

KANSAS CITY DRESSAGE SOCIETY (KCDS) 5th AMENDED BYLAWS

Article 1: Offices and Records

Section 1.1: Registered Office and Registered Agent The corporation (KCDS) shall have and continuously maintain a registered office and registered agent in the State of Missouri. The location of the registered office and the name of the registered agent of the corporation shall be such as is determined from time to time by Board of Directors and on file in the appropriate office of the State of Missouri pursuant to applicable provisions of law.

Section 1.2: Records KCDS shall keep correct and complete books and records of account and shall also keep the minutes of the proceedings of its members, Board of Directors and committees having any of the authority of the Board of Directors; and shall keep at its principal office a record of the names and addresses of its Board of Directors and its members entitled to vote. All books and records of KCDS may be inspected by any member, or his agent or attorney, for any proper purpose at any reasonable time.

Article 2: Membership

Section 2.1: General The membership of KCDS shall be unlimited in number and shall consist of persons interested in the education of the members and the public in the true meaning of dressage training and the practical application thereof in all equestrian endeavors. The membership shall strive to promote the interest and appreciation of horseback riders and the public in the art of dressage.

Section 2.2: Classes of Members There shall be four (4) classes of members:

- Individual members. Individual members are entitled to one vote.
- Junior members who have not attained 18 years of age at the beginning of the calendar year. Junior members are not entitled to vote.
- Honorary lifetime members. Honorary lifetime memberships are awarded by resolution of the Board of Directors to an individual who has exhibited an extraordinary benefit to the club. Honorary lifetime members are not entitled to vote.
- Family membership. A family membership shall designate two (2) family members to exercise its voting rights. Additional members of the same family may be non-voting members of KCDS upon reimbursement of USDF fees.

Section 2.3: Admission of Members and Non-Transferability Membership shall be open to all individuals who desire to become members. Membership is non-transferrable.

Section 2.4: Loss of Membership Members whose dues have not been waived and who have not paid their dues for the fiscal year of KCDS shall be dropped from the membership rolls.

Section 2.5: Voting Voting members entitled to one vote on each matter submitted to a vote of the members. A member may vote only in person or by Zoom or other suitable audio or video call.

Section 2.6: Privileges of Members Members shall be entitled to participate in all activities of KCDS; to attend all program meeting; and to receive such publications and reports of KCDS as are issued or made from time to time.

Article 3: Meetings of Members

Section 3.1: Place and Time of Annual Meeting of Membership The annual meeting of the membership will be held by the end of the calendar year, on a date and place (including electronic) to be determined by the Board of Directors. Election of officers and members-at-large will be held at this meeting.

Section 3.2: Special Meetings Special meetings for any purpose(s) may be called by the president or by the Board of Directors or by the written request of five members. Date, time, and place (including electronic) to be determined by the Board of Directors.

Section 3.3: Other Meetings There shall be at least three (3) meetings or activities planned for the membership per year in addition to the annual meeting.

Article 4: Board of Directors

Section 4.1: General The Board of Directors shall act as the governing and policy making body of KCDS consistent with these Bylaws, to support and accomplish the mission of KCDS. The Board of Directors shall approve all appointments and plans of standing and special committees.

Section 4.2: Number of Directors The directors of KCDS shall be not less than the four (4) Executive Members and not more than sixteen (16) in number. Directors are the officers and members-at-large elected by the membership of KCDS, each of the standing committee chairmen, and additional directors appointed by the Executive Committee.

Section 4.3: Resignation Any member of the Board of Directors may resign at any time by giving written notice thereof to the remaining members of the Board of Directors. Such resignation shall take effect at the time specified and the acceptance of such resignation shall not be necessary to make it effective.

Section 4.4: Compensation No member of the Board of Directors shall receive compensation for any service he may perform as a member of the Board of Directors of KCDS.

Section 4.5: Meetings All meetings of the Board of Directors may be held at any place (including electronic) or time as the Board of Directors may determine by resolution or by written consent of all members of the Board.

Article 5: Officers

Section 5.1: General The officers of KCDS shall consist of a president, a vice president, a secretary, and a treasurer. All officers shall be members of the Board of Directors and shall be elected by the membership at the annual meeting thereof. The term of all officers shall be two (2) years. No elected officer may serve more than two (2) consecutive terms in the same office; however, after a year or more out of office, a person may be reelected for that office.

Section 5.2: Removal Any officer so elected by the membership may be removed by a majority vote of the Board members present at any regular meeting or special meeting called for that purpose at which a quorum is present, provided that such removal shall be without prejudice to the contract rights, if any, of the person so removed. Any officer having three (3) unexcused absences from a regular meeting of the Board of Directors may be removed by the Board of Directors at any regular or special meeting by a majority vote of the directors present at such meeting.

Section 5.3: Delegation of Authority The Board of Directors may from time to time delegate the functions, duties and responsibilities of any officer to any other officer or to any agent or employee of the corporation or other responsible person; provided that in the event of such delegation the officer from whom such responsibility has been transferred shall be thereafter relieved of all responsibility for the proper performance of such function or duty or the proper exercise of such power or responsibility.

Section 5.4: President The president shall be the chief executive officer of KCDS and shall have general and active management of the affairs of KCDS, subject to the direction of the Board of Directors and shall preside at all meetings of the members and the Board of Directors. The president may execute all bonds, notes, debentures, mortgages and may execute all other instruments, in the name of and on behalf of KCDS. The president shall submit to the members annually at their annual meeting a report of the status of KCDS and its activities during the preceding year.

Section 5.5: Vice President The vice president shall, in the absence, disability or inability to act of the president, perform the duties and exercise the powers of the president, and shall perform such other duties as the Board of Directors or the president shall from time to time prescribe.

Section 5.6: Secretary The Secretary shall have overall responsibility for all recordkeeping. The Secretary shall perform or cause to be performed, the following duties: (a) official recording of the minutes of all proceedings of the Board of Directors, Executive Committee and membership meetings and actions; (b) authentication of the records of KCDS; (c) carry on the correspondence of KCDS; and (d) perform such other duties as the Board of Directors or the president shall from time to time prescribe.

Section 5.7: Treasurer The Treasurer shall have charge and custody of and be responsible for all funds and securities of KCDS. The Treasurer shall receive and give receipts for monies due and payable to KCDS in such banks or other depositories as shall be approved by the Board of Directors. The Treasurer shall submit at least quarterly bank and investment statements to the Executive Committee and financial reports to the Board of Directors. The Treasurer, at the Annual Meeting, shall submit a written report of financial transactions of KCDS 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 if designated by the Board of Directors.

Article 6: Members-At-Large

Section 6.1: General Up to three (3) members-at-large shall be nominated and elected at the annual meeting of membership each year. The term of each member-at-large shall be two (2) years. The members-at-large shall serve on the Board of Directors and shall act as liaison between the membership and the Board of Directors.

Section 6.2: Removal Any member-at-large may be removed in the same manner as that provided for removal of an officer.

Article 7: Executive Committee

Section 7.1: General The Executive Committee shall consist of the elected officers (*i.e.* president, vice-president, treasurer, and secretary). The president shall act as chairperson of the Executive Committee. The committee shall generally perform such duties and exercise such powers as may be directed or delegated by the Board of Directors from time to time.

Section 7.2: Appointment The Executive Committee shall appoint the chairmen of all the standing committees. The Executive Committee may appoint additional directors not to exceed three (3) in number.

Section 7.3: Minutes The Executive Committee shall keep minutes of its meetings and shall present its minutes to the next meeting of the Board of Directors for review.

Section 7.4: Meetings The Executive Committee shall meet at the call of the president. A quorum shall consist of three (3) members.

Section 7.5: Bank/Investments The Executive Committee shall review the bank and investment statement reconciliation at least quarterly.

Article 8: Standing Committees

Section 8.1: General The Board of Directors or the president of the corporation may from time to time appoint and designate such committees to administer the activities and programs of the corporation. The terms of all committee members shall expire as of the date of the first meeting of the Board of Directors following the annual meeting of the members. The committees shall have such powers and authorities as may be granted to them by the Board of Directors. Committee chairpersons shall be appointed by the Executive Committee. Committee chairpersons shall appoint members of the committee.

Section 8.2: Standing Committees and Duties

- The **Nominating Committee** is responsible for submitting a list of recommendations for officers to be elected at the Annual Membership Meeting. The chairperson shall also solicit nominations from the floor. All nominees shall be members in good standing who have given consent to such nomination.
- The **Education Committee** is responsible for planning education activities and programs for the year.

- The **Horse Show Committee** is responsible for planning schooling and recognized horse shows for the year.
- The **Communications Committee** is responsible for communication with the membership and the public at the direction of the Board of Directors.
- The **Membership Committee** is responsible for collecting dues, maintaining a current membership list and submitting the membership list to the United States Dressage Federation annually.
- The **Budget and Finance Committee** will coordinate all financial and budgetary processes for KCDS and shall recommend policies and procedures for the financial management of the corporation and its investments.

Article 9: Dues

Annual Dues. Annual dues shall be as determined from time to time by resolution of the Board of Directors. Dues may vary for different classes of members and based upon such other factors as the Board of Directors may determine in its discretion. No dues shall be assessed against any honorary lifetime members.

Article 10: Miscellaneous

Section 10.1: Custodian of Securities The Board of Directors may from time to time appoint one or more banks or trust companies to act for reasonable compensation as custodian of all securities and other valuables owned by the corporation, and to exercise in respect thereof such powers as may be conferred by resolution of the Board of Directors. The Board of Directors may remove any such custodian at any time.

Section 10.2: Depositories and Checks The moneys of the corporation shall be deposited in such manner, in such banks or trust companies, and may be withdrawn in such manner as the Board of Directors may direct or designate.

Section 10.3: Bond Any officer or employee handling money or securities of the corporation may be bonded at the corporation's expense in such amount as may be determined by the Board of Directors.

Section 10.4: Fiscal Year The fiscal year of the corporation shall be from the first day of January to the last day of December of each year.

Section 10.5: Notifications Notice of all membership and Board of Director meetings will be given to the membership through publication in the official KCDS newsletter, posting on the official KCDS website, by USPS mail or through any routinely used electronic means. Notifications will be provided three (3) to (30) days prior to any meeting.

Section 10.6: Quorums For all meetings, a quorum must be present.

- For membership meetings, a quorum is 10% of the current voting members.
- For Board of Director meetings, a quorum is majority of the current board members.
- For Executive Committee meetings, a quorum is 3 members of the current executive committee members.

Section 10.7: Vacancies Vacancies caused by the death, resignation, incapacity, removal or disqualification of an elected director shall be filled by a majority vote of the Board of Directors at any regular meeting. Such person so elected to fill any such vacancy shall serve at the pleasure of the Board for the unexpired term of his predecessor in office and until his successor is duly elected and qualified. Vacancies of an appointed director shall be filled by a majority vote of the Executive Committee.

Article 11: Dissolution

If at any time, KCDS discontinues its activities, dissolves, or otherwise ceases to exist or function, all of the assets will be paid or transferred to one or more exempt organizations of the kind described in Section 501 (c) 3 of the Internal Revenue Service Code as determined by the Executive Committee.

Article 12: Amendments

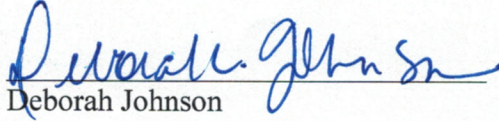
The Bylaws of KCDS may from time to time be altered or amended in any respect or repealed in whole or in part by resolution of the Board of Directors at any meeting of the Board of Directors which is open to the membership; provided. The proposed amendment(s) and notice of such meeting shall have been submitted to the membership in accordance with Article X Section 5. Amendments may be proposed by the Board of Directors or any five (5) members and submitted to a member of the Executive Committee.

Certificate

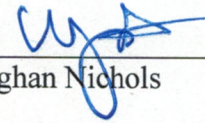
We, the undersigned, hereby certify that we acted as president and secretary, respectively of a meeting of the members of the Board of Directors of Kansas City Dressage Association (KCDS) held on the 6th day of December, 2023, at which the foregoing Fifth Amended Bylaws were duly adopted as and for the Fifth Amended Bylaws of KCDS and hereby further certify that the foregoing constitute the Fifth Amended Bylaws of the Kansas City Dressage Association.

Dated December 6, 2023

President:


Deborah Johnson

Secretary:


Meghan Nichols