

The American Driving Society, Inc.
("ADS")

CORPORATE BYLAWS
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ARTICLE I. OFFICES

Section 1.

Registered Office. The registered office shall be at a location authorized by the Board of Directors. The location of the office shall be reported to the Department of State of the State of New York from time to time as required by law.

Section 2.

Other Offices. The ADS may also have offices at other places both in and outside the State of New York as the Board of Directors may determine or the business of the ADS may require.

ARTICLE II. PURPOSE

Section 1.

The purposes for which the ADS is formed are purely charitable and educational, without regard to race, color or creed, as follows:

- a) To promote the best interests of the sport of driving of equines to carriages, both competitively and for pleasure.
- b) To create and maintain public interest in national and international driving events.
- c) To educate and inform the public with respect to driving methods, safety and events.
- d) To publish information on driving methods, safety and events.
- e) To organize driving events and to facilitate the organization of driving events by others, including the establishment and maintenance of a list of qualified judges, the rendering of technical assistance to event organizers, the maintenance of event records and the publishing of event calendars
- (f) To sponsor educational driving clinics and clinics for the purpose of training judges.
- (g) To cooperate with organizations including the United States Equestrian Federation, the Carriage Association of America and any other organizations that are interested in the driving of equines to carriages. To provide and pursue ways and means not prohibited by law, to solicit and receive money and property for the foregoing purposes and to receive and accept for charitable purposes gifts, donations, bequests and devises of money and property.
- (i) To do all things necessary, suitable and proper for the accomplishment of the above purposes.
- (j) Nothing herein shall authorize the ADS, directly or indirectly, to engage any activities except as permitted under Article 5 of the Not-for-Profit Law.

ARTICLE III. MEMBERS

Section 1

The Membership of the ADS shall consist of individuals, families, businesses and organizations as the Board of Directors may determine

Section 2. Dues. Dues for the various categories of Membership shall be established by the Board of Directors and published in the Policies and Procedure of the ADS.

Section 3. Termination of Membership. Membership shall be terminated as follows:

- a) Resignation - Any member may resign by filing a written resignation with the Secretary
- b) Non-Payment of Dues - The membership of any member shall be terminated without prejudice if dues, assessments, or other charges are in default.
- c) Expulsion or Suspension – The board of Directors may suspend or expel any member for conduct deemed to be prejudicial to the ADS in accordance with Policies and Procedures of the ADS.

Section 4. Annual Meeting. A meeting of the members of the ADS shall be held annually for the purpose of business as may be properly brought before the members of the ADS at a place, date and time as designated by the Board of Directors.

Section 5. Special Meetings. Special Meetings of the members may be called by the Board of Directors or shall be called by the President at the request of ten percent (10%) of the members in good standing. Special meetings of the members may be held at a time and place as may be designated in the notice thereof.

Section 6. Notice of Meetings of Members. Notice of each meeting of members shall be given in writing by the Secretary or by or on behalf of the person or persons calling the meeting. In the case of a Special Meeting called by members entitled to cast ten percent (10%) of the total number of votes entitled to be cast at the meeting, the Secretary, upon receiving a written demand for the meeting, shall promptly give written notice of the meeting, or if the Secretary fails to do so within five business days thereafter, any member signing the demand may give the notice. Each notice of a meeting of members shall state the place, date and hour of the meeting and unless the meeting is an annual meeting, shall indicate that it is being issued by or at the direction of the person or persons calling the meeting. Notice of a Special Meeting shall also state the purpose or purposes for which the meeting is being called. A copy of the notice of each meeting shall be given personally or by mail, to each member entitled to vote at the meeting. If the notice is given personally or by first-class mail, it shall be given not less than ten nor more than fifty days before the date of the meeting; if mailed by any other class of mail, it shall be given not less than thirty nor more than sixty days before the date of the meeting. If mailed, the notice shall be deemed given when deposited in the United States mail, with postage prepaid, directed to the member at the member's address as it appears on the record of members, or, if the member shall have filed with the Secretary a written request that notices to the member be mailed to some other address, then directed to the member at the other address. Whenever the ADS has more than five hundred 500 members, the notice may be served by publication, in lieu of mailing, in a newspaper published in the county in the state in which the principal office of the ADS is located, once a week for three successive weeks next preceding the date of the meeting, provided that any member who has filed an E-mail address with the Secretary shall be E-mailed a copy of the notice not less than ten (10) nor more than fifty (50) days before the date of the meeting. When a meeting is adjourned to another time or place, it shall not be necessary to give any notice of the adjourned meeting if the time and place to which the meeting is adjourned are announced at the meeting at which the adjournment is taken, and at the adjourned meeting any business may be transacted that might have been transacted

on the original date of the meeting. However, if after the adjournment the Board of Directors fixes a new record date for the adjourned meeting, a notice of the adjourned meeting shall be given to each member of record on the new record date entitled to notice under the preceding paragraphs of this Section.

Section 7. Quorum of Members. Members entitled to cast one hundred (100) votes or one tenth (1/10) of the total number of votes entitled to be cast thereat, whichever is the lesser, shall constitute a quorum at a meeting of members for the transaction of any business, provided that a specified item of business is required to be voted on by a class of members, voting as a class, members entitled to cast a majority of the total number of votes entitled to be cast by the class shall constitute a quorum for the transaction of the specified item of business. The members who are present in person or by proxy and who are entitled to vote may, by a majority of votes cast, adjourn the meeting despite the absence of a quorum.

Section 8. Vote of Members.

Each individual member of the ADS eighteen (18) years or over shall have one (1) vote on any matter for which members have votes, except that in the event the Policies and Procedures provide for family memberships, up to two (2) adult members of the family shall be authorized to cast one (1) vote each. No other members shall have voting rights. A vote may be cast either orally or in writing. When an action, other than the election of Directors, is to be taken by vote of the members, it shall be adopted by a majority of the votes cast by the members entitled to vote thereon. Directors shall be elected in accordance with the procedure set forth in Article IX, Section 2.

Section 9. Proxies. Every member entitled to vote at a meeting of members or to express consent or dissent without a meeting may authorize another person or persons to act for the member by proxy. Every proxy must be signed by the member. No proxy shall be valid after the expiration of eleven months from the date thereof unless otherwise provided in the proxy. Every proxy shall be revocable at the pleasure of the member executing it, except as otherwise provided by law. The authority of the holder of a proxy to act shall not be revoked by the incompetence or death of the member who executed the proxy unless, before the authority is exercised, written notice of an adjudication of the member's incompetence or of their death is received by the Secretary.

ARTICLE IV. REGIONS

Section 1.

The ADS shall be geographically divided into Regions to help achieve the purposes of the ADS as stated in the Certificate of Incorporation and in Article II of these Bylaws. The number of regions and the name by which they are known shall be established by the Board of Directors with the advice of the membership and shall be published in the Policies and Procedures of the ADS. Each Region shall have the benefit of a Regional Director to act as a liaison between the members within the Region and the ADS Board of Directors.

ARTICLE V. DIRECTORS

Section 1. Number, Election, Term and Classification of Directors.

- a) Directors shall be elected from the members of the ADS by members of the ADS at the annual

meeting held in even numbered calendar years and shall serve without compensation. The Board of Directors shall not be less than four (4) nor more than thirty five (35)..

- b) The Board of Directors shall consist of the officers (President, Vice President(s), Secretary, Treasurer), Regional Directors and Directors at Large, the total of which shall comply with section (a).
- c) The term of office shall be two years commencing January 1, of the year immediately following election.
- d) Resignation of Board Members
 - 1. Any Officer or Director may resign from the Board of Directors by written notice, delivered by first class mail to the ADS's office.
 - 2. The resignation shall be effective upon receipt or on a future date designated in the written resignation.
 - 3. In the event of permanent or long term disability, the spouse or guardian of the Officer or Director may resign on the Officer or Director's behalf.
 - 4. Any Officer or Director who is absent without just cause or prior notice to the President or Secretary for two (2) consecutive meetings may be asked to resign or their position may be declared vacant by a majority of the Board of Directors
- e) All meetings of the Board of Directors are open to all members of the ADS except when called into executive session.

Section 2. Duties of Board of Directors.

- a) The Board of Directors shall exercise all of the powers of the ADS subject only to the restrictions imposed by law, by the ADS's Certificate of Incorporation as amended and by these Bylaws.
- b) The Board of Directors shall elect the Officers of the ADS.
- c) The Board of Directors shall review and approve proposals submitted by committees or members of the ADS.
- d) The Board of Directors may suspend or expel any member of the ADS for conduct deemed to be prejudicial to the ADS in accordance with Article III, 3c. The Board of Directors may censure a member of the ADS for conduct deemed to be prejudicial to the ADS. Any of the actions mentioned herein will be conducted in accordance with Policies and Procedures of the ADS.
- e) The Board of Directors may fill any position on the Board which becomes vacant midterm by a vote of a majority of the Directors then in office, regardless of their number. The individual filling the position will serve until the end of the term for which his predecessor was elected.
- f) Minutes of meetings of the Board of Directors shall be taken and kept in the Executive Office. The minutes shall be available as soon as possible following the meeting to which they apply.
- g) The Board of Directors may elect Honorary Directors in recognition of distinguished service rendered to the ADS. An Honorary Director shall hold office for life and shall be entitled to attend meetings of the Board of Directors and to participate in discussions at meetings but shall have no vote on matters before the Board. Honorary Directors shall have all rights and privileges of Single Members and shall be exempt from annual dues. Honorary Directors shall receive the same communications from the ADS as Directors except where such communications pertain to matters restricted to Executive Session on the Board.
- h) The Board of Directors may remove or suspend from office or censure any Director or Officer of the ADS whose performance may be detrimental to the ADS. The Director or officer shall be given the opportunity to be heard orally or in writing. A three-fourths' (3/4) vote of all Directors

present is required to effect any of these actions. Procedures for carrying out these actions shall be in accordance with the Policies and Procedures of the ADS.

- i) The Board of Directors may create new Committees as needed upon receiving a majority vote of the entire Board to do so. The Board of Directors may combine or dissolve any Committee if in their judgment, it does not hinder the interests of the ADS to do so upon receiving a majority vote of the entire Board to do so.

Section 3. Quorum of Directors and Action by the Board.

Unless a greater proportion is required by law or by the Certificate of Incorporation or by a Bylaw adopted by the members, one-third (1/3) of the entire Board of Directors shall constitute a quorum for the transaction of business or of any specified item of business, and, except as otherwise provided by law, the vote of a majority of the director's present at a meeting at the time of the vote, if a quorum is then present, shall be the act of the Board. Except as otherwise permitted by the Bylaws, all corporate action to be taken by the Board shall be taken at a meeting of the Board.

Section 4. Meetings of the Board.

An annual meeting of the Board of Directors shall be held in each year directly after the annual meeting of members. The Board shall fix the times of regular meetings of the Board. Special meetings of the Board may be held at any time whenever called by the President, Vice President(s) or any two directors or

as otherwise determined by the Board. Meetings of the Board shall be held at the places within or without the State of New York or by electronic means that allow members of the Board to hear other Board members speak, to engage in the discussion and to vote. Participation by such means shall constitute presence at a meeting. Meetings shall be fixed by the Board for annual and regular meetings and in the notice of meeting for Special Meetings. If no place is fixed, meetings of the Board shall be held at the principal office of the ADS. The Secretary shall send notice of meetings, including electronic meetings, by E-mail, if an E-mail address is on file, or by first class mail to each Director and posted prominently on the website of the ADS. Such notice shall be given no less than ninety (90) days prior to the meeting and contain the dates and location of the meeting, lodging arrangements, scheduled meals (including costs), registration fees and any other costs required to attend the meeting.

If any information is unavailable at the time of the notice, that shall be stated therein with the anticipated date that it will be available. Notice of each Special Meeting of the Board shall be given to each director either by mail not later than noon, New York time, on the third day prior to the meeting, by written message or orally to the director not later than noon, New York time, on the day prior to the meeting. Notices shall be deemed to have been given by mail when deposited in the United States mail and by messenger at the time of delivery by the messenger. Notices by mail or messenger shall be sent to each director at the address designated by the director for that purpose, or, if none has been so designated, at the director's last known residence or business address. In addition, in the event the director has filed an e-mail address with the ADS, the notice shall be sent to the director's designated email address no later than noon, New York time, on the third day prior to the meeting. A notice or waiver of notice need not specify the purpose of any meeting of the Board. Notice of a meeting of the Board need not be given to any director who submits a signed waiver of notice whether before or after

the meeting, or who attends the meeting without protesting, prior thereto or at its commencement, the lack of notice. A majority of the director's present, whether or not a quorum is present, may adjourn any meeting to another time and place. Notice of any adjournment of a meeting to another time or place shall be given in the manner described above to the directors who were not present at the time of the adjournment and, unless the time and place are announced at the meeting, to the other directors.

Section 5. Action by the Board Without a Meeting.

Any action required or permitted to be taken by the Board of Directors or any Committee may be taken without a meeting if all members of the Board or the Committee consent in writing to the adoption of a resolution authorizing the action. The resolution and the written consents thereto by the Board or Committee shall be filed with the minutes of the proceedings of the Board or Committee.

Section 6. Annual Report.

The Board, pursuant to Section 519 of the Not-For-Profit Corporation Law, shall direct the President and Treasurer to present at the annual meeting of the Board and file with the minutes thereof a report, verified by the President and Treasurer, or by a majority of the Directors, showing (a) the assets and liabilities, of the ADS as of the end of the fiscal year; (b) the principal changes in assets and liabilities, during the fiscal year immediately preceding the date of the report; (c) the revenue or receipts of the ADS, both unrestricted and restricted to particular expenses or disbursements of the ADS, for both general and restricted purposes, during the fiscal year immediately preceding the date of this report. Such report shall be filed with the minutes of the annual meeting of the Board. The report to the Board shall consist of a verified or certified copy of any report by the ADS to the Internal Revenue Service or the Attorney General of the State of New York which includes the information specified above. The Treasurer shall, at all reasonable times, exhibit the ADS's books and accounts to any Officer or Director of the ADS, whenever required by the Board, render a statement of the ADS's accounts, and perform all duties incident to the position of Treasurer, subject to the control of the Board of Directors. At the expiration of his/her term of office, he/she should deliver over to his/her successor all books, monies and other property, or in the absence of the Treasurer-elect, to the President.

ARTICLE VI. OFFICERS

Section 1. The officers of the ADS shall be a President, one or more Vice Presidents, Secretary and Treasurer, each of whom shall be a Director. Officers shall be elected by the Board of Directors at the first meeting of the newly elected Board of Directors held immediately following the annual membership meeting during even-numbered calendar years. The term of office shall be two years commencing January 1 of the year immediately following their election. Any two or more offices may be held by the same person except persons holding the offices of President and Secretary. Additional or assistant officers may be elected or appointed by the Board of Directors. Each officer shall hold office until January 1 of the year in which newly elected Officers assume office and/or until his successor is duly elected or appointed, whichever is later. The President may serve only two (2) two-year terms. There are no term limits for other offices.

Section 2. President. The President is the Chief Executive Officer of the ADS and a member and presiding officer of the Board of Directors and its Executive Committee.

The President shall:

- a) Preside at all meetings of the membership, the Board of Directors and its Executive Committee;
- b) Call any additional meetings of the membership, Board of Directors and its Executive Committee as provided for elsewhere in the Bylaws;
- c) Be ex-officio, non-voting member of all committees except the Nominating Committee;
- d) Together with the Secretary, set and/or approve the agenda of any membership, Board of Directors or its Executive Committee meeting;
- e) Together with the Secretary, prepare and sign all documents as required by law or provided for by the Policies and Procedures;
- f) Assure that the Bylaws and Policies and Procedures are properly enforced;
- g) Vote only when the vote is tied;
- h) Carry out other duties as may be requested by the Membership, the Board of Directors or its Executive Committee or as may be required to maintain the best interests of the ADS.

The President shall serve as official liaison between the ADS and other equestrian organizations or may appoint another member from the Board of Directors to serve in this capacity.

Section 3. Vice President(s).

In the event that the Board of Directors appoints more than one Vice President, one of these shall be designated as "First Vice President" for the sole purpose of applying the remainder of this Section. In the absence of the President or in the event of his/her death, inability or refusal to act, the First Vice President shall perform the duties of the President, and when so acting shall fulfill the duties of the President as defined in these Bylaws and described in the Policies and Procedures. The Vice President(s) shall perform any other duties as may be assigned by the President. The Vice President(s) shall be members of the Executive Committee of the Board of Directors.

Section 4. Secretary. The Secretary shall:

- a) Be responsible for the preparation of minutes of meetings of the membership, the Board of Directors and its Executive Committee;
- b) Assure that the minutes be published or distributed in accordance with the Policies and Procedures;
- c) Be responsible for corporate records, the Corporate Seal; and see that the Seal is affixed to all documents as necessary and/or required by law;
- d) Together with the President sign all documents as required by law or provided for by the Policies and Procedures;
- e) Maintain records of all proxy votes;
- f) Assure that all written notices required by law, the Bylaws and/or Policies and Procedure are given as required;
- g) Be a member of the Board of Directors and its Executive Committee.

Section 5. Treasurer. The Treasurer shall:

- a) Act as the Chief Financial Officer of the ADS, and serve as Chair of the Budget and Finance Committee;
- b) Together with the Budget and Finance Committee and the Executive Director prepare an annual

- budget for the ADS;
- c) Review quarterly and annual financial reports of the ADS provided by the Executive Director and/or accountants engaged by the ADS;
- d) Provide other financial reports as required by law;
- e) At the annual meeting he or she shall render a report of the ADS as per Section 6, Article V
- f) Perform other duties as may be assigned by the President, the Board of Directors, Board of Directors and its Executive Committee or as outlined in Policies and Procedures.

Section 6. Removal.

Any officer may be removed from office by the affirmative vote of two-thirds of all directors at any regular or special meeting called for that purpose, for nonfeasance, malfeasance, or misfeasance, for conduct detrimental to the interests of the ADS, for lack of sympathy with its objectives, or for refusal to render reasonable assistance in carrying out its purposes. Any officer proposed to be removed shall be entitled to written notice of the meeting of the Board at which such removal is to be voted upon and shall be entitled to appear before and be heard by the Board at such meeting.

Section 7. Resignation.

Any Officer may resign at any time by written notice to the Board, the President or the Secretary.

Section 8. Sureties and Bonds.

In case the Board shall so require, any Officer or agent of the ADS shall disclose all required information as needed for the ADS to obtain a bond in such sum in such surety or sureties as a Board shall determine for that Officer or agents position.

ARTICLE VII. COMMITTEES OF THE BOARD

Section 1. Executive Committee.

The Board of Directors shall select an Executive Committee of the Board of Directors of at least four (4) but no more than ten (10) Board members. This committee shall include the President as Chair, the Vice President(s), the Secretary, and the Treasurer.

The Executive Committee shall be a Committee of the Board per NYS NPL §712 and shall have the authority to bind the Board.

The Executive Committee of the Board of Directors shall meet at least two (2) times a year. Additional meetings by conference call or any other form of meeting agreeable to a majority of the committee members may be called by any member of the Executive Committee of the Board of Directors with at least twenty-four-hour notice to the other members. All meetings of the Executive Committee are open unless they have been called into executive session. The Executive Committee of the Board of Directors shall have all of the authority of the Board of Directors except as to the following matters:

- a) The submission to members of any action with respect to which members approval is required by law;
- b) The filling of vacancies on the Board of Directors;
- c) The fixing of compensation of the Directors for serving in any capacity;
- d) The amendment or repeal of the Bylaws (unless such bylaw is unlawful on its face) or the adoption of new Bylaws;
- e) The amendment or repeal of any resolution of the Board which by its terms shall not be

- amendable or cannot be repealed;
- f) The removal or indemnification of Directors.

Section 2. Finance and Audit Committee.

This Committee shall be a Committee of the Board and shall have the authority to bind the Board. The Finance and Audit Committee shall consist of at least three (3) Directors, one of whom shall be the Treasurer. The Treasurer shall serve as Chair of the committee. The other members of the Finance and Audit Committee shall be appointed by the President of the Board, subject to the approval of the Board. This committee will propose and oversee the ADS's Investment Policy, and shall advise the Treasurer and the Board in regard to the investments policy and general fiscal policy of the ADS. The Finance and Audit Committee shall also be responsible for oversight of the ADS's outside auditors and oversight of the ADS's internal fiscal controls and financial reporting.

Section 3. Development Committee

Responsible for developing and overseeing methods of attracting financial support for the American Driving Society, Inc. in accordance with Policies & Procedures.

Section 4. Governance & Bylaws Committee

Responsible for maintaining Bylaws and Policies & Procedures in accordance with Policies and Procedures.

Section 5 Licensed Officials Committee

Responsible for developing programs to teach officiating skills, training, testing, and licensing of carriage driving officials in accordance with Policies and Procedures.

ARTICLE VIII. COMMITTEES OF THE CORPORATION

Committees of the corporation may not bind the ADS as per NYS NPL §712.

Committee members of committees of the ADS regardless of position held, must be current ADS members in good standing. Unless otherwise stated in the Bylaws, the term of commitment shall commence with appointment to the committee and end concurrently with the term of the current Directors and Officers. Members of Committees of the Corporation shall be appointed by the then Chair of each such Committee and their appointment shall be subject to review and approval by the Board of Directors in their meeting following their election or at subsequent meetings when changes to Committees are made. All committee meetings are open unless they have been called into executive session.

The Board of Directors may create and dissolve committees as necessary to meet the needs of the ADS.

Committees of the corporation will include Ad Hoc committees and special committees.

1. Committees of the Corporation are those of a permanent nature that are required to carry out the ongoing business and purposes of the ADS. Committees of the Corporation, their functions and operations shall be detailed in Policies and Procedures.
 - a) Non-Board of Director members may chair Committees of the Corporation.
 - b) Committee Chairs shall hold the position of " Chair of [Committee Name]".

- c) Committee Chairs shall have the responsibility of leading the Committee for which he/she is Chair.
- 2. Special Committees are those Committees of the Corporation that are appointed for the study and/or resolution of a specified topic. In addition to the Board of Directors, the President may appoint Special Committees to perform these same functions.
 - a) Special Committees' term shall be for only the duration of their designated assignment.
 - b) Operations of Special Committees shall be detailed in Policies and Procedures.
- 3. A majority of the members of a Committee shall constitute a quorum for a meeting.
- 4. Committees shall meet in conjunction with the annual membership meeting and at such other times as necessary in person or electronically.
- 5. Members of any committee may participate in a meeting by means of a conference telephone or similar communications equipment allowing all persons participating in the meeting to hear each other at the same time. Participation by such means shall constitute presence in person at a meeting.
- 6. Actions may be taken by Committees by majority vote or ballot, with or without a meeting.

ARTICLE IX. NOMINATIONS AND ELECTIONS

Nominating Committee

The Nominating Committee, a standing committee of the ADS, will be selected and charged at the Fall meeting of the Board of Directors in the off year of elections and will disband following the presentation of the slates of Directors and Officers.

Section 1. Nominating Committee.

- a) Selection of Nominating Committee
 - 1. The President shall appoint the Chair of the Nominating Committee. The person selected shall be confirmed by a majority vote of the entire board of directors.
 - 2. Each Committee of the Corporation and each Committee of the Board will select from its membership, one (1) delegate to sit on the Nominating Committee.
 - 3. The Board of Directors shall appoint two (2) Regional Directors to the Committee
- b) Duties of the Nominating Committee
 - 1. The Nominating Committee will meet in person or electronically at least two (2) times during their appointment.
 - 2. The Nominating Committee will publish the slates for Directors and for Officers by July 1 prior to the meeting in which the voting will take place. The slate shall be published on the ADS website and in The Wheelhorse and The Whip.
 - 3. Present a slate of Directors to be voted upon by the membership, including designation of Regional Directors. The Nominating Committee will also present, to be voted upon by the membership, a list of individuals to serve as Chairs of the Committees of the Corporation, not all of whom need be included on the slate of Directors.
 - 4. Present a slate of Officers to be voted upon by the Board of Directors at a meeting for that purpose immediately following the annual members meeting in the year of election.

Section 2. Elections.

- a) Election of the Board of Directors
 - 1. Directors shall be elected and Chairs of Committees of the Corporation shall be approved by members of the ADS in accordance with Article V, Section 1.
 - 2. The slate of nominees as provided by the Nominating Committee shall be presented to the membership at the respective meeting for elections.
 - 3. Nominations from the floor will be requested by the President or the current presiding officer.
 - 4. If there are no nominations from the floor a motion may be made to elect the Slate of Directors and the list of Chairs of Committees of the Corporation by acclamation.
 - 5. If there are nominations from the floor, a confidential written ballot will be provided to enable members to vote for the candidates of their choice for each individual directorship or Committee Chair that is contested. In the event no candidate receives a majority on the first ballot, the two candidates with the highest votes shall have a run-off ballot. In the event of Directors-at-Large, the candidates shall be ranked according to the number of votes for each and the number of Director- at-Large positions recommended by the Nominating Committee shall be filled from the ranked list from top down, based on a single balloting for Directors-at-Large (unless a tie for the last Director-at-Large position forces a run-off.) This election will be conducted in accordance with the Policies and Procedures. All unopposed nominees may be elected by a motion to elect by acclamation.
- b) Election of Officers
 - 1. Officers shall be elected by the newly elected Board of Directors at a meeting to be held immediately after the conclusion of the respective membership meeting at which they were elected.
 - 2. The sitting President shall preside over this meeting.
 - 3. The slate of nominees for Officers shall be presented to the newly elected Board of Directors.
 - 4. If there are no nominations of Officers by a Director, a motion may be made to elect the Slate of Officers by acclamation.

ARTICLE X. ELIGIBILITY OF NOTICE AND TO VOTE

Record Date. The Board of Directors may fix, in advance, a date as the record date for the purpose of determining the members entitled to notice of any meeting of members or any adjournment thereof. The record date shall not be more than fifty nor less than ten days before the date of the meeting.

ARTICLE XI. PROCEDURE AT MEETINGS

Meetings of the membership and the Board of Directors shall be conducted according to Roberts Rules of Order Newly Revised.

ARTICLE XII. FINANCIAL POLICIES

Section 1. Contracts.

The Board of Directors, except as these Bylaws may otherwise provide, will authorize the President, in the name of the ADS to enter into any contract or execute and deliver any instrument, and such authority may be general or confined to specific instances; but unless so authorized by the Board of Directors, or expressly authorized by these Bylaws, no Officers, agents or employees shall have the power or authority to bind the ADS by any contract or engagement or to pledge its credit or render if financially liable in any amount for any purpose.

Section 2. Loans.

No loans shall be contracted on behalf of the ADS except when authorized by a two-thirds (2/3rds) super-majority vote of the entire Board of Directors.

Section 3. Bank Checks and Drafts.

All bank checks and drafts and all other such orders for the payment of monies out of the funds of the ADS, and all notes or other evidences of indebtedness of the ADS, shall be signed on behalf of the ADS by such Officer or Officers, agent or agents of the ADS, and in such manner as shall from time-to-time be determined by resolution of the Board of Directors, in the absence of other determination by the Board of Directors, any such instruments shall be signed by the Treasurer, or an Assistant Treasurer, as appropriate, and countersigned by the President or Vice President(s).

Section 4. Bank Deposits.

All funds of the ADS not otherwise employed shall be deposited from time-to-time to the credit of the ADS in such banks, savings and loan associations, trust companies or other depositories as the Board of Directors may select.

Section 5. Gifts.

The Board of Directors may accept on behalf of the ADS any contribution, gift, bequest, or devise for any purpose of the ADS.

Section 6. Fiscal Year.

The Fiscal Year shall be fixed by the Board of Directors.

ARTICLE XII. INVESTMENTS

The Investment Policy of the ADS will be a function of the Audit and Finance Committee. The Audit and Finance Committee will propose a written Investment Policy based upon the factors utilizing their best judgment in light of the New York State statutes and the guidance of the New York State Attorney General. The Investment Policy will address the ADS's general investment objectives; permitted and prohibited investments; acceptable levels of risk; asset allocation and diversification; procedures for monitoring investment performance; scope and terms of delegation of investment management functions; the investment manager's accountability; procedures for selecting and evaluating external agents; processes for reviewing investment policies and strategies; and proxy voting.

The Finance and Audit Committee shall review the Investment Policy on a regular basis and will present any proposed changes to the Board.

ARTICLE XIII. INDEMNIFICATION AND INSURANCE

Section 1. Authorized Indemnification.

Unless clearly prohibited by law or these Bylaws, the ADS shall indemnify any person (an "Indemnified Person"), including any Director, Officer or Key Employee as that term is defined by the Not-For-Profit Corporation Law for New York State, made or threatened to be made a party in action or proceeding, whether civil, criminal, administrative, investigative or otherwise, including any action by the ADS, by reason of the fact that he/she (or his/her Testator or Administrator, if then deceased), whether before or after adoption of this Article: (a) is or was a Director, Officer or Key Employee of the ADS, as that

term is defined by the Not-For-Profit Corporation Law of New York State, or: (b) is serving or served, in any capacity, including Committees of the Board and Committees of the corporation, at the request of the ADS, as a Director, Officer or Key Employee as that term is defined by the Not-For-Profit Corporation Law of New York State of any other corporation, or any partnership, joint venture, trust, employee benefit plan or other enterprise. The indemnification shall be against all judgments, fines, penalties, amounts paid in settlement (provided the ADS shall have consented to such settlement) and reasonable expenses, including attorneys' fees and costs of investigation, incurred by an Indemnified Person with respect to any such threatened or actual action or proceeding.

Section 2. Prohibited Indemnification.

The ADS shall not indemnify any person if a judgment, or other final adjudication, adverse to any Indemnified Person, including any Director, Officer or Key Employee as that term is defined by the Not-For-Profit Corporation Law of New York State, establishes, or the Board of Directors in good faith, or a Committee of the Board thereof, determines, that such person's acts were committed in bad faith or were the result of willful or intentional conduct, active and deliberate dishonest and were material to the cause of action so adjudicated or that he/she personally garnered any financial profit or other advantage to which he/she was not legally entitled.

Section 3. Advancement of Expenses.

The ADS shall, on request of any Indemnified Person, including any Director, Officer or Key Employee as these terms are defined by the Not-For-Profit Corporation Law of New York State, who is or may be entitled to be indemnified by the ADS, pay or promptly reimburse an Indemnified Person's reasonably incurred expenses in connection with a threatened or actual action or proceeding prior to its final disposition. However, no such advancement of expenses shall be made unless the Indemnified Person, including any Director, Officer or Key Employee as these terms are defined by the Not-For-Profit Corporation Law of New York State, makes a binding, written commitment to repay the ADS, with interest, for any amount advanced for which it is ultimately determined that he/she is not entitled to be indemnified under the law or these Bylaws. An Indemnified Person, including any Director, Officer or Key Employee as these terms are defined by the Not-For-Profit Corporation Law of New York State, shall cooperate in good faith with any request by the ADS that common legal counsel be used by the parties to such action or proceeding who are similarly situated unless it would be inappropriate to do so because of actual or potential conflicts between the interests of the parties.

Section 4. Indemnification of Others.

Unless clearly prohibited by law or these Bylaws, the Board of Directors may approve indemnification by the ADS, as set forth in Section 1 of this Article, or advancement of expenses as set forth in Section 3 of this article, to a person (or his/her Testator or Administrator, if then deceased) who is or was employed by the ADS or who is or was a volunteer for the ADS, especially Key Employees as that term is defined by the Not-For-Profit Corporation Law of New York State, and who is made, or threatened to be made, a party in any action or proceeding, by reason of the fact of such employment or volunteer activity, including actions undertaken in connection with service at the request of the ADS in any capacity for any other corporation, partnership, joint venture, trust, employee benefit plan or other enterprise.

Section 5. Determination of Indemnification.

Indemnification mandated by a final order of a court of competent jurisdiction will be paid. After termination or disposition of any actual or threatened action or proceeding against an Indemnified

Person, if indemnification has not been ordered by a court, the Board of Directors, or a Committee of the Board thereof, shall, upon written request by an Indemnified Person, including any Director, Officer or Key Employee as these terms are defined by the Not-For-Profit Corporation Law of New York State, determine whether and to what extent indemnification is permitted pursuant to these Bylaws. Before indemnification can occur, the Board of Directors, or a Committee of the Board thereof, must expressly find that such indemnification will not violate the provisions of Section 2 of this Article. Only Independent Directors, as that term is defined the Not-For-Profit Corporation Law of New York State, without a personal interest in the outcome, or who is a party to such actual or threatened action or proceeding concerning which indemnification is sought, shall participate in this determination. If a quorum of such Independent Directors, as that term is defined by the Not-For-Profit Corporation Law of New York State, is not obtainable, the Board of Directors, or a Committee of the Board thereof, shall act only after receiving the opinion in writing of independent legal counsel or the ADS's General Counsel, that indemnification is proper in the circumstances under then applicable law and these Bylaws.

Section 6. Binding Effect.

Any person entitled to indemnification under these Bylaws has a legally enforceable right to indemnification which cannot be abridged by amendment of these Bylaws with respect to any event, action or omission occurring prior to the date of such amendment.

Section 7. Insurance.

The ADS is required to purchase adequate Directors and Officers ("D&O") liability insurance. To the extent permitted by law, such insurance shall insure the ADS for any obligation it incurs as a result of this Article, or operation of law, and it may insure directly the Directors, Officers, Key Employees as these terms are defined by the Not-For-Profit Corporation Law of New York State or volunteers of the ADS, for liabilities against which they are not entitled to indemnification under this Article, as well as for liabilities against which they are entitled or permitted to be indemnified by the ADS.

Section 8. Nonexclusive Rights.

The provisions of this Article shall not limit or exclude any other rights to which any person may be entitled under law or contract. The Board of Directors or a Committee of the Board thereof, is authorized to enter into agreements on behalf of the ADS with any Director, Officer or Key Employee, as these terms are defined by the Not-For-Profit Corporation Law of New York State, or volunteer to provide them rights to indemnification or advancement of expenses in connection with potential indemnification in addition to the provisions therefore in this Article, subject in all cases to the limitations of Section 2 of this Article.

ARTICLE XIV. COMMUNICATION

In addition to regular forms of mail and telecommunication, modern day electronic means of written and oral communications may be used for notices of meetings or votes, and if used shall have the same effect as notices by mail or those delivered in person to the fullest extent permitted by law.

ARTICLE XV. STATUTORY COMPLIANCE AND BYLAW AMENDMENT

Section 1. Conflicts of Interest Protocols.

The ADS shall adopt, and at all times honor, the terms of a written conflicts of interest policy to assure that its Directors, Officers and Key Employees act in the ADS's best interest and comply with applicable

legal, regulatory and ethical requirements. The Conflicts of Interest Policy of the ADS shall include, at a minimum, the following provisions:

1.1 Procedures. Procedures for disclosing, addressing, and documenting Conflicts of Interest and Related Party Transactions to the Board of Directors, or authorized committee, as appropriate;

1.2 Restrictions. Stipulations that when the Board of Directors, or authorized committee, as appropriate, is considering a real/potential conflict of interest, the interested party shall not:

- i. be present at, or participate in, any deliberations;
- ii. attempt to influence deliberations; and/or
- iii. cast a vote on the matter.

1.3 Definitions. Definitions of circumstances that could constitute a conflict of interest;

1.4 Documentation. Requirements that the existence and resolution of the conflict be documented in the records of the ADS, including in the minutes of any meeting at which the conflict was discussed or voted upon; and

1.5 Audit-Related Disclosure. Protocols to assure for the disclosures of all real or potential conflicts of interest are properly forwarded to the Secretary of the ADS.

Section 2. Conflicts of Interest Policy.

The Conflicts of Interest Policy of the ADS required in order to comply with the mandates of Section 1 of this Article is annexed hereto, and made a part hereof as Appendix A.

Section 3. Code of Ethical Conduct & Annual Potential Conflicts Disclosure Statement.

The Potential Conflicts Disclosure Statement of the ADS required in order to comply with the mandates of Section 2 of this Article is annexed hereto, and made a part hereof as Appendix B.

Section 4. Whistleblower Protection Policy.

The ADS shall adopt, and at all times honor the terms of a written Whistleblower Protection Policy in an effort to assure that any "Director", "Officer, employee or volunteer" who provides substantial services to the ADS shall be free of fear of intimidation, harassment, discrimination or other forms of retaliation on the part of the ADS, or any of its Directors, Officers, employees or volunteers, as a consequence of the good-faith filing of a report relative to possible violations of any statute, regulation, applicable ethical standard or policy or procedure of the ADS. The Whistleblower Protection Policy of the ADS required in order to comply with this Article is annexed hereto, and made a part hereof as Appendix C.

Section 5. Audit Oversight.

If required by statute, regulation or contract, if deemed necessary and practicable by the Board of Directors, or if mandated by any empowered governmental agency or required by binding contract, the accounts of the ADS shall be subject to an annual audit report or audit review report prepared by an independent Certified Public Accountant to be overseen by the Finance and Audit Committee.

Section 6. Amendment of Bylaws.

- a) The Bylaws may be amended by the members of the ADS at any meeting of the membership. The Board of Directors shall have the power to make Bylaws not inconsistent with law or the Certificate of Incorporation of the ADS and shall have the power to alter, amend or repeal the same. Members shall be notified of any amendment or repeal made by the Board of Directors.
- b) All proposed amendments to the Bylaws must be submitted to the Governance and Bylaws Committee for formatting and comment at least ninety (90) days in advance of the date set for voting upon the measure.

- c) The proposed change shall be published on the ADS's website at least sixty (60) days prior to the date set for voting.
- d) Modifications to the proposed amendment must be made at least 30 days prior to the date set for voting.
- e) The final version of the proposed change must be published on the ADS's website at least 10 days prior to the date set for voting.
- f) Exception. As provided by New York law, the Board of Directors may amend the Bylaws in the event of an emergency such as a natural disaster, fire, or change in law that would render the current Bylaws out of compliance. In the event such emergency exists, bylaw changes may be only to those provisions directly affected.

ARTICLE XVI. FIDUCIARY DUTIES

Section 1. Duty of Care.

All Directors and Officers shall exercise the same standard of care that a reasonable person, with similar abilities, acumen & sensibilities, would exercise under similar circumstances at all times. Each Director and Officer shall endeavor to understand all, or substantially, all of the consequences of his/her actions and/or the omissions.

Section 2. Duty of Loyalty.

No Director or Officer shall be permitted to engage in, or condone, any conduct that is disloyal, disruptive, damaging or competes with the ADS. No Director or Officer shall be permitted to take any action, or establish any interest, that compromises his/her ability to represent the ADS's best interest. All Directors and Officers are expected to represent the interests of the ADS at all times while serving as members of the Board of Directors.

Section 3. Duty of Obedience

No Director or Officer shall be permitted to disobey an authorized decision of the Board of Directors and/or the Membership, if applicable

Article XVII. Non-Discrimination

In all of its dealings, neither the ADS nor its duly authorized agents shall discriminate against any individual or group for reasons of race, color, creed, sex, age, ethnicity, national origin, marital status, sexual preference, mental or physical disability or any category protected by law.

ARTICLE XVIII. REFERENCE TO CERTIFICATE OF INCORPORATION

References in these Bylaws to the Certificate of Incorporation shall include all amendments thereto or changes thereof unless specifically accepted. In the event of a conflict between the Certificate of Incorporation and these Bylaws, the Certificate of Incorporation shall govern.

ARTICLE XIX. ETHICS AND CONFLICT OF INTEREST

- a) The ADS represents the sport of driving in the United States and an affiliate organization of the

United States Equestrian Federation, Inc. We, as a society, its employees, volunteer Officers, members of the Board of Directors and Committees must always conduct our affairs and activities in conformity with the highest ethical standards and principles. The ADS, officers, directors, committee members, volunteers and staff members must comply with the following ethical standards when acting in any way on the behalf of the ADS:

1. Avoid conflicts of interest, both real and perceived.
2. Conduct all dealings with honesty and fairness.
3. Never use the ADS assets or information for personal use or gain.
4. Recognize that even the appearance of misconduct or impropriety can be very damaging to the reputation of the ADS and act accordingly.
5. Comply with procedural guidelines in Policies and Procedures.

ARTICLE XX. GENERAL

Section 1. Corporate Seal.

The Board of Directors shall provide a Corporate Seal which shall be circular in design and shall contain the name of the ADS.

Section 2. Conflicts.

- a) In the event of a conflict between the provisions of the Bylaws and the Policies and Procedures or a resolution of the members of the Board, the Bylaws shall control.
- b) In the event of a conflict between the Policies and Procedures and a resolution of the members or the Board, the Policies and Procedures shall control.

APPENDIX A

Conflicts of Interest, Contracts and Services of Directors, Officers and Employees

Section 1. Purpose

The purpose of the conflict of interest policy is to protect the interest of the ADS when it is contemplating entering into a transaction or arrangement that might benefit the private interest of a Director, Officer, committee member, employee or "disqualified person" (within the meaning of Section 4958 of the Internal Revenue Code of 1986, as amended (the "Code"), and the regulations thereunder) of the ADS or might result in a possible "excess benefit transaction" (within the meaning of Section 4958 of the Code, and applicable regulations). This policy is intended to supplement but not replace any applicable state and federal laws governing conflict of interest applicable to nonprofit and charitable organizations.

Section 2. Definitions

(a) "Interested Person". Any Director, Officer or a member of a committee with governing board delegated powers or employee who has a direct or indirect Financial Interest, as defined below, is an Interested Person.

(b) "Financial Interest". A person has a Financial Interest if the person has, directly or indirectly, through business, investment, or family:

An ownership or investment interest in any entity with which the ADS has a transaction or arrangement;

A compensation arrangement with the ADS or with any entity or individual with which the ADS has a transaction or arrangement;

A potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which the ADS is negotiating a transaction or arrangement; or

An arrangement for payment for the use of intangible property with the ADS or with any entity or individual with which the ADS has a transaction or arrangement.

Compensation includes direct and indirect remuneration as well as gifts or favors that are reasonably considered to be substantial.

Section 3. Disclosure

(a) Prior to election to the Board, in the case of a Director, and prior to appointment and/or employment with the ADS in the case of Officers and employees, and thereafter on an annual basis, all

Interested Persons shall disclose in writing on the ADS's Disclosure Statement, to the best of their knowledge, any Financial Interest such Interested Person may have. A copy of each disclosure statement shall be available to any Director of the ADS on request.

(b) If at any time during his or her term of service, a Director, Officer or employee acquires any Financial Interest or otherwise a circumstance arises which may give rise to a Financial Interest, that

Financial Interest shall be promptly disclosed in writing to the President of the Board and the Chair of the Finance and Audit Committee of the Board in the case of Directors and Officers and to the President of the Board, or to any officer or employee appointed by the President of the Board, in the case of employees.

(c) When any matter for decision or approval comes before the Board or any committee of the Board in which a Director, Officer or employee has a Financial Interest, such Director, Officer or employee shall immediately disclose the Financial Interest to the Board or committee, together with all material facts.

Section 4. Determining Whether a Conflict of Interest Exists

After disclosure of the Financial Interest and all material facts, and after any discussion with the Interested Person, he or she must not be present during the Board or committee meeting while the determination of a conflict of interest is discussed and voted upon. The remaining disinterested Board or committee members shall decide if a conflict of interest exists.

Section 5. Voting

No Director shall vote on any matter in which he or she has a Financial Interest. In the case of a board consisting of three directors, subject to Section 6 below, the unanimous approval of the remaining two shall be required to approve the transaction or arrangement.

Section 6. Non-Participation

(a) Any Interested Person who discloses a Financial Interest in a matter shall leave the room in which discussion is carried on regarding whether a conflict of interest exists and whether to approve the transaction or arrangement in question; provided, however, that the Interested Person may participate in any discussion regarding his or her absence.

(b) Procedures for Addressing the Conflict of Interest:

(i) An Interested Person may make a presentation at the Board or committee meeting, but after the presentation, he/she shall leave the meeting during the discussion of, and the vote on, the transaction or arrangement involving the possible conflict of interest.

(ii) The President of the Board or the chair of the appropriate committee shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement.

(iii) After performing due diligence, the Board or committee shall determine whether the ADS can obtain, with reasonable efforts, a more advantageous transaction or arrangement from a person or entity that would not give rise to a conflict of interest.

(iv) If a more advantageous transaction or arrangement is not reasonably possible under circumstances not producing a conflict of interest, the Board or committee shall make its decision as to whether to enter into the transaction or arrangement, provided that the Board or committee shall not approve a transaction or arrangement that would give rise to a "private inurement" within the meaning of the Section 4958 of the Code and regulations promulgated thereunder.

(v) If such transaction or arrangement is approved by the Board or committee, such Board or committee shall adequately document such approval as provided in Section 9 below.

Section 7. Attempts to Influence

Interested Persons shall not attempt to influence Directors regarding matters in which they have a Financial Interest, without first disclosing that Financial Interest.

Section 8. Compensation

(a) A member of the Board of Directors who receives compensation, directly or indirectly, from the ADS for services is precluded from voting on matters pertaining to that member's compensation.

(b) A member of any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the ADS for services is precluded from voting on matters pertaining to that member's compensation.

(c) No member of the Board of Directors or any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the ADS, either individually or collectively, is prohibited from providing information to any committee regarding compensation.

Section 9. Records of Proceedings

The minutes of the Board and all committees with Board delegated powers shall contain:

(a) The names of the persons who disclosed or otherwise were found to have a Financial Interest in connection with an actual or possible conflict of interest, the nature of the Financial Interest, any action taken to determine whether a conflict of interest was present, and the Board's or committee's decision as to whether a conflict of interest in fact existed.

(b) The names of the persons who were present for discussions and votes relating to the transaction, arrangement or Interested Party Contract, including the fact that the Interested Person left the room during any discussion, the content of the discussion, including any alternatives to the transaction, arrangement or Interested Party Contract, and whether the transaction, arrangement or Interested Party Contract was approved or not.

Section 10. Annual Statements

Each Director, Officer and employee shall annually sign a statement which affirms such person: (a) has received a copy of the conflicts of interest policy as contained in these Bylaws, (b) has read and understands the policy, (c) has agreed to comply with the policy and (d) understands that the ADS is charitable and in order to maintain its federal tax exemption it must engage primarily in activities which accomplish one or more of its tax-exempt purposes.

Section 11. Periodic Reviews

To ensure the ADS operates in a manner consistent with charitable purposes and does not engage primarily in activities that could jeopardize its tax-exempt status, periodic reviews shall be conducted. The periodic reviews shall, at a minimum, include the following subjects:

(a) Whether compensation arrangements and benefits are reasonable, based on competent survey information and the result of arm's length bargaining; and

(b) Whether partnerships, joint ventures, and arrangements with management organizations conform to the ADS's written policies, are properly recorded, reflect reasonable investment or payments for goods and services, further charitable purposes and do not result in inurement, impermissible private benefit or in an excess benefit transaction.

Section 12. Use of Outside Experts

When conducting the periodic reviews as provided for in Section 11, the ADS may, but need not, use outside advisors. If outside experts are used, their use shall not relieve the Board of its responsibility for ensuring periodic reviews are conducted.

APPENDIX B

Board and Employee Version

Code of Ethical Conduct & Annual Potential Conflicts Disclosure Statement

-Code of Ethical Conduct-

The ADS is committed to maintaining the highest standard of conduct in carrying out our fiduciary obligations in pursuit of our tax-exempt mission and purposes. As such, each and every Director, Officer and Key Employee (to the extent applicable) shall adhere to the following code of conduct:

Bylaws & Policies

- Be aware of and fully abide by the constitution, bylaws, rules and regulations of the ADS and policies of the ADS, pursuant to the New York Not-for-Profit Corporation Law (NPCL).
- Assure compliance of the ADS with respect to all statutes, regulations and contractual requirement.
- Respect and fully support the duly-made decisions of the Board of Directors in accordance with their fiduciary duties of obedience and loyalty.
- Respect the work and recommendations of committees who are duly charged and have convened and deliberated accordingly, pursuant to the N-PCL.
- Work diligently to ensure that the Board fully assumes its role as a policy-making, governing body.

Informed Participation

- Attend meetings of the Board and assigned committees.
- Remain informed of all matters, including financial, that come before the Board and/or assigned committees.
- Respect and follow the "chain of command" of the Board and administration.
- Constructively and appropriately bring to the attention of the Board, Officers, committee chairs and/or appropriate staff any questions, personal views, opinions and comments of significance on relevant matters of governance, policymaking and our constituencies.
- Oppose, on the record, Board actions with which one disagrees or is in serious doubt appropriately challenge, within the structure and bylaws of the ADS, those binding decisions that violate the legal, fiduciary or contractual obligations of the ADS.
- Do not fully commit to others or self to vote a particular way on an issue before participating in a deliberation session in which the matter is discussed and action duly taken.
- Act in ways that do not interfere with the duties or authority of staff.

Conflict of Interest, Representation & Confidentiality

- Represent the best interests of the ADS at all times and declare any and all duality of interests or conflicts of interests, material or otherwise, that may impede or be perceived as impeding the capacity to deliberate or act in the good faith, on behalf of the best interests of the ADS.
- Conform to the procedures for such disclosure and actions as stated in the bylaws or otherwise

established by the Board, pursuant to N-PCL.

- Not seek or accept, on behalf of self or any other person, any financial advantage or gain that may be offered because, or as a result, of the Board Member's affiliation with the ADS.
- Publicly support and represent the duly made decisions of the Board.
- Speak positively of the organization to the ADS members, and all current and potential stakeholders and constituencies.
- Do not take any public position representing the ADS on any issue that is not in conformity with the official position of the ADS.
- Do not use or otherwise relate one's affiliation with the Board to independently promote or endorse political candidates or parties for the purpose of election.
- Maintain full confidentiality and proper use of information obtained as a result of Board service in accordance with Board policy or direction.

Interpersonal

- Speak clearly, listen carefully to and respect the opinions of fellow Board members and key staff.
- Promote collaboration and partnership among all members of the Board.
- Maintain open communication and an effective partnership with the Board's officer and committee leadership.
- Remain "solution focused", offering criticism only in a constructive manner.
- Not filibuster or engage in activities during meetings that are intended to impede or delay the progress and work of the Board because of differences in opinion or other personal reasons.
- Always work to develop and improve one's knowledge and skills that enhances one's abilities as a Director.

- Annual Potential Conflicts Disclosure Statement -

As a Director or Officer or Key Employee of the ADS, prior to being seated on the Board of Directors or commencing employment with the ADS, as appropriate, and annually thereafter, you are required to truthfully, completely and accurately disclose all information requested herein and to promptly update all such information as circumstances may change from time-to-time.

Please mark 'Yes' or 'No' where indicated & provide additional information when requested.

Financial Information Return Disclosure Responses to the following questions are required in order to complete financial information returns annually submitted to the Internal Revenue Service and the Office of the Attorney General.

1. Have you served as an officer, director, trustee, key employee, partner or member of, or hold a thirty-five percent (35%) or greater ownership or beneficial interest, or in the case of a partnership or professional corporation a direct or indirect ownership interest in excess of five percent (5%) in an entity which during the most recently completed, or current, fiscal year, had, or are reasonable anticipated to have, a direct or indirect business relationship with the ADS?

No _____ Yes _____ If Yes, briefly describe below & attach a detailed explanation.

2. Have you, individually, or through an entity where you hold a thirty-five percent (35%) or greater ownership or beneficial interest, or in the case of a partnership or professional corporation a direct or indirect ownership interest in excess of five percent (5%), during the most recently complete or current fiscal year, had, or are reasonable anticipated to have, a direct or indirect business relationship, with any individual who is a current or former Officer, Director or Key Employee of the ADS?

No _____ Yes _____ If Yes, briefly describe below & attach a detailed explanation.

3. Do you have a Relative who, during the most recently completed or current fiscal year had, or is reasonably anticipated to have, a direct or indirect business relationship with the ADS?

No _____ Yes _____ If Yes, briefly describe below & attach a detailed explanation.

4. Have you, or did you have a Relative who, during the most recently completed, or current fiscal year had, or is reasonably anticipated to have any transaction with the ADS that might reasonably be considered a real or potential conflict of interest pursuant to the ADS's Board of Directors Conflicts of Interest Policy, which has not been otherwise disclosed herein?

No _____ Yes _____ If Yes, briefly describe below & attach a detailed explanation.

5. Have you been provided with, properly reviewed and reasonably understand the terms of the ADS's current written Board of Directors Conflicts of Interest Policy?

No _____ Yes _____ If No, briefly describe below & attach a detailed explanation.

Independent Director Assessment Disclosure

In order to qualify as an Independent Director, as defined by the New York Not-for-Profit Corporation Law, an Officer or Director must respond to each of the following questions, although failure to respond in the negative to all questions shall not necessarily preclude such an Officer or Director from serving on the Board of Directors.

1. Are you currently, or have you been within the last three (3) fiscal years, an employee of an Affiliate of the ADS?

No _____ Yes _____ If Yes, briefly describe below & attach a detailed explanation.

2. Do you have a Relative who is, or has been within the last three years, a Key Employee of the ADS or an Affiliate of the ADS?

No _____ Yes _____ If Yes, briefly describe below & attach a detailed explanation.

3. Have you received, within the last three (3) fiscal years, more than ten thousand dollars (\$10,000) in direct compensation from the ADS or an Affiliate of the ADS other than reimbursement for out-of

pocket expenses?

No _____ Yes _____ If Yes, briefly describe below & attach a detailed explanation.

4. Do you have a Relative who has received, within the last three (3) fiscal years, more than ten thousand dollars (\$10,000) in direct compensation from the ADS or an Affiliate of the ADS other than reimbursement for out-of-pocket expenses?

No _____ Yes _____ If Yes, briefly describe below & attach a detailed explanation.

5. Are you a current officer or employee of, or do you have a substantial financial interest in, any, entity that has made payments to or received payments from the ADS or an Affiliate of the ADS for property or services in an amount which, within the last three (3) fiscal years, exceeds the lesser of twenty-five thousand dollars (\$25,000) or two percent (2%) of such entity's consolidated gross revenue? For purposes of this question, the definition the term payments does not include charitable contributions.

No _____ Yes _____ If Yes, briefly describe below & attach a detailed explanation.

6. Do you have a Relative who is a current officer or employee of, or has a substantial financial interest in, any entity that has made payments to or received payments from the ADS or an Affiliate for property or services in an amount which, within the last three (3) fiscal years, exceeds the lesser of twenty-five thousand dollars (\$25,000) of two percent (2%) of such entity's consolidated gross revenue? For purposes of this question, the definition the term payments do not include charitable contributions.

No _____ Yes _____ If Yes, briefly describe below & attach a detailed explanation.

-Certification-

I, the undersigned, certify that I have read and understand this Code of Ethical Conduct & Annual Conflicts Disclosure Statement. I agree that my actions will comply with the disclosures found in this document. I further affirm that neither I, as a Related Party, nor any Relative have, or had, an interest, or have taken any action that contravenes, or is likely to contravene, the Conflicts of Interests Policy of the ADS or otherwise impedes my ability to act as a fiduciary and in the best interests of the ADS, except those that may have been disclosed herein.

Name (Please Print)

Signature/Date

APPENDIX B
- Committee Member's Version -
Code of Ethical Conduct & Annual Potential Conflicts Disclosure Statement

-Code of Ethical Conduct-

The ADS is committed to maintaining the highest standard of conduct in carrying out our fiduciary obligations in pursuit of our tax-exempt mission and purposes. As such, each and every Committee Member (to the extent applicable to their role) shall adhere to the following code of conduct:

Bylaws & Policies

- Be aware of and fully abide by the constitution, bylaws, rules and regulations of the ADS and policies of the ADS, pursuant to the New York Not-for-Profit Corporation Law (NPCL).
- Assure compliance of the ADS with respect to all statutes, regulations and contractual requirement.
- Respect and fully support the duly-made decisions of the Board of Directors in accordance with their fiduciary duties of obedience and loyalty.
- Respect the work and recommendations of committees who are duly charged and have convened and deliberated accordingly, pursuant to the NPCL.
- Work diligently within their committee to ensure that the Board fully assumes its role as a policy-making, governing body.
-

Informed Participation

- Attend meetings of the assigned committees.
- Remain informed of all matters, including financial, that come before the assigned committees.
- Respect and follow the "chain of command" of the Board and administration.
- Constructively and appropriately bring to the attention of the Board, Officers, committee chairs and/or appropriate staff any questions, personal views, opinions and comments of significance on relevant matters of governance, policymaking and our constituencies.
- Oppose, on the record, Committee actions with which one disagrees or is in serious doubt appropriately challenge, within the structure and bylaws of the ADS, those binding decisions that violate the legal, fiduciary or contractual obligations of the ADS.
- Do not fully commit to others or self to vote a particular way on an issue before participating in a deliberation session in which the matter is discussed and action duly taken.
- Act in ways that do not interfere with the duties or authority of staff.

Conflict of Interest, Representation & Confidentiality

- Represent the best interests of the ADS at all times and declare any and all duality of interests or conflicts of interests, material or otherwise, that may impede or be perceived as impeding the capacity to deliberate or act in the good faith, on behalf of the best interests of the ADS.
- Conform to the procedures for such disclosure and actions as stated in the bylaws or otherwise established by the Board, pursuant to N-PCL.

- Not seek or accept, on behalf of self or any other person, any financial advantage or gain that may be offered because, or as a result, of the Committee Member's affiliation with the ADS.
- Publicly support and represent the duly made decisions of the Committee and the Board.
- Speak positively of the organization to the ADS members, and all current and potential stakeholders and constituencies.
- Do not take any public position representing the ADS on any issue that is not in conformity with the official position of the ADS.
- Do not use or otherwise relate one's affiliation with the Board to independently promote or endorse political candidates or parties for the purpose of election.
- Maintain full confidentiality and proper use of information obtained as a result of Committee service in accordance with Board policy or direction.

Interpersonal

- Speak clearly, listen carefully to and respect the opinions of fellow Committee members and key staff.
- Promote collaboration and partnership among all members of the Committee and the Board.
- Maintain open communication and an effective partnership with the Board's officer and committee leadership.
- Remain "solution focused", offering criticism only in a constructive manner.
- Not filibuster or engage in activities during meetings that are intended to impede or delay the progress and work of the Committee because of differences in opinion or other personal reasons.
- Always work to develop and improve one's knowledge and skills that enhances one's abilities as a Committee member.

- Annual Potential Conflicts Disclosure Statement -

As a Committee member of the ADS, prior to being seated, and annually thereafter, you are required to truthfully, completely and accurately disclose all information requested herein and to promptly update all such information as circumstances may change from time-to-time.

Please mark 'Yes' or 'No' where indicated & provide additional information when requested.

Financial Information Return Disclosure Responses to the following questions are required in order to complete financial information returns annually submitted to the Internal Revenue Service and the Office of the Attorney General.

1. Have you served as an officer, director, trustee, key employee, partner or member of, or hold a thirty-five percent (35%) or greater ownership or beneficial interest, or in the case of a partnership or professional corporation a direct or indirect ownership interest in excess of five percent (5%) in an entity which during the most recently completed, or current, fiscal year, had, or are reasonable anticipated to have, a direct or indirect business relationship with the ADS?

No _____ Yes _____ If Yes, briefly describe below & attach a detailed explanation.

2. Have you, individually, or through an entity where you hold a thirty-five percent (35%) or greater ownership or beneficial interest, or in the case of a partnership or professional corporation a direct or indirect ownership interest in excess of five percent (5%), during the most recently complete or current fiscal year, had, or are reasonable anticipated to have, a direct or indirect business relationship, with any individual who is a current or former Officer, Director or Key Employee of the ADS?

No _____ Yes _____ If Yes, briefly describe below & attach a detailed explanation.

3. Do you have a Relative who, during the most recently completed or current fiscal year had, or is reasonably anticipated to have, a direct or indirect business relationship with the ADS?

No _____ Yes _____ If Yes, briefly describe below & attach a detailed explanation.

4. Have you, or did you have a Relative who, during the most recently completed, or current fiscal year had, or is reasonably anticipated to have any transaction with the ADS that might reasonably be considered a real or potential conflict of interest pursuant to the ADS's Board of Directors Conflicts of Interest Policy, which has not been otherwise disclosed herein?

No _____ Yes _____ If Yes, briefly describe below & attach a detailed explanation.

5. Have you been provided with, properly reviewed and reasonably understand the terms of the ADS's

current written Board of Directors Conflicts of Interest Policy?

No ____ Yes ____ If No, briefly describe below & attach a detailed explanation.

Independent Director or Committee Member Assessment Disclosure

In order to qualify as an Independent Director, as defined by the New York Not-for-Profit Corporation Law, an Officer or Director must respond to each of the following questions, although failure to respond in the negative to all questions shall not necessarily preclude such an Officer of Director from serving on the Board of Directors. The ADS Board has extended this requirement to all Committee Members.

1. Are you currently, or have you been within the last three (3) fiscal years, an employee of an Affiliate of the ADS?

No ____ Yes ____ If Yes, briefly describe below & attach a detailed explanation.

2. Do you have a Relative who is, or has been within the last three years, a Key Employee of the ADS or an Affiliate of the ADS?

No ____ Yes ____ If Yes, briefly describe below & attach a detailed explanation.

3. Have you received, within the last three (3) fiscal years, more than ten thousand dollars (\$10,000) in direct compensation from the ADS or an Affiliate of the ADS other than reimbursement for out of pocket expenses?

No ____ Yes ____ If Yes, briefly describe below & attach a detailed explanation.

4. Do you have a Relative who has received, within the last three (3) fiscal years, more than ten thousand dollars (\$10,000) in direct compensation from the ADS or an Affiliate of the ADS other than reimbursement for out-of-pocket expenses?

No _____ Yes _____ If Yes, briefly describe below & attach a detailed explanation.

5. Are you a current officer or employee of, or do you have a substantial financial interest in, any, entity that has made payments to or received payments from the ADS or an Affiliate of the ADS for property or services in an amount which, within the last three (3) fiscal years, exceeds the lesser of twenty-five thousand dollars (\$25,000) or two percent (2%) of such entity's consolidated gross revenue? For purposes of this question, the definition the term payments do not include charitable contributions.

No _____ Yes _____ If Yes, briefly describe below & attach a detailed explanation.

6. Do you have a Relative who is a current officer or employee of, or has a substantial financial interest in, any entity that has made payments to or received payments from the ADS or an Affiliate for property or services in an amount which, within the last three (3) fiscal years, exceeds the lesser of twenty-five thousand dollars (\$25,000) of two percent (2%) of such entity's consolidated gross revenue? For purposes of this question, the definition the term payments do not include charitable contributions.

No _____ Yes _____ If Yes, briefly describe below & attach a detailed explanation.

-Certification-

I, the undersigned, certify that I have read and understand this Code of Ethical Conduct & Annual Conflicts Disclosure Statement. I agree that my actions will comply with the disclosures found in this document. I further affirm that neither I, as a Related Party, nor any Relative have, or had, an interest, or have taken any action that contravenes, or is likely to contravene, the Conflicts of Interests Policy of the ADS or otherwise impedes my ability to act as a fiduciary and in the best interests of the ADS, except those that may have been disclosed herein.

Signature/Date

Name _____

Please Print

,

Signature/Date

APPENDIX C

Whistleblower Protection Policy

1. Intent

The ADS shall endeavor to protect any Director, employee or volunteer who provides substantial services to the ADS from intimidation, harassment, discrimination or other forms of retaliation on the part of the ADS, or any of its Directors, employees or volunteers, as a consequence of the good faith filing of a report relative to possible violations of any statute, regulation, applicable ethical standard or policy or procedure of the ADS.

2. Disclosure

If any Director, Officer, employee or volunteer reasonable believes that some policy, practice, or activity of the ADS, or of another individual or entity with whom the ADS has a substantial business relationship exceeding ten thousand dollars (\$10,000), may violate any statute, regulation, applicable ethical standard or policy or procedures of the ADS, such individual is required to file a confidential written report summarizing his/her concerns with the Vice-President of the ADS or a designated Employee Protection Officer, as appropriate.

3. Investigation & Resolution

The investigation of any alleged misconduct or omission governed by this policy shall be conducted in the follow manner:

- a. the subject Director, Officer, employee or volunteer shall file the confidential written report with the Vice-President within thirty (30) days of witnessing the alleged misconduct or omission, whereupon said Vice-President shall act as follows:
 - i. Maintain the confidentiality of subject Director, employee or volunteer by not disclosing to other Directors, employees or volunteers of the ADS, the existence of the alleged misconduct or omission, the underlying factual circumstances of the filing of the written report, except as needed in order to properly investigate the matter;
 - ii. Conduct an appropriate investigation of the matter within approximately thirty (30) days of receipt of the written report, or as soon as practicable thereafter;
 - iii. Review the policies and procedure of the ADS, making particular note of the alleged misconduct or omission;
 - iv. Assess, in the most confidential manner possible, the concerns of the subject Director, employee or volunteer, via written questionnaire and/or interview, as well as those of other Directors, employees or volunteers who may have an understanding of, or be complicit in, the alleged misconduct or omission, in order to form an informative opinion of the matter and, if necessary, potential recommendations for resolution;
- v. Prepare and submit a written report on the matter to either the Audit and Finance

Committee or an Ad Hoc Whistleblower-Employee Protection Committee of the Board, as appropriate, together with recommendations as to resolution and a time line for implementation of recommended action; and

vi. Forward a copy of the written report to the Entire Board of Directors.

- b. the Audit and Finance Committee or Whistleblower-Employee Protection Committee, as appropriate, shall act on the written report of the Vice-President, review findings and recommendation identified therein, and submit to the Board of Directors a written assessment of the matter, recommendations as to resolution and a timeline for implementation of recommended actions.
- c. upon receipt of the written report of the Vice-President, and the written assessment of the Audit and Finance Committee or Whistleblower-Employee Protection Committee, as appropriate, the Board of Directors, at its next scheduled Regular Meeting, or a Special Meeting called for that purpose, shall consider the matter and render binding determinations as to resolution, up to, and including, the suspension or removal of any Director, employee or volunteer of the ADS found to have engaged in the subject misconduct or omission.

4. Retaliation Protections

Upon filing a written report of alleged violation(s) of statute, regulation or applicable ethical standard, any such Director, employee or volunteer shall be protected, directly and indirectly from intimidation, harassment, discrimination or other forms of retaliation on the part of the ADS or any of its Directors, employees or volunteers.

5. Documentation

The Board of Directors shall assure that the matter is properly documented in the records of the ADS, including minutes of any meeting of any Committee and the Board where the matter was considered and/or addressed, paying particular attention to the confidentiality of this policy.

6. Limitations

This policy does not protect any Director, employee or volunteer of the ADS acting in bad faith; who is deliberately dishonest; and/or, has personally garnered profit, or some other advantage, to which he/she is not legally entitled. No Director, employee or volunteer should expect protection under this policy if he/she is complicit in the misconduct or omission that is the subject of his/her concern, unless his/her complicity is, itself, prompted by duress or is motivated by reasonable fear of some form of intimidation, harassment, discrimination or other form of retaliation.

7. Publication

A copy of the policy shall be distributed to all Directors, employees and volunteers who provide substantial service to the ADS.