

Proposed amendments to the ENYDCTA By-laws to be voted on by the members at the Annual Meeting held on November 18, 2023

Section 1.01. NAME

The name of the corporation is the Eastern New York Dressage and Combined Training Association, Ltd. (the “Corporation”). The Corporation is a Charitable/Non-Charitable Not-for-Profit Corporation organized pursuant to Section 102 of the Not-For-Profit Corporation Law and exempt from taxation under 501(c)(3)(a) of the Internal Revenue Code.

Section 3.01. QUALIFICATIONS FOR MEMBERSHIP

Any individual who expresses an interest in furthering the purposes of the Corporation and wishes to affiliate with the Corporation, agreeing to abide by the By-laws of the Corporation, shall be duly admitted as a member of the Corporation in good and regular standing upon submission of a membership application and payment of dues for the first year of membership. Acceptance of the aforesaid application by the President, Treasurer or Recording Secretary shall be required to affect admission.

- (a) There shall be ~~four~~ ~~three~~ ~~(4)~~ ~~(3)~~ classes of membership in the Corporation as described herein:
- i. Single Membership – individuals twenty-one years of age or over. The annual dues for individual members shall be set by the Board, and shall be payable on December 1 of each calendar year for current members, or upon joining, for new members. Single members may attend all meetings of the Corporation and shall be voting members, entitled to vote on any and all matters affecting the Corporation, including the election of Officers.
 - ii. Business Membership. The annual dues for a business membership shall be set by the Board, and shall be payable on December 1 of each calendar year, for current members, or upon joining, for new members. Each Business member is entitled to one vote, and may vote on any and all matters affecting the Corporation, including the election of Officers. Business members may attend all meetings of the Corporation.
 - iii. Junior Membership – individuals who are under twenty-one years of age. Dues for the junior members shall be set by the Board, and shall be payable on December 1 of each calendar year for current members, or upon joining, for new members. Junior members may attend all meetings of the Corporation, ~~but may not vote on any matter affecting the Corporation.~~ Junior members who are 18 years of age or older are entitled to vote on any and all matters affecting the Corporation, including the election of Officers.
 - iv. Household Membership – individuals who reside in the same household may join under a household membership. Dues for the household memberships shall be set by the Board, and shall be payable on December 1 of each calendar year for current members, or upon joining for new members. Individuals who are 18 years of age or older with household

memberships may attend all meetings of the Corporation and shall be voting members, entitled to vote on any and all matters affecting the Corporation, including the election of Officers.

Section 3.02. MEMBERSHIP MEETINGS

The annual membership meeting of the Corporation shall be held ~~no less than once per year during the month of November of each year~~, at a date and time to be fixed by the Board of Directors for the purpose of electing Officers and for the transaction of such other business as may come before the meeting.

Section 3.03. SPECIAL MEETINGS

Special meetings of the Corporation may be called by the President. The Secretary shall cause a notice of such meeting to be mailed and/or emailed to all members at their addresses and/or email addresses as they appear in the membership roll book at least ten days but not more than fifty days before the scheduled date of such meeting. Such notice shall state the date, time, place and purpose of the meeting and by whom called.

Section 4.03. MEMBER-AT-LARGE

Up to six ~~Two~~ members may be elected to the Board of Directors at the biennial election of Officers by a majority of the members then voting. The members thus elected will be designated as members-at-large and shall serve as members of the Board of Directors until the expiration of the term for which s/he was elected and until her or his successor has been elected and shall have qualified, or until her or his prior resignation or removal. No members may be elected as members-at-large to the Board of Directors unless such member is at least eighteen ~~nineteen~~ years of age at the commencement of the term to which elected and shall have been a member in good and regular standing, by the payment of annual dues, for a minimum of one year prior to commencement of term to which elected.

Section 4.04. EMERITUS BOARD MEMBER

Up to one member may be elected as an emeritus board member at the biennial election of Officers by a majority of the members then voting. The emeritus member thus elected shall serve one term and shall not be entitled to vote on any matters, and shall serve in an advisory capacity only. No member may be elected as an emeritus board member unless such member has previously served at least one full term as an Officer.

[Sections 4.05 through 4.19: Re-numbered to account for the new Section 4.04.]

Section 4.154. RESPONSIBILITIES

Subject to the limitation of the Certificate of Incorporation and these By-laws, the activities and affairs of the Corporation shall be conducted and all corporate powers shall be exercised by or under the direction of the Board of Directors. The Board of Directors may delegate activities of the Corporation to any person or persons, a management company, or committees however composed, provided that the activities and affairs of the Corporation shall be managed and all

corporate powers shall be exercised under the ultimate direction of the Board of Directors. The responsibilities of the Board of Directors are:

- (a) To conduct, manage, and supervise the affairs and activities of the Corporation in an efficient and timely way.
- (b) To establish and enforce the By-laws and any other rules, regulations, policies or procedures governing the activities of the Corporation.
- (c) To select and remove any employee, agent, or representative of the Corporation.
- (d) To approve the addition, re-election, or replacement of any Director or Officer.
- (e) To approve contracts, agreements, or any other documents with legal, policy or fiscal implications.
- (f) To authorize any Director, Officer, employee, agent or representative to enter into any contract or other agreement for the Corporation.
- (g) To approve the Corporation's annual budget for the coming year.
- (h) To set an annual schedule of meetings.
- (i) To delegate, when necessary, to Officers or other Directors, specific responsibilities that are not stated in the By-Laws.
- (j) To authorize the borrowing of money or the incurring of indebtedness for the Corporation's purposes.
- (k) To accept any contribution, gift, bequest or devise for the Corporation purposes.
- (l) To assign duties to any standing or special committee as necessary.

Section 5.01. OFFICES, ELECTION, TERM

Officers of the association shall be limited to President, Vice-President, Recording Secretary, Corresponding Secretary, Treasurer, ~~and~~ Editor of the Newsletter, and Volunteer Coordinator, who shall have duties, powers and functions as hereinafter provided. Since 1979, all Officers are elected on a biennial basis, the election being held at the annual meeting. Each Officer shall hold office for two years and serve for the term for which he or she was elected until his or her successor has been elected and qualified.

Section 5.08. EDITOR OF THE NEWSLETTER

The Editor shall be responsible for collecting and correlating all material which is to be published in the newsletter. She or he is responsible for its publication and mailing and/or emailing to all members of the organization as well as to people carried on the mailing list. S/he shall also be responsible for seeing that the newsletter is published at least ten (10) times per year. Material which is to be published is to be presented to the Board for discussion and approval, when areas of controversy or major expense are concerned.

The seal of the Corporation shall be maintained by the President. as follows:

Article XIII. CONFLICT OF INTEREST

Section 13.01. ADOPTION OF CONFLICT OF INTEREST POLICY PURPOSE

The Board of Directors shall adopt a conflict of interest policy.

~~The purpose of the conflict of interest policy is to protect the interest of this tax-exempt organization's (ENYDCTA) interest when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an Officer or Director of the Corporation or might result in a possible excess benefit transaction. 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 13.02. DEFINITIONS~~

~~1. Interested Person~~

~~Any Director, principal Officer, or member of a committee with governing board delegated powers, who has a direct or indirect financial interest, as defined below, is an interested person.~~

~~2. Financial Interest~~

~~A person has a financial interest if the person has, directly or indirectly, through business, investment or family:~~

- ~~(a) An ownership or investment interest in any entity with which the Corporation has a transaction or arrangement;~~
- ~~(b) A compensation arrangement with the Corporation or with any entity or individual with which the Corporation has a transaction or arrangement; or~~
- ~~(c) A potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which the Corporation is negotiating a transaction or arrangement. Compensation includes direct and indirect remuneration as well as gifts or favors that are not insubstantial. A financial interest is not necessarily a conflict of interest. Under Section 13.03, paragraph (b), a person who has a financial interest may have a conflict of interest only if the appropriate governing board or committee decides that a conflict of interest exists.~~

~~Section 13.03. PROCEDURES~~

~~1. Duty to Disclose~~

~~In connection with any actual or possible conflict of interest, an interested person must disclose the existence of the financial interest and be given the opportunity to disclose all material facts to the Directors and members of committees with governing board delegated powers considering the proposed transaction or arrangement.~~

~~2. 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/she shall leave the governing board or committee meeting while the determination of a conflict of interest is discussed and voted upon. The remaining board or committee members shall decide if a conflict of interest exists.~~

~~Procedures for Addressing the Conflict of Interest~~

- ~~(a) — An interested person may make a presentation at the governing 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.~~
- ~~(b) — The chairperson of the governing board or committee shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement.~~
- ~~(c) — After exercising due diligence, the governing board or committee shall determine whether the Corporation 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.~~
- ~~(d) — If a more advantageous transaction or arrangement is not reasonably possible under circumstances not producing a conflict of interest, the governing board or committee shall determine by a majority vote of the disinterested Directors whether the transaction or arrangement is in the Corporation's best interest, for its own benefit, and whether it is fair and reasonable. In conformity with the above determination it shall make its decision as to whether to enter into the transaction or arrangement.~~

~~4. — Violations of the Conflicts of Interest Policy~~

- ~~(a) — If the governing board or committee has reasonable cause to believe a member has failed to disclose actual or possible conflicts of interest, it shall inform the member of the basis for such belief and afford the member an opportunity to explain the alleged failure to disclose.~~
- ~~(b) — If, after hearing the member's response and after making further investigation as warranted by the circumstances, the governing board or committee determines the member has failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action.~~

~~Section 13.04. RECORDS OF PROCEEDINGS~~

~~The minutes of the governing 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 governing 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 or arrangement, the content of the discussion, including any~~

~~alternatives to the proposed transaction or arrangement, and a record of any votes taken in connection with the proceedings.~~

~~Section 13.05. COMPENSATION~~

- ~~(a) — A voting member of the governing board who receives compensation, directly or indirectly, from the Corporation for services is precluded from voting on matters pertaining to that member's compensation.~~
- ~~(b) — A voting member of any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the Corporation for services is precluded from voting on matters pertaining to that member's compensation.~~
- ~~(c) — No voting member of the governing board or any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the Corporation, either individually or collectively, is prohibited from providing information to any committee regarding compensation.~~

~~Section 13.06. ANNUAL STATEMENTS~~

~~Each Director, principal Officer and member of a committee with governing board delegated powers shall annually sign a statement which affirms such person:~~

- ~~(a) — Has received a copy of the conflicts of interest policy,~~
- ~~(b) — Has read and understands the policy,~~
- ~~(c) — Has agreed to comply with the policy, and~~
- ~~(d) — Understands the Corporation 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 13.07. PERIODIC REVIEWS~~

~~To ensure the Corporation operates in a manner consistent with charitable purposes and does not engage 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.~~
- ~~(b) — Whether partnerships, joint ventures, and arrangements with management organizations conform to the Corporation 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 13.08. USE OF OUTSIDE EXPERTS~~

~~When conducting the periodic reviews as provided for in Section 13.07, the Corporation may, but need not, use outside experts. If outside experts are used, their use shall relieve the governing board of its responsibility of ensuring periodic review are conducted.~~