

## BYLAWS

of

### WESTERN DRESSAGE ASSOCIATION® OF Colorado

#### ARTICLE I

##### Name and Purpose

The name of this Corporation shall be the **Western Dressage Association® of Colorado. Purposes of the Corporation.** The Corporation is a nonprofit public benefit corporation and is not organized for the private gain of any person. As set forth in the Articles of Incorporation, the Western Dressage Association® of **Colorado** is organized exclusively for charitable and educational purposes to align itself with the purposes and mission of the Western Dressage Association® of America (WDAA). These include: building an equine community that combines the Western traditions of horse and rider with Classical Dressage.

##### *Our mission is about education*

The WDAA provides venues, forums, and resources for riders of all horse breeds to learn to improve the 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, sound horse, and a rider aware and knowledgeable of 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 the Affiliate 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 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.

*Updated 10/15/2023*

*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**

### **Principal Office**

The principal office of the corporation is located in the County of Douglas, State of Colorado, mailing address: P.O. Box 476, Castle Rock, CO 80104. The Board of Directors may at any time, or from time to time, change the location of the principal office from one location to another within said state. The Board of Directors may at any time establish branch offices at any place where the corporation is qualified to do business.

## **ARTICLE III**

### **Dedication of Assets**

The properties and assets of this nonprofit corporation are irrevocably dedicated to charitable purposes. No part of the net earnings, properties, or assets of this corporation, on dissolution or otherwise, shall inure to the benefit of any private person or individual, or any member, director, or officer of this corporation. On liquidation or dissolution, all remaining properties and assets of the corporation shall be distributed and paid to an equestrian organization dedicated to charitable purposes in Colorado which has established its tax-exempt status under Section 501(c)(3) of the Internal Revenue Code. As a non-profit organization, WDACO will not participate in donations to other organizations or individuals.

## **ARTICLE IV**

### **Membership**

• *Eligibility for membership:* Application for voting membership shall be open to any person who supports the purpose statement of the organization. Membership is granted after completion and receipt of a membership application and annual dues.

- *Annual dues:* Annual dues for Western Dressage Association® of Colorado are established by the Board of Directors and may be changed by a two-thirds vote of its Board. All members of the Western Dressage Association® of Colorado must also be members of the national organization, Western Dressage Association® of America. Continued Western Dressage Association® of Colorado membership is contingent upon being up-to-date on dues for both organizations.
- *Rights of members:* Each member shall be eligible to cast one vote in Affiliate Association elections.
- *Termination:* Membership will lapse upon non-payment of dues.
- *Non-voting membership:* The Board shall have the authority to establish and define non-voting categories of membership.

## **ARTICLE V**

### **Meetings of Members**

- *Annual meetings:* There shall be an annual meeting of the members, the specific date, time, and location of which will be designated by the chair. At the annual meeting, the members shall elect directors, receive reports on the activities of the Association, and determine the direction of the Association for the coming year.
- *Special meetings:* Special meetings may be called by the chair, the Executive Committee, or a simple majority of the board of directors. A petition signed by thirty-three percent of voting members may also call a special meeting.
- *Notice of meetings:* Notice of each member meeting shall be given to each voting member, electronically, or by telephone, not less than two weeks prior to the meeting.
- *Quorum:* The members present at any properly announced meeting shall constitute a quorum.

- *Voting:* All issues to be voted on shall be decided by a simple majority of those present at the meeting in which the vote takes place. Voting by proxy shall not be allowed.

## **ARTICLE VI**

### **Board of Directors**

- *Board Role:* The Board is responsible for the overall policy and direction of the Association. The affairs of the Western Dressage Association® of **Colorado** shall be managed by the Board of Directors. Directors must reside in the state of **Colorado**, military excepted.

- *Board Size:* The Board of Directors shall serve without pay and consist of no fewer than 5 and no more than 9 members.

- *Terms:* Board members shall serve (2) year terms and are eligible for unlimited reelection.

- The terms of the 2011 initial board of directors shall be adjusted beyond the stated terms and staggered so as to minimize the possibility of a complete board turnover.

- *Elections:* A Nominating Committee shall be responsible for nominating a slate of prospective Board members representing the Association's diverse geographic and equine discipline constituencies. In addition, any member can nominate a candidate to the slate of nominees. All members will be eligible to cast one vote for each available position per year.

- Election of Board members shall occur annually through electronic ballot.

- *Vacancies:* Vacancies shall be filled by a majority vote of the remaining members of the Board of Directors for the unexpired term.

- *Termination:* Board members with 33% unexcused absences from scheduled meetings shall be dismissed from the Board. A director may be removed by a majority vote of the Board of Directors, at any regularly scheduled or special meeting of the Board of Directors.
- *Resignation:* Except as otherwise required by law, a director may resign from the Board at any time by giving notice in writing to the Board. Such resignations shall take effect at the time specified therein. Unless otherwise specified, no acceptance of such resignation shall be necessary to make it effective.
- *Quorum:* A Quorum must be attended by at least forty percent of Board members for business transactions to take place and motions to pass. Items that must be voted on prior to the next board meeting, excluding Bylaws, may be voted electronically or by teleconference by a simple majority of the board.
- *Special Meetings:* Special meetings of the Board shall be called upon the request of the Chair, 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 VII**

### **Officers**

- *Officers:* The officers of the Western Dressage Association® of Colorado Board of Directors shall consist of a President (Chair), Secretary, and Treasurer. The officers shall be nominated and elected by the Board of Directors. Each member of the Board of Directors shall cast one vote per vacant officer position. The same person may hold any two offices, except that the President may not hold another office. A Board member who is an equine professional with financial, personal, or official business interests aligned with the work and mission of WDACO may not serve as an officer in the positions of President (Chair), Vice President (Vice-Chair), or Treasurer.

- *Terms:* Elected officers will serve a term of two years.

- *Powers and Duties*

- *The Chair* shall preside at all Board meetings, appoint committee members, and ensure the supervision and administration of the business and affairs of the Association. The Chair, as well as any other proper officer authorized by the Board of Directors, may sign any deeds, bonds, mortgages, or other instruments and enter into agreements necessary to carry out the mission of the Western Dressage Association® of **Colorado**, except where these bylaws or policies adopted by the Board require the signature of some other officer or agent of the Association.

- *The Vice-Chair* shall assume the duties of the Chair in case of the Chair's absence or of her/his inability from cause to act. The Vice-Chair shall play a major role in resource development in representing the organization with and outside the community.

- *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.

- *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 Past Chair* shall automatically be a voting member of the board for one year following their presidential term.

## ARTICLE VIII

### Committees

- *Committee formation:* The Board may create committees as needed, such as fundraising, public relations, data collection, etc. All committees will be chaired by a Board member. A majority vote of the board will appoint committee chairs.
  
- *Executive Committee:* Between meetings of the Board of Directors, ongoing oversight of the affairs of the Corporation may be conducted by an Executive Committee, the membership of which shall include the officers of the Board.
  
- *Finance/Audit Committee:* This Committee is responsible for ensuring that The Western Dressage Association® of **Colorado**'s financial statements and procedures are evaluated to determine that adequate fiscal controls and procedures are in place and that the Corporation is in good financial health. The Finance/Audit Committee develops an annual budget which must be approved by the Board.
  
- The Treasurer of the Board shall always be a member of the Finance/Audit Committee.
  
- *Other Committees and Task Forces:* The Board of Directors may create and appoint members to such other 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.
  
- *Vacancies.* Vacancies in the membership of Committees may be appointed by a majority vote of the board.
  
- *Advisory Board:* The Board may form an Advisory Board composed of Association members. An Advisory Board may provide advice, service and assistance to the Association and carry out duties and responsibilities for the

Association as specified by the Board. No member of the Advisory Board may have the power or authority reserved to the Board of Directors nor shall they have authority to incur any corporate expense or make any representation of commitment on behalf of the Association without the express approval of the Board.

## **ARTICLE IX**

### **Conflict of Interest**

Any member of the Board who has a financial, personal, or official interest in, or conflict (or appearance of a conflict) with any matter pending before the Board, of such nature that it prevents or may prevent that member from acting on the matter in an impartial manner, will offer to the Board to voluntarily excuse him/herself and will vacate his seat and refrain from discussion and voting on said item.

## **ARTICLE X**

### **Fiscal Policies**

The fiscal year shall be the calendar year.

## **ARTICLE XI**

### **Records and Reports**

Section 1. Maintenance and Inspection of Articles and Bylaws.

The corporation shall keep at its principal office the original or a copy of its Articles of Incorporation and bylaws as amended to date, which shall be open to inspection by the directors at all reasonable times during office hours.

Section 2. Maintenance and Inspection of Federal Tax Exemption Applications and Annual Information Returns.



The corporation shall keep at its principal office a copy of its federal tax exemption application and its annual information returns for three years from their date of filing, which shall be open to public inspection and copying to the extent required by law.

### Section 3. Maintenance and Inspection of Other Corporate Records.

The corporation shall keep adequate and correct books and records of accounts and written minutes of the proceedings of the Board and committees of the Board. All such records shall be kept at such place or places designated by the Board of Directors, or, in the absence of such designation, at the principal office of the corporation. The minutes shall be kept in written or typed form, and other books and records shall be kept either in written or typed form or in any other form capable of being converted into written, typed, or printed form. Upon leaving office, each officer, employee, or agent of the corporation shall turn over to his or her successor or the chairperson or president, in good order, such corporate monies, books, records, minutes, lists, documents, contracts or other property of the corporation as have been in the custody of such officer, employee, or agent during his or her term of office.

Every director shall have the absolute right at any reasonable time to inspect all books, records, and documents of every kind and the physical properties of the corporation. The inspection may be made in person or by an agent or attorney and shall include the right to copy and make extracts of documents.

### Section 4. Preparation of Annual Financial Statements.

The corporation shall prepare annual financial statements using generally accepted accounting principles.

The Board shall cause an annual report to be sent to all directors, within 120 days after the end of the corporation's fiscal year, containing the following information:

(a) The assets and liabilities, including the trust funds, of this corporation at the end of the fiscal year;

(b) The principal changes in assets and liabilities, including trust funds, during - the fiscal year;

(c) The revenues or receipts of this corporation, both unrestricted and restricted for particular purposes, for the fiscal year;

(d) The expenses or disbursements of this corporation for both general and restricted purposes during the fiscal year; and

(e) The report shall be accompanied by any pertinent report of independent accountants, or, if there is no such report, the certificate of an authorized officer of the corporation that such statements were prepared without audit from the books and records of the corporation.

## **ARTICLE XII**

### **Amendments**

These Bylaws may be amended by a two-thirds vote of Board members attending 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.

## **ARTICLE XIII**

### **Indemnification**

The corporation 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 corporation and the indemnified officers, directors, and employees. No amendment or repeal of the provisions of this Article that 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.

**CERTIFICATION** These bylaws were approved at a meeting of the Board of Directors by a two-thirds majority vote on 10 October 2023.

*Updated 10/15/2023*