

**BYLAWS OF
THE OREGON DRESSAGE SOCIETY, INC.**

ARTICLE I: PURPOSE

The Oregon Dressage Society (the Corporation) shall be organized and operated exclusively for charitable, scientific, athletic, artistic, and educational purposes. Subject to the limitations stated in the Articles of Incorporation, the purposes of this corporation shall be to engage in any lawful activities, none of which are for profit, for which corporations may be organized under Chapter 65 of the Oregon Revised Statutes (or its corresponding future provisions).

The purpose of the Oregon Dressage Society is to educate, promote and inspire its members and the general public through programs, publications and competitions, in a way that enhances the image of Dressage and promotes the welfare of the horse. The program of the Oregon Dressage Society shall be designed to offer a framework in which individuals can progress with dressage schooling of themselves and their horses.

ARTICLE II: MEMBERS

SECTION 1. CLASSES AND VOTING

The Oregon Dressage Society is an organization of members. Members in good standing in all classes are entitled to attend Board meetings and to participate in activities of the organization. Members 18 years of age or older as of November 1 of the membership year are deemed statutory members as defined by ORS 65.001d(28) and may vote in the selection of the Board of Directors and in all matters for which a membership vote is permitted except that members may not amend or repeal these Bylaws or adopt new ones. All members shall abide by these Bylaws and Amendments. Membership shall be composed of six classes of members: (1) life, (2) business, (3) patron, (4) adult, (5) junior/young rider, (6) additional supporting family members.

SECTION 2. APPLICATION FOR MEMBERSHIP

Application for membership shall be open to all people and shall be made in such forms as prescribed by the Board of Directors. The application form must be accompanied by the required fee for current dues for the class of membership.

SECTION 3. GOOD STANDING

A member shall be considered a member in good standing if the member's dues are paid in full for the current year and the member has not been suspended or expelled from the organization pursuant to Section 4.

SECTION 4. SUSPENSION OR EXPULSION

A member may be suspended or expelled with or without cause from the organization pursuant to a majority vote of the Board of Directors. This member shall have at least fifteen days written notice by first class or certified mail of the termination and the reason for the termination, and an opportunity for the member to be heard by the Board, orally or in writing, not less than five days before the effective date of the termination. Failure to

pay outstanding dues after proper notice as described in the ODS Policies and Procedures manual will result in immediate suspension without a Board hearing. Suspended or expelled members are ineligible for ODS awards and give up all their rights and privileges as ODS members for the remainder of the membership year. The decision of the Board is final and shall not be reviewable by any court.

SECTION 5. CHAPTER AFFILIATION

Members may choose to affiliate or not to affiliate with an ODS chapter at no additional cost of dues. Members may change chapter affiliation at any time with written notice to the ODS office.

SECTION 6. ANNUAL MEETING

The annual meeting of the members shall be held the first Saturday of November at 10 a.m. or at another time fixed by the Board of Directors.

SECTION 7. SPECIAL MEETINGS

Special meetings of the members shall be held at the call of the Board of Directors, or by the call of the holders of at least five percent of the voting power of the corporation by a demand signed, dated, and delivered to the ODS Secretary. Such demand by the members shall describe the purpose for the meeting.

SECTION 8. NOTICE OF MEETINGS

Notice of all meetings of the members shall be given to each member at the last address of record, by first class mail at least seven days before the meeting, or by means other than first class mail at least thirty but not more than sixty days before the meeting. The notice shall include the date, time, place, and purposes of the meeting.

SECTION 9. GENERAL MEMBERSHIP QUORUM

A minimum of five percent of the General Membership shall constitute a quorum for any meeting of the General Membership. If a quorum is present, action is taken by an affirmative vote of a majority of the General Members present.

SECTION 10. PROXY

There shall be no voting by proxy.

ARTICLE III: CHAPTERS

SECTION 1. FORMATION

Chapters may be formed in order to give ODS members the opportunity to organize locally for the promotion of educational activities and competitions in their local areas designed for their particular needs, while participating in dressage on a statewide level.

SECTION 2. APPLICATION

To become a recognized Chapter, an application stating the needs for the local area and the plans for development in dressage in that area must be submitted to the Board of directors for approval. The application must be sponsored by at least thirteen ODS

members in good standing. Requests to form out-of-state chapters will be considered by the Board of Directors on a case-by-case basis.

SECTION 3. CHAPTER BYLAWS

Chapters may establish their own bylaws which will be placed on file with ODS. Chapter bylaws may not conflict with ODS bylaws. ODS bylaws shall govern any chapter without its own bylaws on file or in any matter not addressed in the chapter's bylaws.

SECTION 4. FINANCIAL REPORT

At the end of each financial year as determined by the Board of Directors, the chapter shall submit a complete, accurate financial report to the ODS Treasurer or designate.

SECTION 5. CHAPTER DISSOLUTION

In the event that a chapter decides to dissolve, the chapter must notify the Board of Directors in writing within 30 days of the decision to dissolve. All assets of the chapter shall be turned over to ODS within 60 days of the decision to dissolve.

ARTICLE IV: BOARD OF DIRECTORS

SECTION 1. DUTIES

The affairs of the Oregon Dressage Society shall be managed by the Board of Directors.

SECTION 2. NUMBER

The Board of Directors shall consist of at least six Directors and four Regional Representatives. In the event that the offices of Treasurer and Secretary are filled by qualified ODS members in good standing who are neither Directors or Regional Representatives at the time of their election to said offices by the Board of Directors (Article V Section3), the holders of these offices become Directors for the term of that office. The number of directors may be fixed or changed by the members or the directors.

SECTION 3. TERM AND ELECTION OF DIRECTORS

Each Director shall serve a three-year term. Expiration of Directors' terms shall be staggered so that two Directors' terms expire in the same year. There shall be no limit on the number of terms a Director may serve. Nominations for Directors may be submitted by any ODS member in good standing according to procedures determined by the Board of Directors. All members in good standing who are 18 years of age or older as of November 1 of the membership year may vote in the election of Directors according to procedures determined by the Board of Directors.

SECTION 4. TERM AND ELECTION OF REGIONAL REPRESENTATIVES

Each Regional Representative shall serve a one-year term. There shall be no limit on the number of terms a Regional Representative may serve. Nominations for Regional Representative may be submitted by any ODS member in good standing according to procedures determined by the Board of Directors. ODS members are assigned to a region (North, Central, South, East) depending on chapter affiliation or zip code, and each

region shall elect at least one Regional Representative according to procedures determined by the Board of Directors.

SECTION 5. REMOVAL

Any Director or Regional Representative may be removed, with or without cause, at a meeting called for that purpose, by a vote of the majority of the members entitled to vote at an election of Directors or Regional Representatives.

SECTION 6. VACANCIES

Vacancies on the Board of Directors shall be filled by a majority vote of the Directors and Regional Representatives then on the Board of Directors. Directors and Regional Representatives who fill said vacancies shall complete the term of service.

SECTION 7. QUORUM AND ACTION

A quorum at a Board meeting shall be a majority of all Directors and Regional Representatives in office immediately before the meeting begins. If a quorum is present, action is taken by a majority vote of Directors and Regional Representatives present. Where the law requires a majority vote of Directors and Regional Representatives in office to establish committees that exercise Board functions, to amend the Articles of Incorporation, to sell assets not in the regular course of business, to merge, to dissolve, or for other matters, such action is taken by that majority as required by law.

SECTION 8. REGULAR MEETINGS OF THE BOARD OF DIRECTORS

The Board of Directors shall meet quarterly or more often when deemed necessary by the President or a majority of the Board of Directors.

SECTION 9. ALTERNATIVE MEETING VENUE

Any regular or special meeting of the Board of Directors may be conducted through use of any means of communication by which all Directors and Regional Representatives participating may communicate with each other during the meeting.

SECTION 10. NO SALARY

Directors and Regional Representatives shall not receive salaries for their Board service but may be reimbursed for expenses related to Board service.

SECTION 11. POLICY AND PROCEDURES MANUAL

A Policies and Procedures manual shall be maintained by the Board of Directors and may be added to, amended, or otherwise revised by a majority vote of the Board of Directors.

SECTION 12. INSPECTION OF CORPORATE RECORDS

A member is entitled to inspect and to copy at his or her own expense, at a reasonable time and location specified by the Board of Directors, any records of the Corporation described in Article IV Section 13 if the member gives written notice of the member's demands at least five business days before the date on which the member wishes to inspect and to copy.

SECTION 13. CORPORATE RECORDS

Oregon Dressage Society must keep as permanent records minutes of all meetings of its members and Board of Directors; a record of all corporate action taken by the members or directors without a meeting; a record of all actions taken by committees which operate on behalf of the Board of Directors; a record of members with addresses; articles of incorporation; current bylaws; a list of names and addresses of current officers; at least the last three annual financial statements including a balance sheet and statement of operations prepared on the basis of accepted accounting principles; other documents and records as prescribed by the Board of Directors

ARTICLE V: OFFICERS

SECTION 1. TITLES

The officers of ODS shall be President, President-elect, Secretary, and Treasurer.

SECTION 2. ELECTION OF PRESIDENT AND PRESIDENT-ELECT

The offices of President and President-elect shall be held by Directors currently serving on the Board of Directors. These offices shall be filled by a majority vote of the Directors and Regional Representatives at the November general membership meeting.

SECTION 3. SELECTION OF TREASURER AND SECRETARY

The offices of Treasurer and Secretary shall be held by a Director or Regional Representative currently serving on the Board of Directors or by an ODS member in good standing with the appropriate skills and qualifications for these offices who has been nominated by a current member of the Board. These offices shall be filled by vote of the Directors and Regional Representatives at the November general membership meeting. In the event that the office(s) of Treasurer and/or Secretary are filled by an ODS member in good standing who is neither a Director or Regional Representative, this member, upon being elected to and taking said office(s), becomes a Director on the Board of Directors for the period of time that he or she holds said office and assumes all of the duties and responsibilities of Board service.

SECTION 4. TERMS

The terms of all offices shall be one year. An officer may be re-elected without limitation on the number of terms the officer may serve.

SECTION 5. PRESIDENT

The President shall be the chief officer of the corporation and shall act as the chair of the Board. The President shall prepare agendas for and preside over all general membership and Board meetings. The President shall appoint all committee chairpersons. The President shall be an ex-officio member of all committees. The President shall have any other powers and duties as may be prescribed by the Board of Directors.

SECTION 6. PRESIDENT-ELECT

The President-elect shall serve as would the President in the absence of the President. All duties and responsibilities of the President shall transfer to the President-elect should the President become indisposed or unable to fulfill the President's duties and responsibilities.

SECTION 7. SECRETARY

The Secretary shall have overall responsibility for all recordkeeping. The Secretary shall perform, or cause to be performed, the following duties: (a) official recording of the minutes of all proceedings of the Board of Directors and members' meetings and actions; (b) provision of notice of all meetings of the Board of Directors and members; (c) authentication of the records of the corporation (d) maintaining current and accurate membership lists, and (e) any other duties as may be prescribed by the Board of Directors.

SECTION 8. TREASURER

The Treasurer shall have overall responsibility for all financial recordkeeping and be responsible for all funds received and disbursed by ODS. The Treasurer shall perform, or cause to be performed, the following duties: (a) deposit of all monies and other valuable effects in the name and to the credit of the corporation in such depositories as may be designated by the Board of Directors; (b) issue receipts for funds paid into ODS; (c) maintain a complete record of all business transactions and render reports of the financial status of ODS to the Board of Directors at each Board of Directors meeting and the general membership at least once a year; (d) disbursement of all funds when proper to do so; (e) maintain current and accurate membership lists, and (e) any other duties as may be prescribed by the Board of Directors.

SECTION 9. TRANSFER OF RECORDS

Each officer, at the completion of his or her term of office, shall transfer to the ODS office all records pertaining to that office within two weeks of vacating the office.

SECTION 10. VACANCIES

The Board of Directors shall fill by majority vote any officer position, which may become vacant. Any officer filling a vacancy by this means shall serve until the next election of officers.

ARTICLE VI: COMMITTEES

SECTION 1. EXECUTIVE COMMITTEE

The Executive Committee shall consist of the President, President-elect, Secretary, and Treasurer. The immediate Past President shall be a non-voting member of the Executive Committee in an advisory capacity for a period not to exceed one year following his/her term of office provided that his/her term as Director has not terminated. The Executive Committee shall have the authority to make ongoing decisions between Board meetings and shall have the authority to make financial and program decisions, grant approval to

horse shows, hire and fire personnel, and consider and grant emergency fund requests. Any meetings of and/or business conducted by the Executive Committee must be reported to the Board of Directors at the next Board of Directors meeting.

SECTION 2. OTHER COMMITTEES

The Board of Directors may establish such other committees, as it deems necessary and desirable. Such committees may exercise the authority of the Board of Directors or may be advisory committees.

SECTION 3. COMPOSITION OF COMMITTEES EXERCISING BOARD FUNCTIONS

Any committee that exercises any authority of the Board of Directors shall be composed of at least two Directors, elected by the Board of Directors by a majority vote.

SECTION 4. LIMITATIONS ON THE POWERS OF COMMITTEES

No committee may authorize payment of a dividend or any part of the income or profit of the corporation to its directors or officers; may approve dissolution, merger, or the sale, pledge, or transfer of all or substantially all of the corporation's assets; may elect, appoint, or remove directors or regional representatives or fill vacancies on the board or any of its committees; nor may adopt, amend, or repeal the Articles, Bylaws, or any resolution by the Board of Directors.

ARTICLE VII: AMENDMENTS TO BYLAWS

These Bylaws may be amended or repealed and new bylaws adopted by the Board of Directors by a majority vote of Directors and Regional Representatives present, if a quorum is present. Prior to the adoption of the amendment, each member of the Board of Directors shall be given at least two days notice of the date, time, and place of the meeting at which the proposed amendment is to be considered, and the notice shall state that one of the purposes of the meeting is to consider a proposed amendment to the Bylaws and shall contain a copy of the proposed amendment.

ARTICLE VIII: CORPORATE INDEMNITY

SECTION 1. RIGHT TO INDEMNIFICATION

ODS shall indemnify and hold harmless any person who is or was a director, regional representative, officer, or appointed committee chair against any and all expenses, liabilities and losses (including, without limitation, attorneys' fees, judgments, fines, excise taxes or penalties and amounts to be paid in settlements approved by ODS) reasonably incurred or suffered by such person in connection with or by reason of the fact that he or she is or was or has agreed to be a director, regional representative, officer, or

appointed committee chair and/or to the extent acting as a director, regional representative, officer, or appointed committee chair, all to the fullest extent required or permitted by applicable law. In addition, ODS shall have the power to indemnify (which indemnification shall include, without limitation, advancing reasonable expenses) to the fullest extent permitted by laws such other persons as the Board may determine from time to time. Any amendment to Article VIII shall be prospective and shall not reduce or eliminate the right of any person to indemnification hereunder with respect to any act or failure to act occurring on or prior to the date of any such amendment. Notwithstanding the foregoing, ODS shall not be required to indemnify any person for his or her own gross negligence or willful misconduct. Notwithstanding any other provision of the Bylaws, ODS shall neither indemnify any person nor purchase any insurance in any amount to any extent that would jeopardize or be inconsistent with the qualification of ODS as an organization described in section 501©(3) of the Internal Revenue Code or that would result in the imposition of any liability under section 4941 or 4948 of the Internal Revenue Code.

SECTION 2. NONEXCLUSIVITY OF RIGHTS

The right to indemnification and the advancement and payment of expenses conferred in Article VIII shall not be exclusive of any other right which any person may have or hereafter acquire under law (common or statutory), provision of the Articles of Incorporation of ODS, Bylaws, agreement, vote of members or disinterested directors otherwise.

SECTION 3. INSURANCE

ODS shall have the power to purchase and maintain at its expense insurance on behalf of the persons listed in Section 8.1 to the fullest extent permitted by applicable law, whether or not ODS would have the power to indemnify such person under this Article VIII.

SECTION 4. SAVINGS CLAUSE

If this Article VIII or any portion hereof shall be invalidated on any ground by any court of competent jurisdiction, then ODS shall nevertheless indemnify and hold harmless each director, regional representative, officer, or appointed committee chair, as to costs, charges and expenses (including attorneys' fees), judgments, fines, and amounts paid in settlement with respect to any action, suit or proceeding, whether civil, criminal, administrative or investigative to the full extent permitted by any applicable portion of this Article VIII that shall not have been invalidated and to the fullest extent permitted by applicable law.

ARTICLE IX: DISSOLUTION

SECTION 1. PAYMENT OF LIABILITIES AND DISPOSAL OF ASSETS

The dissolution of the Corporation shall occur only by the majority vote of the entire Board of Directors. In the event of dissolution and after paying and adequately providing for the just debts of the Corporation, any remaining funds shall be distributed to one or more regularly organized and qualified charitable, educational, scientific or philanthropic institution or Corporation to be selected by unanimous vote of the then-existing Board of Directors according to the state law of Oregon.

SECTION 2. PROHIBITIONS

No part of the net earning of the Corporation shall inure to the benefit of or be distributed to its directors, officers, members or other private person except that ODS shall be authorized or empowered to pay a reasonable compensation for services rendered. No substantial part of the activity of ODS shall be a carrying on of lobbying or otherwise attempting to influence legislation that ODS shall not participate in or intervene in any political campaign on the behalf of the candidate for public office. Notwithstanding any other provisions of these articles, ODS shall not carry on any other activities not permitted to be carried on by a Corporation exempt from federal income tax under section 501 ©(3) of the Internal Revenue Code.

*These bylaws were adopted by
The Board of Directors of
The Oregon Dressage Society
On November 3, 2007*

Secretary_____ (signature on file)_____