

BYLAWS
of
CALIFORNIA WESTERN DRESSAGE ASSOCIATION

ARTICLE I

Name and Purpose

The name of the Association shall be the **California Western Dressage Association (herein referred to as the CAWDA.)**

Purposes of the Corporation. As set forth in the Articles of Incorporation, the CAWDA 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 and the CAWDA seek 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 CAWDA Affiliate shall comply with all applicable regulations, 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 CAWDA 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 CAWDA 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 CAWDA Affiliate shall support this principle of collaboration in all its relationships, events, venues and forums.

ARTICLE II

Membership

1. *Eligibility for membership:* Application for 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.
2. *Annual dues:* The amount required for annual dues shall be determined by the Board. Continued membership is contingent upon being up-to-date on membership dues. All members of CAWDA must also be members of the national organization, Western Dressage Association™ of America.
3. *Rights of Members:* The Board shall have the authority to establish and define both voting and non-voting categories of membership.
4. *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. A member can have their membership terminated by a majority vote of CAWDA Board.

ARTICLE III

Meetings of Members

1. *Regular meetings:* Regular meetings of the members shall be held annually, at a time and place designated by the CAWDA Board. The CAWDA Board may also convene other at will meetings during the year as time and necessity permit.
2. *Annual meetings:* An annual meeting of the members shall take place at a specific date, time and location of which will be designated by the Board. The Board will decide if a membership conference call is sufficient, or take place at a venue where all might attend. At the annual meeting the members shall receive reports on the activities and direction of the Association.
3. *Special meetings:* Special meetings may be called by a simple majority of the CAWDA Board of Directors.
4. *Notice of annual meetings:* Notice of the annual meeting shall be given to each member, electronically, not less than two weeks prior to the meeting.
5. *Quorum:* The members present at any properly announced meeting shall constitute a quorum.

6. *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 CAWDA. The affairs of the CAWDA shall be managed by the Board of Directors. Directors may be residents of the state of California.
2. *Board Size:* The Board of Directors shall serve without pay and consist of no fewer than three (3) members and of no more than seven (7) members.
3. *Terms:* Board members shall serve (3) year terms and are eligible for reelection for up to three (3) consecutive terms.
 - a. If, at any given election time, all Board members terms are eligible for re-election, a simple majority of Board members may elect to extend certain Board positions for one year.
4. *Elections:* A Board Development Committee shall be responsible for nominating a slate of prospective Board members representing the Association's diverse geographic and equine discipline constituencies. In addition, any member can nominate a candidate to the slate of nominees. The Board will vote whether to elect each candidate.
5. Election of Board members shall occur as vacancies become due.
6. *Termination:* A director may be removed for cause by a majority vote of the Board of Directors, at any regularly scheduled or special meeting of the Board of Directors.
7. *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.
8. *Quorum:* A Quorum must be attended by at least fifty-one (51) percent of Board members for business transactions to take place and motions to pass.
9. *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 CAWDA Board of Directors shall consist of a President, Vice President, Secretary, and Treasurer elected by the Board. 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 a term of three (3) years.
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 President, 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 CAWDA, 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 President in case of the President's absence or of her/his inability from cause to act. The Vice President 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 President appoints all committee chairs. Specific committees listed below may be formed or dissolved at will and created when they are deemed appropriate.
2. *Executive Committee:* Between meetings of the Board of Directors, 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.

3. *Finance/Audit Committee:* This Committee is responsible for ensuring that CAWDA'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.
4. The Treasurer of the Board shall always be a member of the Finance/audit Committee.
5. *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.
6. *Vacancies.* Vacancies in the membership of Committees may be filled by the Chair of the Board.

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.

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

These Bylaws may be amended by a two-thirds vote of Board members present at any meeting where a quorum is present. A copy of the proposed amendment(s) must be provided to each Board member at least one week 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 October 15, 2013.

Changes were made to the Bylaws at a meeting of the Board of Directors by a unanimous vote on March 11, 2017.

Secretary

Date