

# **BYLAWS**

## **Southern Eventing and Dressage Association**

Revised and Restated December 2014

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## 1. NAME

The legal name of the organization is, **THE SOUTHERN EVENTING AND DRESSAGE ASSOCIATION INC.** (Hereinafter referred to as SEDA)

## 2. DESCRIPTION

SEDA is a 501 (c) (7) social non-profit organization. Its place of business and official address shall be that of the current President, or at a location designated by the President.

## 2. MISSION STATEMENT

**SEDA's mission is to educate, inspire, foster and encourage interest and participation in the sports of Eventing and Dressage. To accomplish this goal, the Board of Directors, in conjunction with members and other interested parties, will do the following:**

- A. **Sponsor clinics, seminars and other educational programs for both Eventing and Dressage as often as the current demand and economic climate permit.**
- B. **Sponsor recurring shows in both Eventing and Dressage as often as the current demand and economic climate permit.**
- C. **Facilitate the continued growth of both Eventing and Dressage on a regional basis.**

## 3. MEMBERSHIP

A. Eligibility - the membership shall be composed of those persons;

- 1. Interested in advancing the objectives and goals of SEDA;
- 2. Willing to subscribe to the Bylaws and Policies and Procedures of SEDA and;
- 3. Are otherwise qualified under the provisions set forth in these Bylaws and the Policies and Procedures of SEDA.
- 4. Membership is open to all persons, regardless of race, creed, sex, national origin, or ability.

B. Term and Renewal - The official SEDA membership year shall be December 1 - November 30 of any given year. Renewals or new memberships shall be achieved annually by paying dues according to terms established by the Policies and Procedures created by the Board of Directors.

**C. Voting Rights - Each qualified member, as established by the Policies and Procedures, shall be entitled to one (1) vote on each matter submitted to a vote of the general membership. In order to vote in any matter, the member must be considered current, having paid dues for the current year.**

**D. Disciplinary Actions against members - the Board of Directors by a two-thirds (2/3) vote of all the voting members of the Board, may take appropriate disciplinary action against a**

**member of SEDA for cause, after a full and fair hearing, as specified in the Policies and Procedures of the Board of Directors.**

**E. Transferability - Membership in SEDA is not transferrable or assignable.**

#### **4. BOARD OF DIRECTORS**

**A. The management and business of SEDA shall be governed exclusively by the Board of Directors. It shall be the duty of this Board to to carry out the objectives and goals of SEDA as outlined in the Mission Statement.**

**B. The Board of Directors of SEDA shall consist of a President, Vice President, Secretary, Treasurer, and others as specified in the Policies and Procedures of the Board.**

**C. The Board of Directors shall be elected by the members of SEDA. Elections shall be held every two years, and Board members shall hold office for a two year term or until their successors have been formally elected or appointed. Election criteria and rules are outlined fully in the Policies and Procedures of the Board. All Board members must be members in good standing.**

**D. Should a vacancy on the Board of Directors occur, said vacancy will be filled according to the Policies and Procedures of the Board.**

**E. Resignation/Termination from the Board of Directors - any members of the Board of Directors may resign by giving notice to the Board. Any member of the Board may be removed for cause in accordance with the Policies and Procedures.**

**F. Meetings of the Board - The Board of directors shall meet at regular intervals, as established in the Policies and Procedures of the Board of Directors.**

**G. Quorum - a majority of the voting members of the Board shall constitute a quorum at any meeting of the Board. A majority of the quorum is required to pass any motion, unless a greater proportion is required by law, these bylaws, or the Policies and Procedures of the Board of Directors.**

#### **5. ETHICS**

**A. Ethics Statement: All Board members shall sign the following "oath of office" before taking office:**

**"I agree to serve Southern Eventing and Dressage Association to the best of my ability, to abide by the bylaws, policies and procedures, and to keep SEDA's best interest foremost in the conduct of my duties" signed \_\_\_\_\_, date \_\_\_\_\_.**

**B. Conflict of Interest: Board members are required to declare to the Board of Directors any conflict of interest. A conflict of interest is defined as any affiliation, duty, interest in, or conduct**

that could be deemed contrary to SEDA's best interest. Board members may be excused from voting on any matter before the Board of Directors that pertains to the declared conflict of interest.

## **6. COMMITTEES AND CHAIR PERSONS**

**The Board of Directors retains the right to create Committees and appoint Chairpersons to aid in developing specific programs and address any specific goals created by the Board. The aforementioned chairpersons and committee members will be appointed to their position by a majority decision of the Board of Directors and shall serve at the will of the Board or until the position is no longer warranted.**

## **7. GENERAL MEMBERSHIP MEETINGS**

A. Annual meeting - the annual meeting of the general membership shall be held in January of each year. This meeting shall coincide with the annual SEDA banquet. The date shall be set by the Board of Directors with no less than fifteen (15) days' electronic notice to the general membership. In the event of postponement, the meeting may be held within thirty (30) days of the original date, or as soon as possible thereafter.

B. Other Meetings - the Board of Directors reserves the right to call other meetings as outlined in the Policies and Procedures of the Board of Directors.

## **8. GENERAL**

A. Financial Responsibility - No member shall have the authority to pledge the credit of SEDA, except as specifically authorized by the Board of Directors.

B. Indemnification - To the extent permitted by law, every person who is or was a Board member, committee member, chairperson or employee of SEDA, shall have the right to be indemnified by SEDA against all reasonable action, suit or proceeding in which he/she may become involved as a party or otherwise by reason of his/her being or having been a Board member, committee member, chairperson or employee of SEDA.

## **9. PARLIAMENTARY AUTHORITY**

The latest edition of Robert's Rules of Order shall be the parliamentary authority for all procedural matters pertaining to all Board meetings of SEDA, provided they are not in contradiction of SEDA's own bylaws or Policies and Procedures. In the event that Robert's Rules contradict any current rules or future addendum's to the SEDA Bylaws or Policies and Procedures, the SEDA rules published herein shall be the governing parliamentary authority.

## 10. AMENDMENTS

These bylaws may be amended by two-thirds (2/3) of those present at a general membership meeting. Written notification of the proposed change must be sent to all members at least 30 days before the meeting.