

**MID-SOUTH EVENTING AND DRESSAGE
ASSOCIATION, INC.**

BY-LAWS

Amended 2/4/2017

ARTICLE I

Name of Organization

I.1.1. The name of the organization shall be Mid-South Eventing and Dressage Association, Inc., hereinafter, referred to as "MSEDA".

ARTICLE II

Purpose and Objectives

II.1.1. The purpose of MSEDA is to further the art of classical dressage and the sport of eventing in the Mid-South area. The intent of MSEDA shall be educational and will include clinics and instructional teaching and judging forums. The objectives of MSEDA include the enhanced education of participants and the promotion of safety and welfare of the horse and rider.

ARTICLE III

Membership

III.1.1. Classes of Members. MSEDA shall have three (3) classes of members. The designation of such classes shall be as follows:

- a) Individual Membership. An individual member is defined as any individual whose interest is related to or similar to that of MSEDA, and who pays dues to MSEDA as prescribed by the Board of Directors;
- b) Family Membership. A family membership is defined as any family body of two or more individuals whose

interest is related or similar to that of MSEDA, and which pays dues as prescribed by the Board of Directors;

c) Honorary Membership. The Board of Directors may elect honorary members in recognition of distinguished service rendered to the sports of eventing and/or dressage and/or the purpose of MSEDA. An honorary member shall be elected for life, but without vote, and shall be exempt from payment of dues.

III.1.2. Dues. The amount of membership dues shall be determined by the Board of Directors. Remittance date of annual membership dues shall be determined by the Board of Directors.

III.1.3. Membership Year. The membership year shall run from January 1 to December 31 of each calendar year. Membership activation is defined as being received and recorded by the MSEDA Secretary.

III.1.4. Application for Membership. New members may make application at any time for membership in MSEDA by submitting an application to the Secretary and remitting the appropriate membership fee. Following processing of a new member application, each new member shall receive a membership notice and copies of the *By-Laws* and *Guidelines and Rules*. Competition points shall accumulate as of the date the membership application is received.

III.1.5. Membership Renewal. In order to be considered a member in good standing for the entire year, dues of renewal members and all other outstanding debts to MSEDA and related functions must be paid in full before the call to order of the annual meeting. Renewal members who are delinquent in payment of annual dues shall be deleted from the records of MSEDA on March 1 of each year.

III.1.6. Voting Rights. Members shall be entitled to vote on election of Officers and Directors, amendments to the Articles of Incorporation, *By-Laws*, and on other matters that the Board of Directors believes should rightfully come before the membership of MSEDA. Only members in good standing are entitled to vote. Voting may be conducted by proxy if the member has authorized it in writing by naming another member in good standing to do so on his/her behalf. In the case of a tie, the BOD shall make the final decision by a majority vote.

III.1.7. Voting by Mail or Electronic Format. Voting on all matters may be conducted by mail or electronic format at the option of the Board of Directors.

III.1.8. Records. At the request of the Secretary, potential new members or renewal members shall file an application for membership in MSED A so that necessary information is made available to MSED A for the purpose of maintaining accurate and complete records.

III.1.9. Disciplinary Action. If the conduct of any member shall appear to be in willful violation of these bylaws or the rules of MSED A or prejudicial to MSED A's interests, the Board of Directors may, by the affirmative vote of two-thirds (2/3) of the entire Board, suspend or expel such member. Before taking such action, a written copy of the charges must be served upon the member and an opportunity given to be heard in their defense before the Board. Any member so expelled, and during such suspension, shall be refused admittance to all MSED A meetings. At the Board's discretion, expelled or suspended members may petition the Board to be reinstated as a member in good standing. A two-thirds (2/3) vote of the Board is required to return an expelled or suspended member to the status of a member in good standing.

Meetings

III.2.1. Annual Meeting. An annual meeting of the members shall be held in the first quarter of each calendar year for the purpose of the members being informed by the Board of Directors concerning events that have transpired during the preceding year and for the transaction of such business as may come before the meeting.

III.2.2. Special Meetings. Special meetings of the members may be called by the President of Board of Directors. The President shall be required to call a meeting by petition to the President of twenty-five (25) percent of the membership.

III.2.3. Notice of Meetings. The Secretary or his/her appointee shall distribute notices of meetings to the membership through the Newsletter, if time allows, or through the mail and/or electronically to each individual member.

III.2.4. Quorum. One third (1/3) of the membership attending the annual meeting shall constitute a quorum at any meeting of the membership. Exceptions to this rule may be made by a three-fourths (3/4) majority vote of the Board of Directors.

ARTICLE IV

Officers

IV.1.1. Officers. The officers of MSED A shall be a President, Vice President for Eventing, Vice President for Dressage, and Treasurer.

IV.1.2. Terms of Office and Qualifications. Elected officers shall be elected by the members at the annual meeting and shall serve a two (2) year term of office. Duties of the newly elected officers shall take effect immediately after said election. Officers must be members in good standing of MSED A.

IV.1.3. Nomination. The Board of Directors shall act as a nominating committee or establish a committee to prepare a slate of officers to be presented to the membership for consideration prior to the annual meeting at which time election of officers will take place. Nominations may also come from the floor at the annual meeting. Only members in good standing may be nominated to serve as officers.

IV.1.4. Removal. Any elected officer may be removed by the Board of Directors with cause when, in its judgement, the best interest of MSED A would be served. Any officer not maintaining good standing as a member of MSED A shall be automatically removed from the Board. Any officer who does not attend or conference call at least one-half (1/2) of the regularly scheduled Board of Directors meetings during the year, since the commencement of their term, excluding the final Board meeting preceding the Annual Meeting, shall be automatically removed from the Board. Any officer may be removed for cause by a four-fifths (4/5) vote of the remaining Directors.

IV.1.5. Vacancies. A vacancy occurring in any office during the two-year term may be filled by the Board of Directors for the unexpired portion of the term unless re-elected by the members.

IV.1.6. President. The President shall be the chief executive officer of MSED A and shall preside over all meetings of the Board of Directors, the Annual Meeting and any special meetings of the members. In general, he/she shall perform all duties incident to the office of President and such other duties as may be prescribed by the Board of Directors from time to time.

IV.1.7. Vice Presidents. The Vice President of Eventing shall take over the duties of the President in the event of the President's absence or at the direction of the President for any reason. If the Vice President of Eventing is unable to stand in for the President for any reason, the Vice President for Dressage shall take over the duties of the President in the event of the President's absence or at the direction of the President for any reason. The Vice Presidents shall be responsible for performing any duties assigned by the President or the Board of Directors.

IV.1.8. Treasurer. The Treasurer shall serve as the primary liaison between the MSED A Board of Directors and membership and the professional organization or individual selected by the Board of Directors to provide financial services to MSED A. The Treasurer shall also act as secondary signature authority on all MSED A accounts, be responsible for presenting an annual financial statement from the previous year and a proposed budget for the upcoming year to the membership at the annual meeting; be responsible for filing the required federal and state reports required for a 501(c)(3) corporation; prepare semi-annual financial reports for the MSED A newsletter; obtain budgets for the MSED A horse shows and committees, and perform such additional duties as assigned by the President or Board of Directors.

- a) The Board of Directors will provide a nomination to the slate to fill the position of Treasurer. Election will be by vote of the membership at the annual meeting. Nominations may be taken from the floor.
- b) The term of the Treasurer will be two years. The position of Treasurer will be reelected every two years with no limit to the number of terms they may serve.

IV.1.9. Compensation of Officers. Elected officers of MSED A in good standing at the end of a membership year shall not serve with pay, but may be given a gift for their service not to exceed the value of a single membership fee upon completion of their year of service or may donate their service. Elected officers shall be entitled to reasonable and necessary compensation for expenses incurred in the performance of their duties. Such compensation shall not include the expense of "time lost from the individual's job" unless the officer has received prior approval in writing from the MSED A Board of Directors or its authorized agent.

IV.1.10. Successive Terms. Any elected officer of MSED A may be re-elected but not for more than three (3) consecutive terms regardless of any other offices or positions, other than the current elected office, that they may have held. This section shall be surpassed, in special circumstances, only by vote of 2/3 of the BOD.

ARTICLE V

Board of Directors

V.1.1. Powers. The affairs of MSED A shall be managed by a Board of Directors.

V.1.2. Composition. The Board of Directors shall include the officers of MSED A. The immediate past-President of MSED A shall serve as an ex-officio member for a one-year term. The remaining composition of the Board of Directors shall be determined so as to reflect a fair proportion of the membership as divided into appropriate geographic areas represented by one or more Directors. The maximum number of Directors per year shall be determined by a ratio of Directors to regional membership.

V.1.3. Number, Tenure, and Qualifications. The number of Directors shall not be less than five (5) or more than twenty (20). The term of office of Directors shall be two (2) years. Directors must be members in good standing of MSED A.

V.1.4. Regular Meetings. Not more than ten (10) nor less than two (2) regular meetings of the Board of Directors shall be held annually; at least one of which shall be open to the general membership.

V.1.5. Special Meetings. The President may, at any time, call a special meeting of the Board of Directors; and shall be required to do so at the request of four (4) Directors.

V.1.6. Notice. Notice of any meeting of the Board of Directors shall be given at least five (5) days previous thereto by written notice, delivered personally or sent by mail, facsimile, or electronic communication to each Director at his/her home address as shown by the records of MSED A or by telephone call from the President or his/her appointee to each Director at his/her telephone number as shown by the records of MSED A. General notice of regular meetings of the Board of Directors shall be given to the membership of MSED A through the Newsletter.

V.1.7. Quorum. One-half (1/2) of the members of the Board of Directors shall constitute a quorum for the transaction of the business at any meeting of the Board; but if less than one-half (1/2) of the Directors are present at said meeting, a majority of the Directors present may adjourn the meeting without further notice. Voting may be conducted by proxy if a Director has authorized it in writing or electronically to the presiding officer by naming another Director to do so on his/her behalf.

V.1.8. Teleconference Participation. Members of the Board or any Committee thereof, may participate in a meeting of such Board or Committee by means of a conference telephone or similar communication equipment by means of which all persons participating in the meeting can hear each other and participation in a meeting in such manner shall constitute presence in person at such meeting.

V.1.9. Unanimous Written Consent. Any action required or permitted to be taken at any meeting of the Board of Directors or any committee thereof may be taken without a meeting if written consent or electronic communication consent thereto is signed by all the members of the Board or Committee thereof and such written consent/electronic communication is thereafter filed with the minutes of MSED A.

V.1.10. Presiding Officer. The President of MSED A shall serve as the presiding officer at any meeting of the Board of Directors. In the event of the President's absence from such a meeting, he/she shall appoint a presiding officer pro-tem.

V.1.11. Election of Directors. Directors shall be elected at the annual meeting by a majority vote of the membership present or represented by proxy. The Board of Directors will provide a slate of nominations for Directors and nomination may be taken from the floor at the Annual Meeting. The number and distribution of vacancies of the Board of Directors shall be published in the December Newsletter or sent out with the Special Annual Meeting mailing to the membership.

V.1.12. Terms of Office and Successive Terms. Terms of office are two years. Directors may be re-elected but not for more than three (3) consecutive terms in that position, regardless of any other offices or positions, other than Director, that they may have held.

V.1.13. Vacancies. The Directors may fill a vacancy on the Board occurring during the year. Such vacancies may be filled by a four-fifths (4/5) vote of all Directors in office at that time. Such Directors shall serve for the unexpired term.

V.1.14. Removal. Any Director not maintaining good standing as a member of MSED A shall be automatically removed from the Board. Any Director who does not attend or conference call at least one-half (1/2) of the regularly scheduled Board of Directors meetings during the year, since the commencement of their term, excluding the final Board meeting preceding the Annual Meeting, shall be automatically removed from the Board. Any Director may be removed for cause by a four-fifths (4/5) vote of the remaining Directors.

V.1.15. Compensation. Directors of MSED A shall not serve with pay, but shall be entitled to reasonable and necessary compensation for expenses incurred in the performance of their duties. Such compensation shall not include the expense of "time lost from the individual's job" unless the officer has received prior approval in writing from the MSED A Board of Directors or its authorized agent. Directors of MSED A in good standing at the end of a membership year & completion of their service may receive a gift not to exceed the value of a single membership fee or donate their services.

ARTICLE VI

Committees

VI.1.1. Appointment. Committees may be created by the Board of Directors to fulfill certain duties and shall be dissolved upon fulfillment of those duties.

VI.1.2. Members. Appointment of Committee Members shall be made by the President. Only members in good standing may serve on committees.

VI.1.3. Vote. The vote of a majority of committee members shall constitute an act of the committee.

VI.1.4. Actions. Each committee may adopt rules and procedures for its own governance not inconsistent with these bylaws or with rules adopted by MSED A.

ARTICLE VII

Authorized Agents of MSED A

VII.1.1. Authorization. Individuals or committees may be created by the Board of Directors to fulfill certain duties. Individuals appointed by the Board to act as authorized agents on behalf of MSED A shall serve at the discretion of the Board. Committee members appointed by the Board shall serve until the duties assigned to the committee have been fulfilled, at which time the committee shall be dissolved.

VII.1.2. Appointment. Individuals or committee members shall be appointed by the President. Only members in good standing may serve as authorized agents of MSED A.

VII.1.3. Authorized Agents. Individuals or committee members that act as authorized agents for MSED A include, but are not limited to, the following:

- a) Secretary
- b) Newsletter Editor
- c) Show Manager(s) of the MSED A Team Challenge Horse Trials
- d) Show Manager(s) of the MSED A Dressage at Kentucky Horse Park (KHP)

VII.1.4. Actions. Each committee may adopt rules and procedures for its own governance not inconsistent with these by-laws or with rules adopted by MSED A.

VII.1.5. Secretary. The Secretary shall be appointed by the elected officers of MSED A. The Secretary may be any Director or member of MSED A in good standing. The Secretary shall receive an honorarium to be determined by the Board of Directors each year in recognition of the responsibility and amount of time involved in carrying out the duties of Secretary. The Secretary shall keep all minutes of meetings, receive and have charge of all non-financial papers belonging to MSED A, mail all notices, and have full responsibility for maintenance of membership files. The Secretary will coordinate with the Treasurer and committee chairpersons as needed, act as Annual Meeting Organizing Committee Chairperson and do the same as directed by the Board of Directors. In general, he/she shall perform all duties incident to the office of Secretary and such additional duties as directed by the President or the Board of Directors.

VII.1.6. Newsletter Editor. The Newsletter Editor shall be appointed by the elected officers of MSED A to carry out the publication of the Newsletter. The Newsletter Editor may be any Director or member of MSED A in good standing. The Newsletter Editor shall receive an honorarium to be determined by the Board of Directors each year in recognition of the amount of time involved in preparation and production of the Newsletter.

VII.1.7. Team Challenge Show Manager(s). The Show Manager(s) will be authorized agent(s) of MSED A. MSED A will execute contractual arrangement(s) with the show manager(s) outlining responsibilities and remuneration.

VII.1.8. Dressage at KHP Show Manager(s). The Show Manager(s) will be authorized agent(s) of MSED A. MSED A will execute contractual agreement(s) with the show manager(s) outlining responsibilities and remuneration.

ARTICLE VIII

Liability

VIII.1.1. Indemnification. No member, director, officer, employee or agent of MSED A shall be personally liable for the debts or liabilities of MSED A provided the Board of Directors determine that such person was acting in good faith within what he/she reasonably believed to be the scope of his/her employment or authority and for a purpose which he/she reasonably believed to be in the best interests of MSED A or its members. The Board of Directors shall secure liability insurance coverage for the officers, directors, officials and authorized agents of MSED A.

ARTICLE IX

Contracts, Checks, Deposits and Funds

IX.1.1. Authorization. The Board of Directors may authorize any officer or officers, agent or agents of MSED A, to enter into any contract or execute and deliver any instrument in the same of and on behalf of MSED A, and such authority may be general or confined to specific instances.

IX.1.2. Signatures. All checks, drafts or orders for payment of money, notes, or other evidences of indebtedness issued in the name of MSED A shall be signed by such officer or officers, agent or agents, of MSED A, and in such manner as shall be determined from time to time by resolution of the Board of Directors. The Treasurer and at least one other Board member shall have signature authority on non-horse show accounts. The Treasurer and the respective Show Manager may have signature authority on the corresponding horse show accounts.

IX.1.3. Deposit of Funds. All funds of MSED A shall be deposited from time to time to the credit of MSED A in such banks, trust companies or other depositories as the Board of Directors may select.

IX.1.4. Gifts and Donations. The Board of Directors may accept on behalf of MSED A any contribution, gift, bequest, or device for the general purposes or for any specific purpose of MSED A.

IX.1.5. Insufficient Funds Checks. Any check received by MSED A, which is returned by the bank for insufficient funds, shall be subject to a fee determined by the Board of Directors. If the check does not clear the appropriate financial institution within a two-week period of the notice of insufficient funds, the member will lose "good standing status". In addition, the member's name may be published in the MSED A Newsletter and money orders may be required to be submitted by this member in the future. Further, insufficient fund checks received by subsidiaries of MSED A or of MSED A-sanctioned competitions shall be subject to the same penalties as outlined above, at the organizer's discretion.

IX.1.6. Transfer of Funds. There should be no movement of funds between accounts without prior approval of the MSED A Board of Directors or by its authority to its authorized agent(s) as specified in contractual agreement.

IX.1.7. Endowment Funds. The Board of Directors shall develop written policies and rules for governance of any Endowment Fund established for the benefit of MSED A.

ARTICLE X

Budgets

X.1.1. Budgets. The Treasurer and all appointed agents are required to submit a budget to the Board of Directors at the annual meeting detailing anticipated receipts and disbursements for the upcoming year.

ARTICLE XI

Books and Records

XI.1.1. Books and Records. MSED A shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of meetings of its members. Board of Directors and committees having any of the authority of the Board of Directors shall keep at the registered or principal office, a record giving the names and addresses of the members.

ARTICLE XII

Fiscal Year

XII.1.1. Fiscal Year. The fiscal year of MSED A shall begin on the first day of January and end on the last day of December each year.

ARTICLE XIII

Dissolution

XIII.1.1. Dissolution. Should MSED A be dissolved as an organization, any funds remaining in the general treasury and/or subsidiary accounts, after settlement of all outstanding indebtedness, shall be divided equally between the United States Eventing Association (USEA) and the United States Dressage Federation (USDF).

ARTICLE XIV

Amendments to By-Laws

XIV.1.1. Amendments. These By-laws may be amended as necessary by a majority vote of the entire membership eligible to vote in person or by mail upon thirty days written notice and/or by the members present and/or represented by proxy at the Annual Meeting.

XIV.1.2. Suspensions. Portions of these By-laws may be suspended for definitive periods as necessary in the same manner as identified in Article XIV.1.1.

XIV.1.3. Notice. If not notified by mail, members shall receive prior notice of proposed By-laws changes with the notice of the meeting at which they will be proposed.