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# ***The New England Dressage Association, Inc. By-Laws***

## **Article 1: Name, Location, and Service Region**

### ***Section 1: Name and Definition***

The name of the organization shall be The New England Dressage Association, Inc. (hereinafter referred to as "NEDA").

### ***Section 2: Principal Office***

The principal office of the NEDA shall be located at the address of the President of NEDA or at some location that is designated by the President of NEDA.

### ***Section 3: Service Region***

The primary service region of the NEDA includes the states of Maine, Vermont, New Hampshire, New York, The Commonwealth of Massachusetts, Rhode Island, and Connecticut.

## **Article 2: Non-Profit / Tax Exempt Status**

NEDA shall be operated strictly and exclusively as a non-profit corporation under the laws of the Commonwealth of Massachusetts and of the United States of America. Its purposes, consistent with its mission described herein, shall be exclusively charitable, scientific, literary, or educational within the meaning of the Internal Revenue Code. In the event of dissolution, NEDA shall turn its residual assets over to an organization(s) that is (are) also tax exempt.

## **Article 3: Equal Opportunity**

NEDA seeks to serve all dressage enthusiasts regardless of age, color, gender, race, religion, or national origin.

## **Article 4: Mission and Beliefs**

### ***Section 1: Mission***

The mission of the New England Dressage Association is to promote and support the Art and Sport of Dressage to the equestrian community for the purpose of fostering individual and collective growth by providing leadership, education, exhibitions, publications, competitions; and to enhance greater public awareness, understanding and appreciation for the discipline of Dressage.

## ***Section 2: Beliefs***

In developing and operating to fulfill its mission, NEDA supports the following beliefs:

- ❖ We believe the love of dressage is our common bond.
- ❖ We believe each person involved in our organization is valuable.
- ❖ We believe dressage combines sport and art.
- ❖ We believe the organization exists for the good of the whole.
- ❖ We believe in promoting the well being of the horse.
- ❖ We believe that knowledge promotes better riding.
- ❖ We believe in and recognize the volunteer ethic.
- ❖ We believe in the pursuit of excellence in all our activities.
- ❖ We believe in the pursuit of individual excellence.
- ❖ We believe that interactive communication is essential to a healthy organization.
- ❖ We believe the value of participation is in the process as well as the achievement.
- ❖ We believe principles of dressage are valuable to all forms of riding.

## **Article 5: Membership and Dues**

### ***Section 1: Membership***

Membership in NEDA shall be open to any individual interested in the mission and beliefs of NEDA. Membership is upon application and payment of the prescribed dues on an annual basis, beginning on December 1st and ending on November 30th.

### ***Section 2: Dues***

Dues shall be paid on an annual basis and shall become due and payable for the year on December 1st, the beginning of NEDA's fiscal year. New members paying dues after September 30th will be considered as having paid dues through the following year. The amount of dues shall be determined by a majority vote of the Board of Directors of NEDA and approved either by a majority vote of the members present at the Annual Meeting or at a Special Meeting or by a majority of the ballots received from the membership through a mail ballot.

A portion of the annual dues will provide members with a Group Membership to the United States Dressage Federation.

## **Article 6: Membership Rights, Obligations, and Suspension and Expulsion**

### ***Section 1: Membership Rights***

Members in good standing (annual dues paid in full, and not indebted to NEDA) shall be entitled to participate in all activities and receive all publications of NEDA. Senior members in good standing are entitled to vote, as provided in Article 7, Section 4, at membership meetings and for the election of Directors of NEDA. Any Senior Member in good standing shall be eligible for nomination and election as Director on the Board of Directors of NEDA, as provided in Article 8.

### ***Section 2: Obligations***

Each member of NEDA, including each individual within a family membership, agrees that she

or he shall abide by the By-Laws of NEDA and by any and all standing rules, policies and procedures set forth by the Board of Directors of NEDA in their efforts to conduct the business of NEDA's mission and beliefs.

### ***Section 3: Suspension and Expulsion***

Any member may be suspended or expelled from active participation in NEDA for just cause as determined by the prevailing standards and rules of the United States Equestrian Federation (USEF). Suspension or expulsion of a member will be determined by a vote of at least two-thirds of the Board of Directors. In all such cases, a written notice shall be given to the member in question ten (10) days in advance of such meeting, stating the charges and inviting the member to attend and be heard at such meeting. Should the member desire to appear and be heard at such meeting, he/she shall indicate such desire in writing to the President of NEDA, at least within 48 hours of the meeting date. The Board of Directors shall determine the applicability of any suspension and / or sanctions.

## **Article 7:**

### **Membership Meetings: Annual and Special Meetings, Quorum, voting, and Parliamentary Authority**

#### ***Section 1: Annual Meeting***

An Annual Meeting of the membership of NEDA will be held during the last quarter of the fiscal year ending November 30, on a date and a place to be determined by the Board of Directors. Due notice of the time, place and agenda for the Annual Meeting must be given, as provided in Section 6 below. At this meeting annual reports from the President and the Treasurer shall be presented to the membership.

#### ***Section 2: Special Meetings***

Special Meetings of the membership may be held from time to time as the Board of Directors shall deem necessary, provided due notice of the time, place, and agenda for the meeting is given as provided in Section 6 below.

#### ***Section 3: Quorum***

At any Annual or Special Meeting, the members present shall constitute a quorum for transaction of business.

#### ***Section 4: Voting***

Each Senior Member shall be entitled to one vote per membership, but no Junior Member shall be entitled to vote. Each Family or Business Membership is entitled to one (1) vote for each Senior Member in the Family Membership, provided that no single Family Membership shall have more than two (2) votes.

Except as otherwise provided, any action authorized at a membership meeting, which has been duly called and at which a quorum is present, shall require a majority of the votes cast at such meetings by the membership entitled to vote.

#### ***Section 5: Parliamentary Authority***

Robert's Rules of Order Revised shall govern meetings of the Board of Directors and Membership meetings when not in conflict with these By-Laws.

## **Section 6: Notice**

Due notice is defined as written notice to each member postmarked at least fifteen (15) days prior to the date of a meeting of members or by publication of notice of such meeting in any newsletter or other regular communication distributed by NEDA to its members, at least thirty (30) days prior to the date of the meeting.

## **Article 8:**

### **Board of Directors and Executive Committee:**

### **General Powers, Number, Election, and Tenure, Resignation, Meetings, Quorum and Vote of Directors, Removal, Vacancies, Compensation, and Committees**

#### **Section 1: General Powers**

The Board of Directors shall act as the governing and policy making body of NEDA. The Board of Directors, in its discretion, shall have the power to adopt Standing Rules, from time to time, consistent with these By-Laws, to support and accomplish the mission of NEDA.

#### **Section 2: Number**

The Board of Directors shall consist of at least nine (9), but not more than twenty-five (25) members, each of whom must be a member of NEDA in good standing. The Directors shall include the Officers, as provided in Article 9, the Standing Committee Coordinators, and Function Managers, and may also include one at-large board member without a management portfolio. A Director may hold only one position on the Board.

#### **Section 3: Election and Tenure**

The Board of Directors shall be elected from the membership, by the membership, at the Annual Election. Directors who are Function Managers shall be elected for a term of one (1) year and are permitted to serve for consecutive terms. Directors who are Coordinators shall be elected for a term of two (2) years and are permitted to serve for consecutive terms. Directors who are Officers, as well as the chair of the Nominating Committee, shall be elected for terms of three (3) years and are permitted to serve for two (2) consecutive terms, unless overridden by at least two-thirds of the current members of the Board of Directors, with written proxy votes permitted for those absent at the time of the voting.

A Director shall hold office effective on the date of the Annual Meeting immediately upon Election. At the end of the term, each Director shall transfer all records pertaining to NEDA to the Board of Directors or as directed by the current or incoming President of NEDA, within a reasonable period of time not to exceed twenty (20) days.

#### **Section 4: Resignation**

Any member of the Board of Directors or Officer of NEDA may resign by submitting a written statement of resignation to the President of NEDA. Such resignation will be effective upon its acceptance by the President or by the Executive Committee.

#### **Section 5: Meetings**

##### **A) Times, Locations, and Types of Meetings**

The Board of Directors and Executive Committee shall meet at such times and places as the President of NEDA shall designate. The President shall annually schedule regular meetings of the Board of Directors for the current year shortly after the Annual Meeting, and no further notice shall be required. The Board of Directors shall meet at least eight times during the membership year. At such meetings, the Board of Directors shall review and approve the Function Managers' plan for their assigned areas of responsibility and shall set policy relating thereto.

i) The Executive Committee, as described in Article 8, Section 10A, may meet at the direction of the President to conduct business between board meetings when circumstances require action or decision before the next regularly scheduled board meeting. In such cases, all members of the Board of Directors shall receive advance notice of, be invited to attend, and receive the agenda items for such meeting.

ii) The President may call Special Meetings of the Board of Directors and must call such meetings at the request of any two (2) Directors. Notices of any Special Meeting shall be given at least two (2) days prior to the date of such meeting. Such notice may be made by telephone, fax, telegram, or written notice delivered by mail or electronic means of communication to each member of the Board of Directors at their home or business address. The purpose of the Special Meeting shall be specified in the notice of the meeting.

### ***Section 6: Quorum and Vote of Directors***

Ten of the Directors then in office shall constitute a quorum for the transactions of business at any meeting of the Board of Directors. The vote of a majority of the Directors present at a meeting at which a quorum is present shall be an act of the Board of Directors, except as otherwise required by these By-Laws. In the case that a quorum of the Board of Directors is not present, but a quorum of the Executive Committee is present, the meeting shall be deemed a meeting of the Executive Committee, and any decisions made shall bind the organization as if made by the Board of Directors.

### ***Section 7: Removal***

In accordance with Article 6, Section 3, any member of the Board of Directors may be removed with or without cause at any time by the members of NEDA and may be removed for cause by action of the Board of Directors.

### ***Section 8: Vacancies***

Any vacancy occurring in the Board of Directors may be filled by the vote of a majority of the remaining Directors. A Director appointed to fill a vacancy shall hold office for the unexpired term of his or her predecessor.

### ***Section 9: Compensation***

No member of the Board of Directors may be paid for his or her board service, except that an actual expense incurred may be reimbursed. No Board member may hold any paid position with NEDA.

## **Section 10: Committees**

### **A. The Executive Committee**

- i) The Executive Committee of the Board of Directors shall consist of the officers of NEDA, as provided for in Article 9, and the Coordinators of each Standing Committee as described in Article 8, Section 10, subsection B.
- ii) The Executive Committee shall have the power and authority, consistent with these By-Laws, Article 8, Sections 5 and 6, to act on behalf of the Board of Directors and to bind the organization.
- iii) A quorum of the Executive Committee shall consist of a majority of members then in office. A majority vote of those present at any Executive Committee meeting, including any non-Executive Committee members of the Board of Directors, shall be an action of the Executive Committee.

### **B. Standing Committees**

There shall be Standing Committees of NEDA to coordinate and perform the activities of NEDA, as set forth in the Standing Rules. The Coordinator of each Standing Committee is responsible for coordinating such functions as any Standing Rule adopted by the Board of Directors shall designate. Each Coordinator shall report the activities of her or his Committee to the Board of Directors on a regular basis.

### **C. Function Manager**

Each Standing Committee shall be comprised of function managers as designated in the Standing Rules adopted by the Board of Directors. . A Function Manager is responsible for regularly reporting to the appropriate Standing Committee Coordinator. At the Board of Directors meetings, each Function Manager (or Coordinator if necessary) shall present an activities plan for advice and approval.

### **D. Other Committees and Activities**

From time to time, the Board of Directors may assign additional responsibilities to the Standing Committees or may delegate the authority to appoint *ad hoc* committees to conduct the work of NEDA.

### **E. Nominating Committee**

The Board of Directors shall appoint, at least ninety (90) days prior to the Annual Meeting, a Nominating Committee of four (4) to six (6) members of NEDA. The Nominating Committee shall consist of at least one-half Board members and at least two (2) members at large.

It shall be the duty of the Committee to determine the open positions on the Board of Directors, and to recommend to the membership candidates to fill open positions on the Board of Directors, as defined by these bylaws and Standing Rules. The Committee shall give notice to the membership that the Committee will receive recommendations, in

writing, for nominations to the Board of Directors from the membership, including a listing and description of the open position on the Board. In all cases, consent of the suggested nominee must be obtained prior to the nomination. The Committee will present a list to the Board of Directors for approval a list of recommended nominees for the open positions on the Board of Directors to be elected before or at the Annual Meeting.

The Nominating Committee shall notify the Secretary of the names of the persons so nominated at least thirty (30) days prior to the Annual Meeting. The Secretary shall submit a ballot of nominees with space for write-ins to all current members no less than fifteen (15) days prior to the last date on which the ballots must be returned or the committee will submit a list of nominees to the members no less that fifteen (15) days prior to the Annual Meeting which shall allow for nominations from the floor at the meeting and shall be voted on by the membership at the Annual Meeting, whichever the Board of Directors may determine.

## **F Ballots Committee**

In the case of a written ballot, a Ballots Committee of three (3) members shall be appointed by the President to oversee the ballot count. The Secretary or a current member appointed by the Board of Directors shall receive the ballots. The Ballots shall remain sealed.

Any Ballot received after the closing date shall be discarded.

After the closing date, at a time selected by the Board of Directors, the Ballots Committee shall, in the presence of each other, open and count the ballots. The results shall be the official election result. A majority of the ballots cast will rule in the election of officers and members of the Board of Directors.

The Ballots shall all be maintained by the Secretary for one year following the election.

## **Article 9:** **Officers: Number and Duties, Election and Tenure, Removal, Vacancies, and Compensation**

### ***Section 1: Number and Duties***

All Officers shall be members in good standing and shall have been a Director immediately prior to nomination. The Secretary shall be a resident of the Commonwealth of Massachusetts. The Officers, a total of no less than four (4), shall be a President, a Vice President(s), a Secretary(s), and a Treasurer, each of whom shall be elected by the membership from the Board of Directors and shall automatically become members of the Executive Committee.

### ***Section 2: Terms***

The Officers terms are defined in Article 8, Section 3, and shall be staggered as defined in the Standing Rules.

### **Section 3: Responsibilities and Authority**

Any Officer may be requested by the Board of Directors to give Bond, at the expense of NEDA, for the faithful performances of his/her duties in such amount and with such sureties as the Board of Directors may direct.

#### **A) President**

The President shall be the executive officer of NEDA. The President shall supervise and control the business affairs of NEDA, subject to the approval of the Board of Directors. The President shall prepare the agenda and preside at all meetings of the members and of the Board of Directors, and the Executive Committee. The President may sign, with the Secretary or any other Officer of NEDA authorized by the Board of Directors, any certificate of NEDA, any deed, mortgage, bond, contract, or other document which shall be required by law to be signed or executed.

The President shall perform all duties incident to the office of the President and such other duties as may be prescribed by the Board of Directors. The President shall be an ex-officio member of all committees, except the Nominating Committee, and act as the representative of NEDA.

#### **B) Vice President(s)**

In the absence of the President, or in the event of the President's inability or refusal to act, the designated Vice President shall perform the duties of the President and, when so acting, shall have all the authority of and be subject to the restrictions upon the President. Any Vice President shall perform such other duties as from time to time may be assigned by the President or by the Board of Directors.

#### **C) Secretary(s)**

The Secretary(s) shall record and keep the minutes of the proceedings of the members and of the Board of Directors or the Executive Committee. The Secretary(s) shall be responsible for furnishing to each Director the minutes of the prior meeting and the agenda of the next meeting of the Board of Directors or Executive Committee, at least ten (10) days before the next meeting.

The Secretary shall prepare and mail ballots for election of Directors, amendments to the By-Laws, and other Ballots as are designated by the Board of Directors. The Secretary(s) shall see that any notice is given in accordance with the provisions of these By-Laws or as is required by law. The Secretary(s) shall maintain the permanent files of NEDA. The Secretary(s) shall perform all duties incident of the office of the Secretary.

#### **D) Treasurer**

The Treasurer shall have charge and custody of and be responsible for all funds and securities of NEDA. The Treasurer shall receive and give receipts for monies due and payable to NEDA in such banks or other depositories as shall be approved by the Board of Directors. The Treasurer shall submit at least quarterly financial reports to the Board

of Directors. The Treasurer, at the Annual Meeting, shall submit a written report of financial transactions of NEDA for the preceding fiscal year. The Treasurer may perform other duties as from time to time may be assigned by the President or by the Board of Directors. The Treasurer may be bonded. Financial audits will be conducted for the account(s) of NEDA at the conclusion of each Treasurer's term in office.

#### ***Section 4: Removal***

Any Officer may be removed by the same process as for the removal of a member of the Board of Directors, as prescribed in Article 8, Section 7.

#### ***Section 5: Vacancies***

A vacancy in any office because of death, resignation, removal, disqualification, or otherwise, may be filled by the Board of Directors for the unexpired portion of the term.

#### ***Section 6: Compensation***

The Officers of NEDA shall not receive a salary for their services as an Officer of NEDA, but may be reimbursed for actual expenses incurred at the discretion of the Board of Directors.

### **Article 10:**

#### **Contracts, Loans, Checks and Deposits**

##### ***Section 1: Contracts***

The Board of Directors may authorize any Officer or Officers of NEDA to enter into any contract or execute and deliver any document in the name of and on behalf of NEDA. Such authority may be general or confined to specific instances.

##### ***Section 2: Loans***

No loans shall be contracted on behalf of NEDA and no evidences of indebtedness shall be issued in its name unless authorized by a resolution of the Board of Directors. Such authority may be in general or confined to specific instances.

##### ***Section 3: Checks and Deposits***

A) All checks or other orders for the payment of money, notes, or other evidences of indebtedness issued in the name of NEDA shall be signed by such Officer(s) of NEDA and in such manner as shall from time to time be determined by resolution of the Board of Directors.

B) All funds of NEDA not otherwise employed shall be deposited to the credit of NEDA in such banks or other depositories as may be selected by the Board of Directors.

### **Article 11:**

#### **Interpretation**

The Board of Directors shall have full power and authority to interpret these By-Laws and each of them and its decision on all such questions shall be final, binding, and conclusive.

### **Article 12:**

## **Amendments**

These By-Laws may be altered, amended, or repealed and new By-Laws may be adopted at any Annual or Special Meeting of NEDA provided that written notice of any proposed amendment shall have been given in the notice of the meeting, and provided the same is passed by a vote of a majority of the members present at such meeting.

### **Article 13: Dissolution**

By a majority vote of the Board of Directors, NEDA may seek dissolution. Upon the Court granting dissolution, all assets shall be distributed in accordance with the laws of the Commonwealth of Massachusetts and as provided for within Article 2 of these By-Laws.

### **Article 14: Miscellaneous Provisions**

#### ***Section 1: Indemnification***

NEDA shall, to the extent legally permissible, indemnify each person who is, or shall have been, at the time, an Officer, Director or representative of NEDA specified by the majority of the board of Directors, including Coordinators and Functional Managers (collectively, "Indemnified Person") against any and all liabilities and expenses (including judgments, fines, penalties and reasonable attorneys' fees) incurred by or imposed upon such indemnified Person in connection with or arising out of any action, suit or other proceeding, whether civil or criminal, in which an Indemnified Person may be a defendant or with which an Indemnified Person may be threatened or otherwise involved by virtue of his or her having been such Officer, Director or specified representative of NEDA (other than a proceeding voluntarily initiated by such Indemnified Person unless such proceeding was authorized by the majority of the Board of Directors).

NEDA shall provide no indemnification with respect to:

- (i) any matter as to which any such Indemnified person shall be finally adjudicated in such action, suit or proceeding not to have acted in good faith in the reasonable belief that his or her action was in the best interest of NEDA; or
- (ii) any matter settled or compromised, pursuant to a consent decree or otherwise, unless (a) such settlement or compromise shall have been approved as being in the best interest of NEDA, after notice that indemnification is involved, by a disinterested majority of the Board of Directors or (b) there had been obtained at the request of a majority of the Board of Directors then in office an opinion of independent legal counsel to the effect that such Indemnified person appears to have acted in good faith in the reasonable belief that his or her actions were in the best interest of NEDA.

NEDA's obligation hereunder shall insure to the benefit of the heirs, executors, and administrators of an Officer, Director or specified representative if NEDA is entitled to

indemnification hereunder.

Indemnification under this Section may include payment by NEDA of expenses in defending a civil or criminal action or proceeding in advance of the final disposition of such action or proceeding upon receipt of an undertaking by such Indemnified person to repay such payment if it is ultimately determined that such Indemnified Person is not entitled to indemnification under this section.

NEDA's obligations hereunder shall be offset to the extent of any otherwise applicable insurance coverage under a policy maintained by NEDA of other person or of any other source of indemnification. The rights of indemnification provided in this Section shall not be exclusive of or affect any other rights to which any indemnified Person may be entitled under any agreement, statute, vote of the membership or otherwise. Nothing contained in this Article shall affect any right to which any indemnified Person may be entitled by contract or otherwise under law.

### ***Section 2: Transactions with Interested Parties***

In the absence of fraud, no contract or other transaction between NEDA and any other firm, association, partnership, other corporation, or person shall be affected or invalidated by the fact that any member, Officer, Director or specified representative of NEDA is pecuniarily or otherwise interested in such contract or other transaction, is a director, member or officer of such other firm, association, partnership, or corporation, is a party to such contract or other transaction, is in any way connected with any other person or persons, firm, association, partnership, corporation, or otherwise interested therein; provided that the fact that he, she or it, individually, or as a director, member or officer of such firm, association, partnership or other corporation is such a party or is so interested shall be disclosed to or shall have been known by the Board of Directors as shall be present or represent at a meeting of the Board of Directors at which action upon any such contract or transaction shall be lawfully taken. Any Director may be counted in determining the existence of a quorum and may vote at any meeting of the board of Directors for the purpose of authorizing any such contract or transaction with like force and effect as if she or he were not so interested, or were not a director, member or officer in such other firm, association, partnership or corporation; provided that any vote with respect to such contract or transaction must be adopted by a majority of the Board of Directors then in office who have no interest in such contract or transaction.