

BYLAWS

of

WESTERN DRESSAGE ASSOCIATION® OF WISCONSIN

ARTICLE I

Name and Purpose

The name of the Association shall be the **Western Dressage Association® of Wisconsin**.

Purposes of the Corporation. As set forth in the Articles of Incorporation, the Western Dressage Association® of Wisconsin 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:

Our mission is about education

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

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

Membership

1. *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. All applications for membership shall be reviewed by the board of directors and acceptance shall be within the discretion of the board.
2. *Annual dues:* The amount required for annual dues shall be determined by the Board, unless changed by a majority vote of the members at an annual meeting of the full membership. Continued membership is contingent upon being up-to-date on membership dues. All members of Western Dressage Association® of Wisconsin must also be members of the national organization, Western Dressage Association® of America.
3. *Resignation and termination:* Any member may resign by filing a written resignation with the secretary. Resignation shall not relieve a member of unpaid dues, or other charges previously accrued.
4. *Non-voting membership:* The Board shall have the authority to establish and define non-voting categories of membership.

ARTICLE III

Meetings of Members

1. *Regular meetings:* Regular meetings of the members shall be held at a time and place designated by the President.
2. *Annual meetings:* An annual meeting of the members shall take place in fall quarter, the specific date, time and location of which will be designated by the chair. At the annual meeting the members shall receive reports on the activities of the Association, and determine the direction of the Association for the coming year.
3. *Notice of meetings:* Notice of each meeting shall be given to each member, electronically, not less than two weeks prior to the meeting.
4. *Quorum:* The members present at any properly announced meeting shall constitute a quorum.

5. *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 IV

Board of Directors

1. *Board Role:* The Board is responsible for the overall policy and direction of the Association. The affairs of the Western Dressage Association® of Wisconsin shall be managed by the Board of Directors. Directors may be residents of the state of Wisconsin or any other state in the United States.
2. *Responsibilities:* It is a privilege, not a right to serve on the Board of Directors. Throughout his/her tenure, a member of the Board of Directors must:
 - a. Remain a member of Western Dressage Association® of Wisconsin and Western Dressage Association® of America in good standing.
 - b. Adhere to the Western Dressage Association® of Wisconsin and Western Dressage Association® of America rules and regulations pertaining to membership conduct.
 - c. Conduct themselves in an exemplary manner such as to favorably reflect on the Board of Directors, Western Dressage Association® of Wisconsin, and Western Dressage Association® of America.
 - d. Refrain from conduct that is detrimental to the interest of the Western Dressage Association® of Wisconsin and Western Dressage Association® of America, their programs, policies, objectives and harmonious relationship of its members.
3. *Board Size:* The Board of Directors shall serve without pay and consist of no fewer than three (3) members and up to seven (7) members.
4. *Terms:* Board members shall serve until current member resigns and a replacement is nominated by a general member and voted on by the current Board of Directors.
 - a. Exiting board members will be expected to act in an advisory capacity for an additional period of three (3) months extending beyond their date of service to assist in the transition of the new Board.
5. *Elections:* The current members shall be responsible for nominating a slate of prospective Board members representing the Association's diverse geographic and equine discipline constituencies. The current Board of Directors will be eligible to vote for a candidate for up to two (2) available positions a year.
6. Election of Board members shall occur at each annual meeting of the Board of Directors and members.
7. *Vacancies:* Vacancies shall be filled by a majority vote of the remaining members of the Board of Directors for the unexpired term.

8. *Termination:* Board members with four (4) unexcused absences 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.
9. *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.
10. *Quorum:* A Quorum must be attended by at least forty percent of Board members for business transactions to take place and motions to pass.
11. *Special Meetings:* Special meetings of the Board shall be called upon the request of the President, 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 V

Officers

1. *Officers:* The officers of the Western Dressage Association® of Wisconsin Board of Directors shall consist of a President, Vice President, Secretary, and Treasurer nominated by the Board and elected by the membership. Any two offices may be held by the same person, except that the President may not hold another office.
2. *Terms:* Elected officers will serve until a new officer is chosen by the exiting officer and is voted on by the existing Board.
3. *Powers and Duties*
 - a. *The President* shall preside at all Board meetings, appoint committee members, and shall 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, bond, mortgages or other instruments and enter into agreements necessary to carry out the mission of the Western Dressage Association® of Wisconsin, except where these bylaws or policies adopted by the Board require the signature of some other officer or agent of the Association.
 - b. *The Vice-President* 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.
 - c. *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.

- d. *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.

ARTICLE VI

Committees

1. *Committee formation:* The Board may create committees as needed, such as fundraising, public relations, data collection, etc. The Board President appoints all committee chairs.
2. *Executive Committee:* On-going 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, between meetings of the Board of Directors.
3. *Finance/Audit Committee:* This Committee is responsible for ensuring that The Western Dressage Association® of Wisconsin'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.
4. *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.
5. *Vacancies.* Vacancies in the membership of Committees may be filled by the President of the Board.
6. *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. Throughout his/her tenure, a member of the Advisory Board must:
 - a. Remain a member of Western Dressage Association® of Wisconsin and Western Dressage Association® of America in good standing.

- b. Adhere to the Western Dressage Association® of Wisconsin and Western Dressage Association® of America rules and regulations pertaining to membership conduct.
- c. Conduct themselves in an exemplary manner such as to favorably reflect on the Board of Directors, Western Dressage Association® of Wisconsin, and Western Dressage Association® of America.
- d. Refrain from conduct that is detrimental to the interest of the Western Dressage Association® of Wisconsin and Western Dressage Association® of America, their programs, policies, objectives and harmonious relationship of its members.

An Advisory Board member's conduct is subject to continual review and service on the Advisory Board may be terminated by the Board of Directors with or without notice and/or formal hearing.

ARTICLE VII

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 VIII

Fiscal Policies

The fiscal year shall be the calendar year.

ARTICLE IX

Amendments

The Board of Directors shall have the power to make, amend and repeal these Bylaws by a two-thirds vote of Board members present at any meeting where a quorum is present.

For a proposed amendment(s) to be eligible for consideration by the Board, the amendment(s) shall be filed in writing to the Vice-President at least thirty (30) days prior to such meeting, at which time the proposed amendment(s) is to be considered. A copy of the proposed amendment(s) must be provided to each Board member at least two weeks prior to said meeting.

ARTICLE X

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.

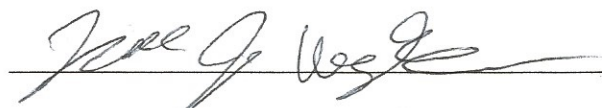
The indemnification provided hereunder shall inure to the benefit of the heirs, executors and administrators of persons entitled to indemnification hereunder. The right of indemnification under this Article shall be in addition to and not exclusive of all other rights to which any person may be entitled.

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.

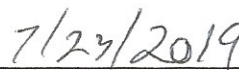
This Article constitutes a contract between the corporation and the indemnified officers, directors, and employees. No amendment or repeal of the provisions of this Article which adversely affects the right of an indemnified officer, director, or employee under this Article shall apply to such officer, 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 July 23, 2019. The decision was certified by current Western Dressage Association® of Wisconsin Secretary, Kari J. Wegenki, on July 23, 2019.



Secretary: Kari J. Wegenki



Date