

**NEW ENGLAND DRESSAGE ASSOCIATION, INC.
STANDING RULES**

As defined by Bylaws Article 8: Section 1 and Section 10/B

“The Board of Directors, in its discretion, shall have the power to adopt Standing Rules, from time to time, consistent with these Bylaws, to support and accomplish the mission of NEDA.”

From time to time, pursuant to its bylaws, the board of directors of NEDA has adopted standing rules. While the NEDA bylaws govern the affairs of NEDA, these rules represent policy and practice of the board of directors in areas not covered by the bylaws or as a means of interpreting the bylaws. The policies listed below are accompanied by the dates they were established and/or modified.

1. STANDING COMMITTEES / TERMS / USDF DELEGATES / CONTRACTS

Originally adopted 11/25/98, and subsequently revised as necessary (latest revision by vote at Board of Directors Meeting 2/20/08).

1.1 The Standing Committees of NEDA shall be comprised of the following Functions:

- Education Coordinator
 - Continuing Education
 - Fall Symposium
 - Spring Symposium
 - Scholarship
- Competitions Coordinator
 - Fall Show
 - Sport Horse
- Public Relations Coordinator
 - Advertising
 - Tip of the Hat
 - Technology
- Membership Services Coordinator
 - Nominations
 - Recruitment
 - Volunteers
- Sponsorship Coordinator
 - Major Donors
 - Sponsorship Facilitator
- Member-at-Large

1.2 A Coordinator of a Standing Committee may not also serve as an Officer of NEDA or as a Functional Manager.

1.3 The Nominations Functional manager shall be a member of the Nominating Committee.

1.4 NEDA Delegates to the USDF Annual Convention will be selected by the Board prior to the NEDA annual meeting, in the following order:

- A. Officers
- B. Coordinators
- C. Function Managers

Adopted 11/25/98. Revised 10/27/99 to supersede 11/25/98 edition. Revised 11/01/01 to supersede 10/27/99 edition. Revised 02/01/02 to supersede 11/01/01 edition. Revised 03/01/02 to supersede 02/01/02 edition. Revised 10/01/02 to supersede 02/01/02 edition. Revised 04/04/04 to supersede 10/01/02 edition. Revised 05/04/04 to supersede 04/04/04 edition. Revised 2/15/06 to supersede 5/04/04 edition. Revised 9/17/08 to supersede 2/15/06 edition. Revised 1/20/10 to supersede 2/17/08 edition. Revised 4/21/10 to supersede 1/20/10 edition. Revised 6/16/10 to supersede 4/21/10 edition.

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- D. Event Managers (non-Board)
- E. NEDA Member

In selection of Function Manager, Event Manager and NEDA Member Delegates priority shall be given to:

- 1. Involvement in NEDA activities and/or
- 2. Attendance at previous USDF conventions

All Delegates are required to attend the entire business portion of the convention in order to become informed and thereby adequately represent NEDA. Each delegate will sign a Delegate Agreement Form recognizing this obligation. Specifically: attendance is required at (1) the first Region 8 Meeting (generally on Wednesday), (2) USDF Committee and Council Meetings, which may be scheduled before or after the first Region 8 Meeting, (3) the second Region 8 Meeting (generally on Thursday), and (4) the entire Board of Governors' Meeting.

In case of a Delegate's attendance problems, all of the NEDA Delegates at the Convention will convene and decide one or more of the following options:

- 1. No action.
- 2. Reassign Delegate votes among the Delegates already present at the Convention.
- 3. Assign appropriate current NEDA member(s) already present at the Convention to step in as NEDA Delegate(s).
- 4. Obligate the NEDA Board to reimburse current NEDA member(s) selected by 3, just above, who is standing in as NEDA Delegate(s) per policies then in force.

Reimbursement of the delegate with attendance problems will be determined by the Board as appropriate, considering the circumstances.

Each NEDA Delegate will be reimbursed by NEDA, per decision of the Board in the same year. Reimbursement will follow only upon submission of receipts to NEDA President or Treasurer.

- 1.5 All current NEDA Board Members will be allowed free admission to most NEDA sponsored events as an auditor of that event. All other expenses will be the responsibility of the individual.
- 1.6 In the event that a member provides professional services to NEDA and receives monetary compensation or special consideration in exchange, it is NEDA's policy that a contract be drawn up which clarifies the details of the relationship, and that the Board vote on adoption of the contract after having determined that the compensation to be received by the member is deemed to be reasonable.

2. Membership Dues Structure

Adopted by vote of Board of Directors on 4/21/10 for the 2011 membership year, and forward.

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Access to Rent NEDA's Mailing List
10% Discount on ads in the TIP, Salute and Fall Festival

Gold \$300.00
Family Gold* \$335.00
*Two people. Add \$15 for each additional family member.

Benefits: Same as for Business above, *plus*
Pass to catered VIP Tent at the Fall Festival

Platinum \$525.00
Family Platinum* \$560.00
*Two people. Add \$15 for each additional family member.

Benefits: Same as for Gold above, *plus*
Tickets for two to the NEDA Annual Banquet
Opportunity to present Year End Awards

3. CLARIFICATION OF NOMINATING COMMITTEE PROCEDURES

Adopted by vote at Executive Board Meeting 6/5/03.

VOTED (as allowed under Article 11 / Interpretation) the following clarifications to the Nominating Committee process (Article 8 / Section 10 / Paragraph D). In this motion: Board refers to the Board of Directors; List of Nominees refers to the list presented by the Nominating Committee to the Board.

- 3.1 Members of the Board, present or former, who have served satisfactorily and who so wish shall be included, and so indicated, on the List of Nominees.
- 3.2 The List of Nominees may contain one or more names for each Board position.
- 3.3 Concerning the number of Officers of the Board:
 - a. The Nominating Committee shall fill the positions in force at the time of its appointment by the Executive Committee.
 - b. Any change(s) must be presented to and approved by the Board before consideration of the List of Nominees.
- 3.4 Concerning the Standing Committees (Coordinators and Function Managers) of the Board as defined in Rule 1 of the Standing Rules:
 - a. The Nominating Committee shall fill positions defined in the Standing Rules at the time of its appointment by the Executive Committee.
 - b. Any change(s) must be presented to and approved by the Board of Directors as an amendment to the Standing Rules before consideration of the List of Nominees.
- 3.5 Upon presentation of the List of Nominees, the Board shall vote to accept it or to amend it. In case of a vote to amend, amendment(s) shall be voted at this meeting or the next meeting.
- 3.6 Once the List of Nominees is accepted by Board vote, it shall be known as the Slate and so presented to the membership.

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- 3.7 The Board shall vote to hold the current election by (1) mailed ballot with additional nominations by write in or by (2) election at the Annual Meeting with additional nominations from the floor.
- 3.8 This entire motion is adopted into the Standing Rules.
- 3.9 In the event that the Nominating Committee wishes to nominate a current officer who has already served two or more terms in that position to an additional term, the Nominating Committee shall present that recommendation to the board of directors two weeks ahead of the next board meeting for the board's consideration. As required by the bylaws, the board of directors must approve such nomination by a two-thirds vote, before it may be presented to the membership. The officer(s) in question shall not participate in the board discussion or vote. The President (or Vice President, if the President is the subject of the vote) shall determine a procedure for collecting and counting proxy votes for those not present at the meeting. *[Added 2/15/2006]*
- 3.10 The Nominating Committee is encouraged to seek at least one-third new board members over each preceding three-year period. *[Added 2/15/2006]*

4. DISPUTE RESOLUTION POLICY

Adopted by vote at (Full) Board of Directors meeting 2/18/04 as an Email Policy. Revised by vote a (Full) Board of Directors meeting on 6/16/10 to encompass a full dispute resolution policy.

NEDA recognizes the need for a Dispute Resolution Policy to establish discipline and order in communications and interactions between and among members of the Board, members of NEDA and others involved in NEDA business.

4.1 Application.

- a. This Dispute Resolution Policy applies to any communications and interactions between and among members of the Board, members of NEDA or others when such communications and interactions relate to NEDA business or matters related to NEDA.
- b. All communications and interactions between and among Board members, NEDA members or others regarding NEDA business or matters related to NEDA shall maintain a civil tone.
- c. All communications and interactions should focus on factual information and reports of NEDA activities, as well as the presentation, explanation and support of personal opinions on NEDA issue(s).
- d. The purpose of the Dispute Resolution Policy is to resolve disputes in a positive and productive manner for NEDA and to help all members of the Board, NEDA members and others involved in NEDA business to be able to do their job effectively and advance the interests and well-being of NEDA.

4.2 The Ombudsman.

- a. The Ombudsman will be chosen by majority vote of the Board annually.
- b. The Ombudsman may be a current or past member of the Board. The Ombudsman may not be a member of the Dispute Resolution Committee.
- c. The Ombudsman must have gained the confidence and trust of other members of the Board, be perceived as fair, unbiased and approachable by all members of the Board, and have the active listening and creative problem solving qualities of a good mediator.

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- d. If the Ombudsman is a current member of the NEDA Board, he or she must be sensitive to ongoing matters under advisement by the Board and abstain from voting on a particular matter if a vote would threaten his or her perceived neutrality in the role as Ombudsman.
- 4.3 Composition of the Dispute Resolution Committee.
- a. The standing Dispute Resolution Committee shall consist of three current or former members of the Board, and an alternate, appointed by the NEDA Board.
 - b. The Board will review the composition of the Dispute Resolution Committee at least once per year, and members of the Dispute Resolution Committee will serve staggered terms, such that one member will rotate off the Committee each year.
 - c. The members of the Committee will select a chairman, either on a rotating basis year by year, matter by matter or in whatever other way the Committee chooses.
 - d. The Committee will operate by majority vote of the three members.
 - e. As with all NEDA committees, the President will serve as an ex officio member of the Dispute Resolution Committee. In that role, the President may attend and participate in discussions, but shall not be a voting member of the Committee.
 - f. The alternate will serve as a full member of the Committee if any member of the Committee is a participant in the matter before the Committee, and is thereby disqualified from serving on the Committee, or if any member of the Committee decides that he or she cannot for any reason function as a fair and unbiased Committee member or if he or she could be perceived for any reason by others as not being fair and unbiased.
 - g. It is critical that all members of the Committee understand and believe that the fairness of the process, and the belief of members of the Board, NEDA members and others involved in NEDA business that the process is fair and impartial, are more important than any individual outcome. If any participant questions the decision of a member of the Committee not to recuse him or herself, the participant may seek input from the Ombudsman.
 - h. Each member of the Dispute Resolution Committee that is a current member of the NEDA Board must be sensitive to ongoing matters under advisement by the Board, and abstain from voting on a particular matter if a vote would threaten his or her perceived neutrality as a member of the Dispute Resolution Committee.
- 4.4 Initiation of a Process to Resolve a Dispute.
- a. A process to resolve a dispute may be initiated by anyone involved with a communication or interaction that adversely impacts their work on behalf of NEDA, or that may adversely affect the integrity of the organization, or by anyone who observes any such communication or interaction.
 - b. A request to resolve a dispute shall be initiated by contacting the Ombudsman.
 - c. The request to the Ombudsman shall be in writing (letter, fax or email) and shall include the name of the person making the request, the date of the communication or interaction giving rise to the request, and all pertinent details of the communication or interaction, including a list of all involved parties and observers and any relevant documents.
- 4.5 Dispute Resolution Process - Ombudsman.
- a. When presented with a request to resolve a dispute, the Ombudsman shall notify the Dispute Resolution Committee of the request promptly, including as part of the notification a brief summary of the situation and the parties involved.
 - b. When addressing a situation, the Ombudsman may seek to involve others necessary to resolve the matter, and use whatever methods or approaches seem best suited to resolving

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the matter in a manner that enables those involved to continue to perform their NEDA duties productively and in a healthy and safe environment.

- c. If the Ombudsman is unable to achieve an informal resolution of the situation, he or she shall promptly refer the matter to the Dispute Resolution Committee, along with a report of the Ombudsman's activities, any relevant documentation, and any comments or recommendations.
- d. Ongoing, resolved or unresolved issues that have not been referred by the Ombudsman to the Dispute Resolution Committee should be monitored on a periodic basis by the Ombudsman.
- e. The Ombudsman shall report to the Dispute Resolution Committee at least once each year, outlining what, if any, issues the Ombudsman has been asked to address, is addressing or has addressed since the last report. For each item included in the report, the Ombudsman shall indicate whether the matter is ongoing, resolved or unresolved, a brief summary of the situation and the parties involved. The Dispute Resolution Committee shall keep all such reports confidential, in order to protect the privacy of the participants.

4.6 Dispute Resolution Process – Dispute Resolution Committee.

- a. The Dispute Resolution Committee shall address each referral from the Ombudsman as promptly as practicable. If the Ombudsman has chosen not to refer a matter to the Dispute Resolution Committee, the Dispute Resolution Committee may nevertheless vote to pursue the matter and ask the Ombudsman to provide the Committee with all relevant communications, documents and information related to the situation.
- b. The Ombudsman's referral (and all relevant communications, documents and information) shall be forwarded to the members of the Dispute Resolution Committee, including the alternate member.
- c. The Dispute Resolution Committee shall ask each person involved in the dispute to prepare and submit to the Committee a summary of the dispute from that person's point of view. Each summary should include at least the following information:
 - (1) the name of the participant
 - (2) the duties the participant performs for NEDA
 - (3) the names of others the participant feels are or should be involved in the resolution of the situation
 - (4) a brief, factual statement of the problem, and of events leading up to the problem
 - (5) the specific steps the participant has taken to resolve the problem
 - (6) an explanation of how the situation adversely affects the participant's ability to perform his or her duties for NEDA
 - (7) an explanation of how the situation adversely affects others' ability to perform their duties for NEDA
 - (8) a statement of what the participant hopes to achieve by having the situation resolved by the Dispute Resolution Committee
 - (9) an explanation of what the participant thinks would be a fair resolution of the conflict
- d. In a situation where one or more parties to a dispute choose not to participate in the process, the other participant(s) may elect to proceed without the involvement of all, understanding the necessary limitations on the range of outcomes occasioned by that non-participation.

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- e. Once all participants have submitted their written materials to the Dispute Resolution Committee, the Committee will review the materials and may meet face-to-face with some or all of the participants and seek to resolve the dispute.
 - f. The Dispute Resolution Committee shall use whatever methods or approaches seem best suited to resolving the matter in a manner that enables those involved to continue to perform their NEDA duties productively and in a healthy and safe environment, and may involve others as necessary to resolve the matter. The recommendations of the Dispute Resolution Committee shall be specific to the particular situation, and the Committee shall consider all facts and circumstances of the situation, including the prior history of those involved in the situation, when deciding on recommendations.
 - g. The Committee may make recommendations directly to the participants for an informal resolution of the situation, and may also recommend more serious measures, in each case with the objective of facilitating the best functioning of NEDA and the NEDA Board.
 - h. Beyond an informal resolution by the Committee, other outcomes may include a warning from the Committee to one or more of the participants regarding acceptable conduct, a recommendation that one or more participants shift their NEDA responsibilities, a request that one or more participants resign from the Board (if they are members of the Board) or cease to perform other NEDA responsibilities, or a recommendation to the Board that one or more participants be removed from the Board (if they are members of the Board) or be asked to cease performing other NEDA responsibilities for cause, which recommendation the Board will consider in a manner consistent with the bylaws.
 - i. In the event that a matter is referred to the Board for action, the Committee will provide the Board with a Committee report and recommendations, including the Committee vote and written materials submitted by the participants, but will not include the initial report of the Ombudsman to the Committee.
 - j. Ongoing, resolved or unresolved issues should be monitored on a periodic basis by a member of the Dispute Resolution Committee or the Ombudsman, in each case as determined by the Dispute Resolution Committee. Anyone tasked with monitoring a situation shall periodically report back to the Dispute Resolution Committee on the progress or outcome of the matter.
 - k. Once a dispute has been resolved, the participants, the Dispute Resolution Committee, the Ombudsman and the Board shall keep in mind that no further discussion shall be undertaken about the matter.
- 4.7 This entire motion, as passed, shall be included in the Standing Rules addendum to the NEDA Bylaws.

5. TAX REQUIREMENTS

Added 2/20/08.

- 5.1 Anyone receiving over \$600 in prize money or any person receiving fees for judging in any amount may not receive their fee or prize money unless they have submitted to NEDA a completed W-9 form.

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6. FINANCE COMMITTEE

Added 10/15/08; Revised 1/20/10.

- 6.1 The Board voted to establish a Finance Committee, consisting of the Vice President for Services, serving as chair, the President, Secretary, Treasurer, the Vice President for Activities, another member of the NEDA Board of Directors, the Fall Show Manager, and an independent member appointed by vote of the Board of Directors, who shall be a NEDA Member that is not a member of the Board of Directors.
- 6.2 The Audit Committee shall be comprised of a subset of the Finance Committee members, and shall include all Finance Committee members *other* than those members with check-writing authority. The Secretary shall be the chair of the Audit Committee.
- 6.3 The NEDA bookkeeper will be invited, in the discretion of the Finance Committee or Audit Committee, to attend all or any portion of Finance or Audit Committee meetings to answer specific questions of the committee members, and to offer advice on any matters under consideration by the committee,
- 6.4 The Finance Committee's responsibilities shall include adopting and reviewing financial policies and procedures for NEDA, and overseeing and regularly reviewing the financial condition of NEDA. The Finance Committee shall provide regular reports to the board.
- 6.5 The Audit Committee's responsibilities shall include oversight of the audit process.

7. CAPITALIZATION POLICY

Added 1/20/10.

- 7.1 All capital purchases greater than \$500 will be capitalized.

8. INVESTMENT POLICY

Added 1/20/10.

- 8.1 NEDA's investments should seek to preserve principal and to provide a dependable and reasonable rate of long term investment return consistent with moderate investment risk. Short-term income should be maximized within a framework of moderate risk assumption.
- 8.2 Ambitious goals of profit maximization and market timing through short-term and/or speculative investments will not be considered.
- 8.3 Investment managers retained by NEDA will be given flexibility within the guidelines of the Investment Policy to use their expertise toward the achievement of NEDA's investment goals.

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