Northern Arizona Dressage Club
Proposed Bylaws

These Bylaws provide the governance framework for the Northern Arizona Dressage Club. The Board of Directors may adopt policies and procedures consistent with these Bylaws to address operational matters. If a policy conflicts with these Bylaws, the Bylaws control.

ARTICLE I – NAME, STATUS, AND OFFICES

The name of the organization shall be Northern Arizona Dressage Club ("NADC" or "Club"). The Club is organized as an Arizona nonprofit corporation and intends to qualify for and maintain tax-exempt status under Internal Revenue Code Section 501(c)(7). The Board shall designate the principal office and statutory agent.

ARTICLE II – PURPOSE

A. Purpose: Mission Statement -The mission of the Northern Arizona Dressage Club is to foster a welcoming and supportive dressage community by promoting education, horsemanship, sportsmanship, and opportunities for riders of all levels to learn, compete, and enjoy the art and sport of dressage throughout Arizona.

B. The Club promotes dressage, horsemanship, sportsmanship, equestrian education, clinics, schooling shows, recognized competitions, recreational riding, and fellowship among equestrians.

ARTICLE III – MEMBERSHIP

Membership in the Association is open to all persons, regardless of religion, race, color, creed, sex or sexual orientation, age, or national origin; and organizations interested in the sport of Dressage. Each Member is strongly encouraged to contribute to the success of NADC by serving as an Officer, Board Member, Committee Chair or Member, by volunteering at an NADC-sponsored activity, or by other service to the Association.

A. The NADC Membership year begins December 1st and ends November 30th. After December 1 but before October 1st, the effective date of Membership is the date on which NADC receives the completed Membership form and correct dues responsible for Membership. Memberships received after October 1st will go towards Membership in the following USDF Member year starting on December 1st.

B. The Membership classes are as follows:

1. Individual Members shall consist of all people 18 years of age or older with an active interest in the purpose of the Association, and who have paid their annual dues and assessments

2. Junior Members shall consist of all people younger than 18 years of age with an active interest in the purpose of the Association, and who have paid their annual dues and assessments.

3. Family Membership shall consist of a group of people residing in the same household that has paid its annual dues and assessments.

ARTICLE IV – MEMBERSHIP MEETINGS

A. An annual meeting of the membership shall be held each year at a date and time established by the Board.

C. Special Meetings of the Membership may be called by the President, a majority of the Board, or (10%) of the members and shall be open to all current Members in good standing and guests with an interest in Dressage; however, only Members may vote.

D. Quorum: Ten percent (10%) of the members in good standing or ten (10) members, whichever is less, shall constitute a quorum.

E. Annual and special meetings may be held in person or electronically. Notice shall be provided at least ten (10) days in advance. Electronic voting is permitted to the extent allowed by Arizona law.

ARTICLE V – BOARD OF DIRECTORS

Section 1. Authority.

The Board of Directors shall consist of the President, Vice President, Secretary, Treasurer, and up to three Directors-at-Large. The affairs of the Club shall be managed by its Board of Directors, which shall exercise all powers granted under these Bylaws and applicable Arizona law.

Section 2. Qualifications.

To be eligible to serve as a Director, an individual shall:

A. Be a current member of the Club in good standing.
B. Maintain current membership in the United States Dressage Federation (USDF), unless otherwise approved by the Board for a specific position.
C. Maintain current SafeSport training and certification, if required by applicable governing organizations.
D. Promptly report to the President or Vice President any SafeSport investigation, suspension, sanction, or other matter that could reasonably affect the Director's ability to serve the Club.

Section 3. Term of Service.

The Board of Directors manages the affairs of the Club. Directors serve two-year, consecutive terms.

Section 4. Compensation.

Directors shall serve without compensation. The Board may authorize reimbursement for reasonable and necessary expenses incurred on behalf of the Club in accordance with established Board policies.

Section 5. Regular Meetings.

The Board of Directors shall hold regular meetings on the **first Thursday of each month**, unless otherwise determined by the Board. Meetings may be held in person or by electronic means that allow all participants to communicate simultaneously.

Section 6. Quorum.

A quorum for the transaction of business shall consist of:

- A majority of the Directors then serving; **and**
- The presence of either the President or the Vice President.

No official business requiring Board action may be conducted without a quorum.

Section 7. Voting.

Each Director shall have one vote. Except as otherwise provided in these Bylaws or by law, actions of the Board shall be approved by a majority vote of the Directors present at a meeting where a quorum exists.

Section 8. Action Without a Meeting.

When action is required between regular meetings, the Board may act by electronic mail, text message, telephone conference, or other electronic communication.

Such action shall be valid if:

A. A quorum of the Board participates in the vote;
B. The proposed action is approved by a majority of the Directors constituting that quorum; and
C. The vote is documented and included in the minutes of the next regular Board meeting.

Section 9. Removal of Directors.

A Director may be removed from the Board, with or without cause, by the affirmative vote of two-thirds (2/3) of the Directors then serving, provided that a quorum is present.

Grounds for removal may include, but are not limited to:

- Failure to meet the qualifications for Board service as set forth in these Bylaws.
- Violation of the Club's Code of Conduct, Conflict of Interest Policy, or other adopted Board policies.

- Failure to maintain membership in good standing.
- Failure to maintain required SafeSport training or other required certifications.
- Conduct that is unlawful, unethical, or materially detrimental to the reputation, operations, finances, or mission of the Club.
- Unauthorized use, removal, destruction, withholding, or interference with Club property, records, financial accounts, websites, domain names, social media accounts, technology systems, or other Club assets.
- Repeated failure to attend Board meetings or participate in Board responsibilities.
- Breach of fiduciary duties, including the duties of care, loyalty, or obedience.

Before any vote on removal, the Director shall:

A. Receive written notice of the proposed removal and the reasons for it at least ten (10) days before the meeting.
B. Be given an opportunity to respond to the Board, either in writing or in person, before the vote is taken.
C. Not participate in the Board's deliberations or vote regarding their own removal.

A vacancy created by the removal of a Director shall be filled in accordance with these Bylaws.

Section 10. Resignation.

A Director may resign at any time by submitting written notice to the President or Secretary. Unless otherwise specified in the notice, the resignation shall become effective upon receipt and shall not require acceptance by the Board.

Section 11. Vacancies.

A vacancy on the Board of Directors resulting from resignation, removal, death, incapacity, disqualification, or any other cause may be filled by the affirmative vote of a majority of the remaining Directors, even if fewer than a quorum remain in office.

A Director appointed to fill a vacancy shall serve for the remainder of the unexpired term of the Director being replaced, or until a successor is duly elected or appointed in accordance with these Bylaws.

Section 12. Abandonment of Office.

A Director may be deemed to have resigned if they:

- Miss three (3) consecutive regular Board meetings without prior notice or good cause;
- Cease to meet the qualifications for Board service;
- Fail to maintain required memberships or certifications; or
- Become unable or unwilling to fulfill the duties of the office.

Before a vacancy is declared under this Section, the Director shall be given written notice and an opportunity to respond.

Section 13. Return of Club Property and Transfer of Access.

Upon resignation, removal, expiration of term, or any other separation from the Board or an officer position, a Director or Officer shall promptly return all Club property and cooperate in transferring control of all Club assets to the Board or its designated representative.

Club property includes, but is not limited to:

- Financial records and bank account access
- Checkbooks, debit cards, and financial credentials
- Membership lists and Club records
- Email accounts
- Website hosting accounts and domain registrations
- Social media accounts
- Cloud storage, software platforms, and databases
- Passwords, authentication devices, and administrative credentials
- Electronic and paper files
- Equipment, keys, and any other property belonging to the Club

All administrative access, passwords, and control of Club-owned digital assets shall be transferred to the Board-designated representative **within five (5) business days**, or immediately if directed by the Board.

No Director, Officer, volunteer, contractor, or former representative of the Club shall retain exclusive control of any Club asset, account, website, domain name, email account, or digital credential after leaving office.

ARTICLE VI – OFFICERS

The Officers are President, Vice President, Secretary, and Treasurer. Outgoing officers shall transfer all Club records, financial information, contracts, passwords, digital files, and other Club property to their successor or the Board within thirty (30) days.

ARTICLE VII – ELECTIONS AND COMMITTEES

Directors shall be elected by the membership. The Board may establish committees and committee chairs as needed.

ARTICLE VIII – FINANCES

A. The fiscal year shall be established by the Board.
B. Club funds shall be used only for authorized Club purposes.
C. All expenditures shall be subject to Board-approved budgets or policies.
D. The Treasurer shall provide regular financial reports and the Board shall oversee budgets and financial controls.

E. An annual review of the Club's financial records shall be conducted by a person or committee independent of routine bookkeeping functions.
F. The Board may authorize officers to enter contracts and financial commitments on behalf of the Club subject to limits established by Board policy.

ARTICLE VIII – FINANCES

Section 1. Budget.

The Board of Directors shall adopt an annual operating budget for the Club. The budget shall serve as the financial plan for the fiscal year and may be amended by the Board as necessary.

Section 2. Unbudgeted Expenditures.

Expenditures that are included in the approved annual budget may be authorized in accordance with Board policies.

Any **unbudgeted expenditure exceeding $250.00** shall require the approval of a majority vote of the Board of Directors at a meeting where a quorum is present, or by authorized action without a meeting as provided in these Bylaws.

Section 3. Fundraising and Donations.

Funds received through fundraising activities, sponsorships, grants, and charitable donations shall be used to support the mission and operations of the Club and to fund programs, educational activities, events, equipment, scholarships, and other Club expenses that are not fully covered by membership dues or other routine operating income.

The Board of Directors shall determine the appropriate allocation and expenditure of such funds in accordance with the approved budget and the best interests of the Club.

Section 4. Financial Controls.

The Board shall establish appropriate financial controls to safeguard Club assets. These controls may include dual authorization for designated transactions, segregation of financial duties where practical, periodic financial reporting to the Board, and annual review of the Club's financial records.

ARTICLE IX – CONFLICTS OF INTEREST, DUTY OF LOYALTY, AND CONFIDENTIALITY

A. Conflicts: Directors, Officers, committee chairs, and key volunteers shall disclose actual or potential conflicts of interest.

B. Abstention. Any person with a conflict shall abstain from discussion and voting on the matter unless requested solely to provide factual information. The disclosure and abstention shall be recorded in the meeting minutes.

ARTICLE X – DIGITAL ASSETS AND CYBERSECURITY

A. All websites, domains, hosting accounts, email accounts, cloud storage, databases, online registration systems, payment systems, social media accounts, logos, electronic records, passwords, and authentication credentials belong exclusively to the Club. At least two current officers shall maintain administrative access.

B. No individual may disable, transfer, redirect, delete, or withhold access to any Club digital asset without Board authorization.

ARTICLE XI – CLUB PROPERTY

Section 1. Ownership of Club Property.
All real, personal, financial, electronic, intellectual, and digital property acquired, purchased, developed, or maintained with Club funds, or donated to the Club, is the exclusive property of the Club.

Club property includes, but is not limited to:

- Equipment and supplies
- Horse show and clinic equipment
- The Club trailer and its contents
- Electronics and technology
- Financial accounts and records
- Membership records and databases
- Websites, domain names, email accounts, and social media accounts
- Club logos, trademarks, photographs, promotional materials, and other intellectual property
- Any other assets acquired or maintained for Club purposes

No individual member, Director, Officer, volunteer, or contractor shall acquire ownership of Club property by virtue of their position or service.

Section 2. Use of Club Property.

Club property shall be used solely for authorized Club business and activities. Directors, Officers, members, volunteers, and contractors shall exercise reasonable care in the use and protection of Club property.

Section 3. Use of Club Name and Logo.

The Club's name, logo, trademarks, and other branding elements may be used only for official Club business or Club-sponsored activities.

Use of the Club's name, logo, or branding to promote non-Club events, businesses, products, services, political activities, or personal interests is prohibited unless prior written approval is granted by the President or Vice President.

Section 4. Disposal of Club Property.

The Board of Directors may authorize the donation, disposal, or recycling of Club property that is obsolete, damaged beyond economical repair, no longer needed, or has been replaced.

Club property having an estimated fair market value of **less than $50.00** may be donated or otherwise disposed of upon approval by a majority vote of the Board.

Club property having an estimated fair market value of **$100.00 or more** shall, whenever practical, be sold or traded in at fair market value. All proceeds from the sale or trade-in shall be deposited into the Club's accounts and used for Club purposes in accordance with the approved budget.

ARTICLE XII – AFFILIATIONS

The Club may affiliate with organizations that further its mission. The Club may maintain or apply for Group Member Organization (GMO) status with the United States Dressage Federation whenever the Board determines such affiliation is in the best interests of the Club. The Club may also affiliate with USEF and other equestrian organizations.

ARTICLE XIII – AMENDMENTS

These Bylaws may be amended by the membership after proper notice. Fundamental governance provisions may require a two-thirds (2/3) vote.

ARTICLE XIV – DISSOLUTION

Upon dissolution, the Board shall wind up the affairs of the Club in accordance with Arizona law and the requirements applicable to the Club's tax-exempt status. Remaining assets shall be distributed to one or more nonprofit or tax-exempt organizations with substantially similar purposes, as permitted by law.