members of the Affiliate must also be members of the national organization, Western Dressage Association of America®.
2. **Annual dues:** The amount required for annual dues shall be determined by the board. Continued membership is contingent on being up-to-date on membership dues.
3. **Rights of members:** The Affiliate shall have no voting or nonvoting members. The board of directors may choose to refer to a group of participants in the corporation's activities as members, but those individuals shall have no legal or equitable rights as members of the association or otherwise.
4. **Resignation and termination:** Any member of the Affiliate may resign by filing a written resignation with the secretary or by failing to pay membership dues. Resignation shall not relieve a member of unpaid dues, or other charges previously accrued.
5. **Non-voting membership:** The board shall have the authority to establish and define non-voting categories of membership.

ARTICLE III Board of Directors

1. **Board Role:** The board is responsible for all overall policy and direction of the Affiliate. The affairs of the Affiliate shall be managed by the board of directors. Directors may be residents of any state in the United States.
 - a. *Discharge of Duties.* Each director shall discharge the director's duties as a director, including the director's duties as a member of a committee of the board, and each officer with discretionary authority shall discharge the officer's duties under that authority (i) in good faith; (ii) with the care an ordinarily prudent person in a like position would exercise under similar circumstances; and (iii) in a manner the director or officer reasonably believes to be in the best interests of the corporation.

1. **Board Size:** The board of directors shall serve without pay and consist of no fewer than 5 members.
 - a. *Terms:* Board members shall serve 2-year terms and are eligible for re-election for up to 3 consecutive terms. (It is recommended to have staggered terms so as to minimize the possibility of complete board turnover in any given year.)

2. **Resignation; Removal; Vacancies.** Any director may resign at any time by giving written notice to the president or to the secretary of the corporation. A director's resignation shall take effect at the time specified in such notice, and unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective. A director shall be deemed to have resigned in the event of such director's incapacity as determined by a court of competent jurisdiction. Any director may be removed at any time, with or without cause, by the affirmative vote of a majority of the other directors then in office. Any vacancy of an elected director may be filled by the affirmative vote of a majority of the remaining directors though less than a quorum. A director elected to fill a vacancy shall hold the office for the unexpired term of such director's predecessor in office. Any directorship to be filled by reason of an increase in the number of directors shall be filled by the affirmative vote of a majority of the directors then in office, and a director so chosen shall hold office until the next election of the class of directors for which such director was chosen and thereafter until such director's successor shall have been elected and qualified, or until such director's earlier death, resignation or removal. A vacancy that will occur at a specific later date may be filled before the vacancy occurs, but the new director may not take office until the vacancy occurs.

3. **Annual Meeting:** An annual meeting of the board of directors shall be called for attendance by the board of directors in person or virtually, as appropriate for the business that is to be conducted, to be held in the first quarter or the fourth quarter of the calendar year. The purpose of the meeting shall be provided in an agenda proposed by the officers of the affiliate.

4. Special Meetings: Special meetings of the board shall be called upon the request of the chairperson or one-third of the board. Notices of special meetings shall be sent out by the secretary to each board member at least two weeks in advance.

ARTICLE IV Officers

1. Designation and Qualifications. The elected officers of the affiliate shall be a president, one or more vice presidents, a secretary and a treasurer. One person may hold more than one office at a time, except the president may not hold another office. Officers need not be directors of the corporation. All officers must be natural persons who are eighteen years of age or older.
2. Election and Term of Office. The board of directors, or an officer or committee to which such authority has been delegated by the board of directors, shall elect or appoint the officers at or in conjunction with each annual meeting of the board of directors. If the election and appointment of officers shall not be held at or in conjunction with such meeting, such election or appointment shall be held as soon as convenient thereafter. Each officer shall hold office from the end of the meeting at or in conjunction with which such officer was elected or appointed until such officer's successor shall have been duly elected or appointed and shall have qualified, or until such officer's earlier death, resignation or removal.

Powers and Duties

- a. *The president* shall preside at all board meetings, appoint committee members, and shall ensure the supervision and administration of the business and affairs of the affiliate. The president, as well as any other proper officer authorized by the board of directors, may sign any deeds, bond, mortgages or other instruments and enter into agreements necessary to carry out the mission of the affiliate, except where these bylaws or policies adopted by the board require the signature of some other officer or agent of the affiliate.
- b. *The vice-president* shall assume the duties of the president in case of the president's absence or of her/his inability from cause to act. The vice-president shall play a major role in resource development in representing the affiliate organization with and outside the community.
- c. *The secretary* shall be responsible for keeping an accurate record of all meetings of the board of directors, see that all notices are duly given in accordance with these bylaws, or as required by law, maintain the official records of the organization.

- d. *The treasurer* shall be responsible for financial management, including keeping all appropriate fiscal records and ensuring that all funds are recorded, spent and monitored consistent with funder requirements, legal requirements, and sound financial management. The treasurer is responsible for ensuring that the affiliate's financial statements and procedures are provided to the board of directors each month for evaluation by the board to determine that adequate fiscal controls and procedures are in place and that the affiliate association is in good financial health. For all affiliates that have been designated by the IRS as a not-for-profit entity, the treasurer is responsible for overseeing the submission of the appropriate 990 on or before May 15 each year.

ARTICLE V

Committees

1. Committee formation: The board may create committees as needed, such as fundraising, public relations, data collection, etc. The board president appoints all committee chairs.
 - a. *Other Committees and Task Forces*: The board of directors may create and appoint members to such committees and task forces as they shall deem appropriate. Such committees and task forces shall have the power and duties designated by the board of directors and shall give advice and make non-binding recommendations to the board.
 - b. *Vacancies*. Vacancies in the membership of committees may be filled by the chair of the board.

ARTICLE VI

Conflict of Interest

1. Definition. A conflict of interest arises when any "responsible person" or any "party related to a responsible person" has an "interest adverse to the affiliate." A "responsible person" is any individual in a position to exercise substantial influence over the affairs of the corporation, and specifically includes, without limitation, directors and officers of the corporation. A "party related to a responsible person" includes his or her extended family (including spouse, ancestors, descendants and siblings, and their respective spouses and descendants), an estate or trust in which the responsible person or any member of his or her extended family has a beneficial interest or a fiduciary responsibility, or an entity in which the responsible person or any member of his or her extended family is a director, trustee or officer or has a financial interest. "An interest adverse to the corporation" includes any interest in any contract, transaction or other financial relationship with the corporation, and any interest in an entity whose best interests may be impaired by the best interests of the

corporation including, without limitation, an entity providing any goods or services to or receiving any goods or services from the corporation, an entity in which the corporation has any business or financial interest, and an entity providing goods or services or performing activities similar to the goods or services or activities of the corporation.

2. Disclosure. If a responsible person is aware that the corporation is about to enter into any transaction or make any decision involving a conflict of interest, (a “conflicting interest transaction”), such person shall: (i) immediately inform those charged with approving the conflicting interest transaction on behalf of the corporation of the interest or position of such person or any party related to such person; (ii) aid the persons charged with making the decision by disclosing any material facts within the responsible person’s knowledge that bear on the advisability of the corporation entering into the conflicting interest transaction; and (iii) not be entitled to vote on the decision to enter into such transaction.
3. Approval of Conflicting Interest Transactions. The corporation may enter into a conflicting interest transaction provided either:
 - a. The material facts as to the responsible person’s relationship or interest and as to the conflicting interest transaction are disclosed or are known to the board of directors or to a committee of the board of directors that authorizes, approves or ratifies the conflicting interest transaction, and the board or committee in good faith authorizes, approves or ratifies the conflicting interest transaction by the affirmative vote of a majority of the disinterested directors on the board or committee, even though the disinterested directors are less than a quorum; or
 - b. The conflicting interest transaction is fair as to the affiliate.

Article VII Liability of Directors for Unlawful Distributions

1. Liability to Corporation. A director who votes for or assents to a distribution made in violation of the Act or the articles of incorporation of the corporation shall be personally liable to the corporation for the amount of the distribution that exceeds what could have been distributed without violating the Act or the articles of incorporation if it is established that the director did not perform the director’s duties in compliance with the general standards of conduct for directors set forth in Article III, 1(a).
2. Contribution. A director who is liable under Article VII, 1 for an unlawful distribution is entitled to contribution: (i) from every other director who could be liable under Article VII, 1 for the unlawful distribution; and (ii) from each person who accepted the distribution knowing the distribution was made in violation of the Act or the articles of incorporation, to

the extent the distribution to that person exceeds what could have been distributed to that person without violating the Act or the articles of incorporation.

3. Loans to Directors and Officers Prohibited. No loans shall be made by the affiliate to any of its directors or officers. Any director or officer who assents to or participates in the making of any such loan shall be liable to the corporation for the amount of such loan until the repayment thereof.

ARTICLE VIII Records of the Affiliate Organization

1. Minutes and Records. The corporation shall keep as permanent records minutes of all meetings of the board of directors, a record of all actions taken by the board of directors without a meeting, a record of all actions taken by a committee of the board of directors in place of the board of directors on behalf of the affiliate, and a record of all waivers of notices of meetings of the board of directors or any committee of the board of directors.
2. Accounting Records. The affiliate shall maintain appropriate accounting records.
3. Records in Written Form. The corporation shall maintain its records in written form or in another form capable of conversion into written form within a reasonable time.

ARTICLE IX Fiscal Policies

The fiscal year shall be the calendar year. (January 1 – December 31.)

ARTICLE X Indemnification

The affiliate shall, to the extent legally permissible, indemnify each person who may serve or who has served at any time as an officer, director, or employee of the corporation against all expenses and liabilities, including, without limitation, counsel fees, judgments, fines, excise taxes, penalties and settlement payments, reasonably incurred by or imposed upon such person in connection with any threatened, pending or completed action, suit or proceeding in which he or she may become involved by reason of his or her service in such capacity; provided that no indemnification shall be provided for any such person with respect to any matter as to which he or she shall have been finally adjudicated in any proceeding not to have acted in good faith in the

reasonable belief that such action was in the best interests of the corporation; and further provided that any compromise or settlement payment shall be approved by a majority vote of a quorum of directors who are not at that time parties to the proceeding.

The indemnification provided hereunder shall inure to the benefit of the heirs, executors and administrators of persons entitled to indemnification hereunder. The right of indemnification under this Article shall be in addition to and not exclusive of all other rights to which any person may be entitled.

No amendment or repeal of the provisions of this Article which adversely affects the right of an indemnified person under this Article shall apply to such person with respect to those acts or omissions which occurred at any time prior to such amendment or repeal, unless such amendment or repeal was voted by or was made with the written consent of such indemnified person.

This Article constitutes a contract between the affiliate and the indemnified officers, directors, and employees. No amendment or repeal of the provisions of this Article which adversely affects the right of an indemnified officer, director, or employee under this Article shall apply to such officer, director, or employee with respect to those acts or omissions which occurred at any time prior to such amendment or repeal.

ARTICLE XI Amendments

These bylaws may be amended by a two-thirds vote of board members present at any meeting where a quorum is present. A copy of the proposed amendment(s) must be provided to each board member at least one week prior to said meeting.

CERTIFICATION

These bylaws were approved at a meeting of the board of directors by a two-thirds majority vote on _____ [date]

Secretary Printed Name

Signature

Date