

November 2008

Dear NFDA Member,

Attached please find the proposed revisions to the NFDA Constitution & Bylaws. These proposed revisions were published via electronic mail to all NFDA members. Additionally, a letter informing the membership that revisions to the Constitution & Bylaws were proposed was published in the October 2008 newsletter.

Please note that areas of revision are **highlighted**, sections for deletion are noted by ~~strikethrough text~~, and new language is noted as *italicized text*. Areas in which an explanation for a change was thought to be in order are noted by **parenthesis and an ***; this text is NOT part of the Constitution & Bylaws but is included for clarification only.

We appreciate your taking the time to read and review the proposed revisions and look forward to your vote of approval!

Sincerely,

Molly Tatham, President
Lesa Williams, Vice-President
Mary Cameron Rollins, Secretary
Christine Cramer, Treasurer
Carolyn Belcher, Board of Directors
Theresa Collier, Board of Directors
Denise Dale, Board of Directors
Sarah Hayes, Board of Directors
Susan Johnson, Board of Directors

PLEASE REVIEW THE FOLLOWING REVISIONS TO THE NFDA CONSTITUTION & BYLAWS AND INDICATE YOUR VOTE BELOW. PLEASE RETURN THIS PAGE OF THE BALLOT ALONG WITH YOUR BALLOT FOR THE SLATE OF OFFICERS & BOARD OF DIRECTORS.

_____ I vote **IN FAVOR** of adoption of the proposed revisions.

_____ I vote **AGAINST** adoption of the proposed revisions.

Reviewed: 10/08

Revised: 10/08

**2005-Constitution and By-laws
of the
Northeast Florida Dressage Association**

The name of this organization shall be the NORTHEAST FLORIDA DRESSAGE ASSOCIATION, INC.

PURPOSE

The purpose of the Northeast Florida Dressage Association, Inc. shall be to promote dressage. Dressage is the gradual, harmonious development of the horse's physical and mental condition with the aim to improve its natural gaits and develop a perfect understanding with its rider.

The program of the association shall be educational and shall be designed primarily to offer a framework in which individuals can progress with the schooling of themselves and their horses. Activities shall be directed towards a better understanding of dressage.

ARTICLE I

- MEMBERSHIP -

There shall be three (3) classes of membership: ~~Supporting, Family, and Junior Members~~ *Primary (Individual), Family (Primary & Supporting) and Junior Members* of NFDA. These members shall be classified as follows:

- a. ~~Supporting Primary~~ Members shall consist of all persons actively interested in the purpose of the association as described in this constitution, and who have paid annual dues and assessments.
- b. Family Members are ~~Supporting~~ Members who belong to the same family and live at one address. ~~The first Supporting Member's name is sent to USDF for Group Membership. All mailings will be sent to that member. The Member designated as the Primary Member for NFDA will be reported to USDF as the GMO Primary member and that member will receive USDF mailings; subsequent family members will be identified to USDF as GMO supporting members. All NFDA mailings will be sent to the NFDA Primary Member.~~
- c. Junior Members of NFDA are those members 18 years old and younger as of January 1st of each year actively interested in the purpose of the association as described in this constitution, and who have paid annual dues and assessments. These members are eligible for USDF Group Membership and are able to vote. They are eligible for all other benefits of NFDA.

ARTICLE 11

- DUES -

Section 1 ANNUAL DUES ~~Dues structure may be changed by the Board of Directors~~

- a. Supporting Members \$37.00 per year
- b. Family Members \$37.00 for the first Supporting per
year Member plus \$15.00 for
each additional member of the
family
- c. Junior Members \$37.00 per year

a. *Annual dues will be applied to the membership year that coincides with the USDF membership year.*

b. *Dues structure(s) will be established by the Board of Directors.*

Section 2 ~~Dues become payable January 1st of each year and membership will be dropped when dues are not paid by February 1st.~~

Dues become payable on or before the first day of each new membership year. Membership will be dropped if dues are not paid within one calendar month following the first day of each new membership year.

Section 3 Eligibility to participate in the Association sponsored activities necessitates current dues to be paid.

Section 4 ~~If a new member joins the Association after September 1, dues for the remainder of the year shall be \$15.00 and no USDF group membership is provided.~~

If a new member joins the Association after eight or more calendar months have elapsed from the beginning of the current membership year, dues will be set at a reduced rate and no USDF GMO membership will be provided.

ARTICLE III

- VOTING -

Section 1 ~~Supporting~~ **Primary** Members in good standing shall be entitled to one vote each.

Section 2 Any and all voting may be either by mail/email ballot *and/or* participation *or* ballot at the ~~General Membership meeting~~ *a General Membership meeting/event*. Method will be at the discretion of the Board of Directors (~~except as provided in Section 3~~). Mail/email ballots may be distributed through the association newsletter.

Section 3 Election of the Board of Directors and voting for proposed changes of the by-laws (~~except dues structure~~) shall be by mail/email ballot *and/or* ballot at a *General Membership meeting/event*. Mail/email ballots may be distributed through the association newsletter.

ARTICLE IV

- OFFICERS AND DIRECTORS -

Section 1 Officers shall consist of President, Vice-president, Secretary (Recording) and Treasurer for a one year term.

Section 2 ~~The President shall be elected from the Board of Directors/Officers, if possible.~~ (*Conflicts with ability of general membership to nominate from the floor; since the statement is advisory-not mandatory-it is lacking in weight; decision made to delete. See also Article VII Section 3.)

Section 3-2 The Board of Directors shall consist of (5) elected members and shall serve for a term of two years on a rotating basis. The outgoing president will serve on the board in an advisory capacity for one (1) year as a non-voting 6th member of the board.

ARTICLE V

- DUTIES OF OFFICERS AND DIRECTORS -

Section 1 The President shall prepare agendas for and preside over all meetings of the Association and of the Board of Directors, appoint all committee chairmen (with the approval of the Board of Directors), be an ex-officio of all committees (except the nomination committee), and be an official representative for the Association (or may appoint such a representative).

- a. Attend to all correspondence of the Association; read orally communications at meetings of the Board of Directors, or (optionally) at the meetings of the Association.
- b. Maintain the permanent files of the association.
- c. Notify all Board Members of meeting dates, lectures, and attend to other matters pertaining to meeting procedures.
- d. ~~When term is completed, it is encouraged that the outgoing President remain on the Board for a minimum of one (1) year. (*Explanation for deletion: This is in conflict with Article IV, Section 3 which states the immediate past president serves as an advisor)~~

Section 2 The Vice-president, in the absence of the President, shall exercise all of the functions and be vested with all of the powers of the President.

Section 3 The Recording Secretary shall take and read minutes of each meeting of the Association and the Board of Directors and update any approved changes to the By-Laws and Policies of NFDA.

Section 4 The Treasurer shall have the following duties:

- a. Handle all funds received and disbursed by the Association; funds to be maintained in a bank approved by the Board of Directors.
- b. Issue receipts for monies paid into the Association when necessary.
- c. Maintain a complete record of all business transactions and be prepared to report on the financial status of the Association at all times.
- d. Responsible for information required for filing all applicable tax forms.
- e. ~~May recommend the auditor for each yearly financial audit and shall be approved by the Board.~~ *May recommend the auditor for each yearly financial audit; final selection of auditor shall be determined and approved by the Board.*

Section 5 Each officer, at the expiration of his/her term of office (or in the case of resignation) shall transfer all records to the succeeding officer as soon as possible.

Section 6 Each member of the Board of Directors is required to attend the Board of Directors meetings; may serve as the chairman of a committee if and when appointed and shall be sensitive to the thoughts and wishes of the Association membership.

- a. It shall be the duty of the Board of Directors to conduct all business of the association between meetings of the membership. The Board of Directors shall expend those funds deemed necessary to carry on the activities of the Association.
- b. Special meetings of the Board shall be called when deemed necessary by the President. Five (5) members shall constitute a quorum.
- c. Each Board Member may send a proxy with written authorization to vote in the event they are unable to attend a Board of Directors meeting.
- d. Any Board Member who is absent from all meetings for (1) calendar year without valid cause will be automatically terminated from the Board. Proxy votes shall not be used for the purpose of meeting this requirement.
- e. The Newsletter Editor will prepare and include in the newsletter any ballots for election of officers, amendments to the by-laws, and other ballots designated by the Board of Directors.

ARTICLE VI

- ELECTION OF BOARD OF DIRECTORS -

Section 1 ~~There are (5) members on the Board of Directors, one third (1/3) of which are elected annually. The Board of Directors consists of five (5) members on rotating two year terms staggered such that approximately an even number of the terms expire each year.~~ The outgoing president will serve on the board in an advisory capacity for one (1) year as a non-voting 6th member of the board.

Section 2 The President shall appoint a nominating committee in August ~~at least forty five (45) days before the yearly election and make such Committee known to the general membership and announce a call for nominations from the general membership in the August newsletter.~~ The nominating Committee shall consist of at least two (2) members, one (1) Board of Director member whose term does not expire during the year in question and one (1) Supporting Member not serving on the Board. The President shall designate those members and a chairman of the nominating committee.

- a. The general membership shall have ~~until October 15~~ *until September 15 or at least fifteen (15) days* to submit to the chairman of the nominating committee any suggestions for the new slate of the Board of Directors.
- b. The consent of the nominee shall be obtained prior to nomination

- c. The nominating committee shall select at least one (1) nominee to fill each vacancy and they shall be delivered to the Newsletter Editor ~~for the ballot~~ to be included in the ~~November~~ *October* newsletter.
- d. The Newsletter Editor shall prepare a ballot of nominees for election to the Board of Directors. Such ballots shall be ~~mailed or included in the newsletter or by email~~ *made available* to all active members no less than fifteen (15) days prior to the last date on which such ballots must be returned (~~November~~ *October 30*). *Ballots must be received by, or postmarked by, the last date stated in the ballot; regardless of postmark, any ballot received greater than 72 hours past the stated return date will not be counted.* This ballot shall be the only official campaign material to be recognized by the Association.

1. The Membership Chairman shall receive the ballots by mail or email.
2. ~~The day~~ *Within 72 hours* after the closing date of the election, the Membership Chairman shall tally the ballots and submit to the Newsletter Editor for the ~~December~~ *November* newsletter. This shall be the official election results.
3. The ballots shall all be placed in an envelope. The outside of the envelope shall carry the date and the official results of the election, as well as the signatures of the committee members, and the envelope shall be returned to the President to be filed.
4. Any ballot received after the closing date shall be discarded.

(*Dates moved up 1 month to allow for election & installation @ start of new membership year.)

Section 3 In case of resignation or other vacancy of the Board, the President shall appoint a member to fill the remainder of the term.

ARTICLE VII

- ELECTION OF OFFICERS -

Section 1 The officers shall be elected to serve for a twelve (12) month term. The Board of Directors consist of five (5) elected members and shall be elected for 2 (*two*) years, except for the outgoing president who sits on the board as a non-voting 6th board member, for one (1) year. *The installations of the new officers shall follow the annual awards banquet held in January. The installation of new officers shall be effective as of the first day of the new membership year. A formal ceremony of recognition of immediate-past and current officers and board members shall be held within 90 days of installation.*

Section 2 In case of resignation or other vacancy among officers, the Board of Directors shall appoint a qualified board member, if possible, to fill the vacancy.

Section 3 Officers of NFDA will be elected in the same manner as outlined in Article VI, Section 2. Election of Board Members. ~~The President shall be nominated from the current board, if possible.~~ (*Conflicts with ability of general membership to nominate from the floor; since the statement is advisory-not mandatory-it is lacking in weight; decision made to delete)

ARTICLE VIII

- MEETINGS -

Section 1 ~~General membership meetings~~ *Meetings open to the general membership* shall be held at least six (6) times a year. Reports from the President, Secretary, Treasurer, and all committees shall be presented. Championship awards shall be presented and officers shall be installed at the ~~January meeting/Awards Banquet.~~ *at designated banquets/events.*

Section 2 The Association shall hold not less than three (3) events annually featuring educational and/or competitive activities, which further the purpose of the Association.

Section 3 The President may call a business meeting of the Board of Directors with fourteen(14) days notice or a business meeting of the Associations with thirty (30) days notice. ~~Supporting~~ Members may request or be invited to come before the Board to present problems or suggestions to the Board.

ARTICLE IX

- COMMITTEES -

Section 1 There shall be such standing and temporary committees as are deemed necessary to carry on the work of the Association.

Section 2 The President shall appoint committee chairman.

ARTICLE X

- AMENDMENTS -

Amendments to the By-laws shall be recommended by the Board of Directors and voted on by mail/email ballot by the ~~Supporting~~ Membership.

ARTICLE XI

- MEMBERSHIP INITIATIVE -

Section 1 When ten (10) percent of the **Supporting Primary** Members indicate by written request to the Board of Directors that any action be taken, or any action being taken be discontinued, the Board of Directors shall submit such request to the **Supporting** Membership by mail ballot. Such mail ballot shall be mailed no less than fifteen (15) days prior to the last date on which such ballots must be returned. *Ballots must be received by, or postmarked by, the last date stated in the ballot; regardless of postmark, any ballot received greater than 72 hours past the stated return date will not be counted.*

Section 2 If ballots are returned by at least thirty-five percent (35%) of the **Supporting** Members, and if a majority of the ballots returned declare approval of such a request, then the Board of Directors shall fulfill the request.

ARTICLE XIII

- DISSOLUTION -

If at any time the Association dissolves, any funds remaining in the treasury shall be distributed to such organizations as the Board of Director shall designate, providing such organizations have purposes, goals and aims consistent with the expressed intention of the Association.

ARTICLE XIV

- PARLIAMENTARY AUTHORITY -

Roberts Rules of Order Revised shall govern the Board of Directors meetings and Membership meetings, when not in conflict with these by-laws.