

Bylaws of Western Dressage Association of Michigan
EIN 46-4314737

Article I
Name, Offices and Purposes

1. Name. The name of the corporation is WESTERN DRESSAGE ASSOCIATION OF MICHIGAN (“WDAM” and “Affiliate.”)
 2. Places of Business. The corporation shall have its principal place of business in Cheboygan County, Michigan, and may have such other places of business as the Board of Directors may from time to time determine.
- 1.3 Purposes. The purposes for which the corporation is organized

are:

1.3.1 To receive and administer funds and property and to operate exclusively for charitable or educational purposes within the meaning of section 501(c)(3) of the Internal Revenue Code of 1986, or comparable provisions of subsequent legislation (the “Code”), including, but not limited to, encouraging, assisting and facilitating projects and activities throughout Michigan to promote the goals and purposes of the Western Dressage Association of America (“WDAA”), a 501(c)(3) entity, and the Western Dressage Association of Michigan (“WDAM.”) These can include:

*Educating equestrians about the principles and techniques of Western Dressage, through clinics, forums, demonstrations, training opportunities, written and electronic resources and the like;

*Providing venues to test these principles and techniques by offering schooling shows, events, and possibly more formal competition from time to time;

*Encouraging the education and training of instructors

and others to prepare them to be knowledgeable and competent judges of Western Dressage, and possibly providing some financial assistance to further their education;

2. To acquire, own, dispose of and deal with real and personal property and to apply gifts, grants, and bequests and their proceeds to further such purposes.

1.3.3 To do all such things and perform all such acts to accomplish its purposes as the Board of Directors may determine to be appropriate and as are not forbidden by section 501(c)(3) of the Code, with all the power conferred on nonprofit corporations under the laws of the State of Michigan.

4. In addition to the above, the WDAM adopts the purposes and mission of the WDAA, which include the following statements:

“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 discipline 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 Code. The WDAA and the Affiliate (WDAM) 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.”

The WDAM endorses and, in all its activities, shall support and operate under the educational mission of the WDAA and its principles of equine equality, inclusion, non-discrimination, and community.

- 1.5 Nonprofit Operation. The corporation shall be operated exclusively for charitable or educational purposes within the meaning of section 501(c)(3) of the Code as a nonprofit corporation. No Director of the corporation shall have any title to or interest in the corporate property or earnings in the Director's individual or private capacity, and no part of the net earnings of the corporation shall inure to the benefit of any trustee, Director, Officer or private individual. No substantial part of the activities of the corporation shall consist of carrying on propaganda or otherwise attempting to influence legislation,

and the corporation shall not participate in or intervene in any political campaign on behalf of (or in opposition to) any candidate for public office.

Article II Board of Directors (“The Board”)

1. The Board of Directors is the governing body of WDAM, which is organized as a non-stock, directorship corporation under the Michigan Nonprofit Corporation Act of 1982, as amended (the “Act”).
2. Powers of the Board of Directors. The Board shall have charge, control and management of the business, property, personnel, affairs and funds of the corporation and shall have the power and authority to do and perform all acts permitted under section 501(c)(3) of the Code consistent with these Bylaws, Articles, and the laws of the State of Michigan. The Board shall meet as often as necessary to conduct the business of the WDAM, but at least annually.
3. Responsibilities. It is a privilege, not a right, to serve on the Board. A member of the Board must remain a member in good standing of WDAM and WDAA throughout his/her tenure and adhere to the Associations’ rules and regulations pertaining to membership conduct. Further, a Board member’s conduct must be exemplary so as to favorably reflect on the Associations and he/she must refrain from conduct that is detrimental to the interest of the Associations, their programs, policies, objectives and harmonious relationships with members.
4. Number of Directors. The Board shall consist of not less than three nor more than eleven persons, as determined from time to time by the Board.

- 2.5 Term and Selection of Directors. Directors shall be elected to three-year terms by the affirmative vote of the Board at its Annual Meeting, and vacancies shall be filled as specified in section 2.8 below. The terms shall be staggered so that approximately one-third of the Directors are elected at each Annual Meeting. Directors' terms shall commence at the conclusion of the Annual Meeting at which they are elected and shall expire at the conclusion of the Annual Meeting at which their successors are elected. There is no limit on the number of consecutive terms that a Director may serve.
- 2.6 Resignation. A Director may resign by giving notice to the Secretary, which notice shall immediately be forwarded to the Board. Unless otherwise specified in the resignation, it shall take effect upon receipt by the Secretary, and acceptance by the Board shall not be necessary to make it effective.
7. Removal. Any Director may be removed from office with or without cause at any Annual or special meeting of the Board by an affirmative vote of two-thirds of the Directors then in office.
8. Vacancies. Vacancies occurring on the Board by reason of death, resignation, removal or other inability to serve shall be filled by the affirmative vote of a majority of the remaining Directors even if less than a quorum, and the new Director shall serve for the unexpired portion of the term of the replaced Director.
9. Annual Meeting. The Annual Meeting of the Board shall be held on a date to be determined by the Board, preferably in the fall quarter. At that meeting, the Board shall elect directors and officers, determine the future direction of the WDAM, and consider any other business it deems proper. If less than a quorum appears for an Annual Meeting, the holding of the meeting shall not be required and matters which might have been taken up may be deferred to any later regular, special or Annual

Meeting or by consent resolution. Notice shall be given to the Directors at least ten (10) days prior to the Annual Meeting.

- 2.10 Regular Meetings. Regular meetings of the Board may be held at such times and places as the Directors may determine from time to time.
- 2.11 Special Meetings. Special meetings of the Board shall be called by the Secretary upon the written request of the President or any two Directors. Special meetings shall be held pursuant to notice of the time, place and purpose thereof either delivered personally or sent by telephone, telegraph, mail or electronic means (including by email, voice mail, facsimile or the like) to each Director not less than twenty-four (24) hours prior to the meeting.
- 2.12 Action Without A Meeting. Any action required or permitted to be taken at any meeting of the Board or a committee thereof may be taken without a meeting, without prior notice, and without a vote if all of the Directors or committee members entitled to vote thereon consent in writing or by electronic transmission. The consents shall be filed with the minutes of the proceedings and shall have the same effect as a vote for all purposes.
13. Quorum And Voting Requirements. A majority of the Directors then in office and a majority of any committee appointed by the Board constitute a quorum for the transaction of business. The vote of a majority of the Directors or committee members present at any meeting at which there is a quorum shall be the act of the Board or the committee, except if a larger vote may be required by the laws of the State of Michigan, these Bylaws, or the Articles of Incorporation.
14. Participation In Meeting By Remote Communications Equipment. A Board or committee member may participate in any meeting by conference telephone or other remote communication through which all persons participating in the meeting may communicate

with the other participants. All participants shall be advised of the means of remote communication and the names of participants in the meeting shall be divulged to all other participants.

Participation in a meeting in this manner constitutes presence in person at the meeting.

15. **Methods For Giving Notices And Consents.** Unless otherwise provided in these Bylaws or the Act, any notice or consent required or permitted may be given in writing or by electronic transmission. An electronic transmission, as defined in the Act, includes without limitation an email, voicemail, or facsimile. However, no notice need be given to any person who submits a signed waiver of notice before or after a meeting, or who attends a meeting without objecting to any lack of notice at the beginning of the meeting.
16. **Compensation.** Directors may receive reasonable compensation for their services on the Board. If the Board decides not to provide compensation to Directors, the corporation may still purchase insurance as provided in section 7.5, provide reasonable compensation to a Director for services which are beyond the scope of the Director's duties as a Director, or reimburse any Director for expenses actually and necessarily incurred in the performance of the Director's duties as a Director.

Article III Officers

1. **Officers.** The Officers shall be a President, a Vice-President, a Secretary, and a Treasurer. There may also be such other Officers as the Board deems appropriate.
- 3.2 **Election And Term Of Office.** All Officers shall be elected for a term of one year (or until their successors have been elected) by the Board at its Annual Meeting. No person may execute, acknowledge

verify an instrument in more than one capacity if the instrument is required by the Articles, these Bylaws, or by law to be executed, acknowledged or verified by two or more Officers. In case of the absence or disability of any officer and one authorized to act in his/her place during that period, the Board may delegate the powers and duties of that Officer to any other Officer, or any Director, or any other person whom it may elect or appoint. There is no limit to the number of terms an Officer can serve.

- 3.3 Resignation. An Officer may resign by giving notice to the Board. Unless otherwise specified in the resignation, it shall take effect upon receipt by the Board, and it does not need to be accepted to be effective.
4. Removal. Any Officer may be removed with or without cause by the vote of a majority of the Directors then in office at any regular or special meeting of the Board.
5. Vacancies. In the event of the death, resignation, removal or other inability to serve of any Officer, the Board shall elect a successor who shall serve until the expiration of the normal term of such Officer.
- 3.6 President. The President shall preside at all meetings of the Board and, under the direction of the Board, shall have the power to perform all acts, execute and deliver documents, and take all steps necessary or desirable to effectuate the actions and policies of the Board and manage the daily operations of the WDAM.
- 3.7 Vice-President. In the absence or disability of the President, the Vice-President shall perform the duties and exercise the powers of the President and shall perform such other duties as the Board shall prescribe.
- 3.8 Secretary. The Secretary shall send all required notices of meetings

of the Board, shall receive and attend to all correspondence of the Board, shall have custody of all documents belonging to the WDAM and the corporate seal (if any), shall keep an accurate record of all meetings of the Board, and shall perform such other duties as shall be determined from time to time by the Board.

- 3.9 Treasurer. The Treasurer shall have charge of the funds of the WDAM, shall see that an accounting system is maintained which will give a true and accurate accounting of the financial transactions of the WDAM, and shall render reports from time to time as requested by the Board of his or her activities and the financial condition of the WDAM. All funds received by the Treasurer shall immediately be deposited in a depository designated by the Board.

Article IV Members

1. Membership in the WDAM shall be open to any person who supports the purpose statement of the organization, completes and submits a membership application, and pays the annual dues.
2. The Board shall determine the annual dues and due date. All members of the WDAM must also be members of the WDAA.
3. Any member is eligible to be considered for appointment to a position on a committee of the WDAM and can make their interest known to the Board. The Board shall consider the wide geographic and discipline interests of its members and attempt to achieve diversity when making its appointments.

Article V Committees

1. Committees. The Board may establish committees as needed, such as

an executive, fundraising, public relations, finance/audit, and special committee for a particular project. The Treasurer shall always be a member of the Audit committee. The Board appoints all committee chairs and members, which can be suggested to the Board by the chair or the general membership. Committee chairs and members must be members in good standing of the WDAA and WDAM, adhere to the rules of conduct of members, and conduct themselves in an exemplary manner. The Board shall define the powers and responsibilities of each committee. A committee member's service can be terminated by the Board with or without notice or hearing.

2. **Limitations On Committees.** A committee shall not have the power to amend the Articles or Bylaws; agree to merge with another organization; authorize the sale, lease, exchange, or donation of the WDAM's assets; authorize a dissolution of the WDAM; fill vacancies on the Board or remove any Board member; establish or abolish any standing Board committee; or take any other action that is not within the powers and responsibilities delegated to it by the Board.

Article VI

Corporate Document Procedure

1. **Execution Of Corporate Documents.** A corporate document shall not be signed by any Officer, designated agent, or attorney-in-fact unless authorized by the Board or these Bylaws.
2. **Authority To Execute Documents.** The Board may designate one or more Officers, agents or employees to execute any contract, conveyance, mortgage or other instrument on behalf of the WDAM, and such authority may be general or confined to specific transactions. The Board may also ratify any execution. When the execution of any instrument has been authorized without specifying the executing officers or agents, either the President, the Secretary or the Treasurer may execute such instrument on behalf of WDAM.

Article VII
Indemnification

1. No member of the Board who is a volunteer Director or Officer, as those terms are defined in the Act, shall be personally liable to the WDAM or its members for monetary damages for a breach of fiduciary duty. This does not limit the Director or Officer's liability for a breach of loyalty to the WDAM or its members, acts or omissions not in good faith or involving intentional misconduct or a knowing violation of the law, a violation of section 551(1) of the Act, a transaction from which the Director or Officer derived an improper personal benefit, an act or omission occurring before the filing of the Articles or an act or omission that is grossly negligent.
 2. The WDAM shall assume all liability to any person other than itself or its members for all acts or omissions of a volunteer Director occurring on or after the filing of the Articles and incurred in the good faith performance of the volunteer Director's duties. However, the WDAM shall not assume any liability to the extent the assumption is inconsistent with the status of the WDAM as a 501(c)(3) organization.
 3. The WDAM shall assume all liability for all acts or omissions of a volunteer Director, Officer, or other volunteer, as defined in the Act, occurring on or after the effective date of the filing of the Articles if the volunteer was acting or reasonably believed he or she was acting within the scope of his or her authority; in good faith; the conduct was not grossly negligent, willful or wanton, or an intentional tort; and was not a tort pursuant to MCL 500.3135. However, the WDAM shall not assume any liability to the extent it would be inconsistent with its status as a 501(c)(3) corporation.
- 7.4 If the liability of a volunteer Director or Officer might be limited or eliminated under 7.1-7.3 above, then the provision(s) providing maximum protection to the Director or Officer will apply.

5. If the Act is amended to authorize the further elimination or limitation of the liability of the Directors, Officers and other volunteers, it will be assumed by the WDAM or eliminated or limited to the fullest extent permitted except if it is inconsistent with section 501(c)(3) of the Code.

7.6 Insurance. The WDAM may purchase and maintain insurance on behalf of any volunteer Director, Officer or other volunteer against any liability or expense reasonably incurred in connection with any litigation or proceeding in which he or she may become involved because of service to the WDAM. However, no indemnification shall be provided if such person has been adjudicated as not to have acted in good faith or a reasonable belief that his or her actions were in the best interests of the WDAM. Further, 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. Indemnification provided herein shall inure to the benefit of the heirs of the person(s) entitled to it and shall be in addition to any other rights to which the person(s) may be entitled.

Article VIII Amendments

1. Amendments. These Bylaws may be amended at any meeting of the Board by the affirmative vote of two-thirds of the members of the Board then in office. An amendment inconsistent with the Articles shall not be effective prior to the amendment of the Articles. The original or a true copy of these Bylaws, and any amendments, certified by the Secretary, shall at all times be kept in the office of the resident agent and shall be open to inspection by members upon request.

Article IX Conflict of Interest

- 9.1 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 excuse his or her presence and will vacate the seat and refrain from discussion and voting on said matter, unless the remainder of the Board makes a determination that a conflict does not exist.

Article X Additional Policies

1. Fiscal Policies. The fiscal year shall be the calendar year.
2. Non-Discrimination. In the conduct of all aspects of its activities, the WDAMI shall not discriminate on the grounds of race, color, creed, national origin, gender, or sexual orientation.
3. Parliamentary Authority. The WDAM may choose to follow the latest edition of Robert's Rules of Order when conducting meetings or proceed on a more informal basis. However, the minutes shall reflect the attendance of the Board and committees, the issues discussed and votes taken, and all other matters that provide a clear record of the actions of the WDAM Board and committees.

Article XI Dissolution

1. Dissolution. Upon the dissolution of the WDAM, its assets shall be distributed to a qualified nonprofit organization, as selected by the Board, for one or more exempt purposes within the meaning of 501(c)(3) of the Code. Any such assets not so disposed of shall be

disbursed by the circuit court of the county in which the principal office of WDAM is then located, exclusively for such purposes or to such organization(s) as such court shall determine, that are organized and operated exclusively for charitable or educational purposes.

Certification

These Bylaws were approved at a meeting of the Board of Directors by a two-thirds majority vote on January 2, 2014.

Rachel Belcher

January 2, 2014

Secretary:

Date: