

GREAT LAKES DISTANCE RIDING ASSOCIATION BYLAWS (last change = 5 Feb 2017)

Note: The GLDRA Articles of Incorporation were filed with the Michigan Department of Commerce on April 1, 1980, under Corporation Number 877-082. Employer Identification Number 38-309801 was assigned on March 18, 1993. GLDRA is a non-profit corporation. See last page of the State of Michigan Articles of Incorporation papers.

ARTICLE I The Name of the Corporation

The name of this Corporation shall be Great Lakes Distance Riding Association (GLDRA).

ARTICLE II Purpose

Section 1. Description. GLDRA is organized as a non-stock, membership-basis, non-profit corporation. Its objectives are to foster, encourage, and unify equestrian Competitive and Endurance trail rides in Michigan and to engage any other horse related activities not prohibited by law.

ARTICLE III Registered Agent

Section 1. Registered Agent. If there is a change in the Registered Agent of this Corporation, the Board of Directors, hereinafter called the Board, shall notify the Michigan Secretary of State of the new Registered Agents' name and address.

ARTICLE IV Membership

Section 1. Classes of Membership

- A. Individual (Age 16 and over)
- B. Family - One or more adults living in the same household and their related children under 16 years of age.
- C. Junior - Under age 16 as of January 1 of the current year. A junior must have written permission from a parent or guardian to compete in GLDRA rides.
- D. Lifetime Individual - upon payment of the appropriate dues fee, the individual has membership for life, pursuant to remaining bylaws.

Section 2. Dues

- A. The annual dues shall be established by the Board.
- B. The membership year shall be January 1 to December 31. Dues are payable in advance.
- C. Dues must be paid for the current year in order to be eligible for the rights and privileges of membership.

Section 3. Rights and Privileges. The rights and privileges of the general membership shall be:

- A. To receive the official mailings of GLDRA
- B. If sixteen (16) years of age or older, to have voice and vote at any meetings of the members and voice at board meetings.
- C. If sixteen (16) years of age or older, be nominated and/or hold office on the Board of Directors and committees.
- D. To receive GLDRA awards and recognitions pursuant to program guidelines.

ARTICLE V Board of Directors

Section 1. Composition of the Board of Directors. The Board is comprised as follows:

- A. A **President** and a **Vice-President** who shall be elected by the general membership pursuant to Section 3 of this Article and who shall serve a two-year term.
 - (1) Both the President and Vice-President are eligible for re-election to their respective offices for one consecutive additional term.
 - (2) After completing their term(s) of office, neither the President or Vice-President may be re-elected to the office they previously held until after a period of two (2) years has elapsed.
 - (3) If the President is a rider representative or a member-at-large, and is not re-elected to such position, s/he is entitled to complete his/her term of office as President.
- B. A **Treasurer** and a **Secretary** who shall be appointed by the Board of Directors as outlined in Section 5, Paragraph A of this article.
- C. The immediate **Past President** of GLDRA. Term of 1 year.
- D. A **Veterinary Representative** elected annually by the general membership.

- E. Two (2) **Rider Representatives** who are active in distance riding, who are not affiliated with ride site management of any ride, and who shall be elected annually by the general membership at the annual meeting. The terms are to be staggered 2 year terms.
- F. One (1) **Member-at-Large** who shall be elected annually by the general membership of the association at the annual meeting. The Member-at-Large may not be a Ride Site Management Representative.
- G. One **Ride Site Management Representative** (RSMR) for each ride site management that is recognized for the current year by the Board. The RSMR is defined as the person whose name is on the AERC and/or UMECRA sanctioning forms and/or the person recognized by the Board as the ride manager. A ride site management is defined as a specific GLDRA recognized event occurring on any one day or consecutive days where competition and judging takes place.

Section 2. Board member term

- A. A board member's term is defined as starting at the end of the current annual membership meeting to the end of the next annual membership meeting.

Section 3. Nomination and Election of the President & Vice-President.

- A. The President and Vice-President shall be elected from the members of the Board by the general membership immediately following the Board member elections at the annual meeting.
- B. Eligibility: A member must be in good standing with GLDRA and have been a member of the Board for the past year to be eligible for nomination as President or Vice President.
- C. Nomination Procedure: Nominations for President and Vice-President may be made by any GLDRA member at the annual meeting. Voting shall be by secret ballot. The current President shall appoint tellers from among the general membership present at the annual meeting.

Section 4. Voting & Proxies at Board of Directors Meetings.

A. Voting.

- (1) Not contrary to sub-paragraphs (2) and (3) below, all members of the Board of Directors, with the exception of the President, have voice and vote at all Board of Directors meetings.
- (2) The President has voice and may cast a vote to break any ties that result during voting at Board meetings.
- (3) If the President is a ride site(s) manager, he/she will be entitled to a vote for each ride site he/she represents.

B. Proxy.

- (1) Board members must be present at the meeting to vote. Proxy voting shall not be allowed.

Section 5. Functions & Responsibilities. The Board of Directors will:

- A. Appoint a Treasurer and Secretary for a one- (1) year term from within the membership of GLDRA
 - (1) Upon appointment, both of these officers become full voting members of the GLDRA Board.
 - (2) Both the Treasurer & Secretary are eligible for re-appointment.
- B. Establish policy for the operation of GLDRA.
- C. Annually sanction rides located in Michigan. Criteria for sanctioning includes, but is not limited to, the appropriateness of individual ride dates and locations in relation to the state and regional ride schedule. Rides (ride site managements) which were already scheduled in 2016, are considered 'grandfathered in', and may continue with ride dates and locations as they were. However, if the ride management changes, no such guarantee exists and the new ride-site management must seek new sanctioning. Ride results from un-sanctioned rides will not accrue points or records for any GLDRA awards.
- D. Resolve problems arising within GLDRA.
- E. Prepare an agenda for the annual membership meeting.
- F. Conduct the business affairs of GLDRA.
- G. In the event of a resignation of any officer, the Board shall select someone to fill the remainder of the resignee's term, or the next annual membership meeting, at which a successor will be chosen in the normal manner.
- H. Annually approve a budget for the organization.

Section 6. Meetings of the Board of Directors.

- A. A Board of Directors meeting can be called by:
 - (1) The President or Vice-President, or,
 - (2) The Secretary, who must issue a call for a meeting within fifteen days after receiving a written request for a meeting signed by one-third (1/3) of the Board members.
- B. Thirty (30) days' notice must be given to the Directors regarding the time and place of all meetings unless 75% of the Board members agree to waive such notice.
- C. The Board of Directors will meet a minimum of three times a year.

Section 7. Quorum. A quorum of the Board of Directors shall be met if at least one-third (1/3) of the directors are present and if at least four (4) different ride site managements are represented.

Section 8. Board Actions. The action of a majority of the directors present at any meeting at which there is a quorum, shall be the action of the Board.

Section 9. Assuming Office. All Board members will assume their offices at the close of the annual membership meeting. (The term for Board members is from the close of the annual membership meeting until the close of the next annual membership meeting.)

Section 10. Approval of Board Actions. After the Fact (Waiver): Any action required or permitted to be taken by authorization of the Board may be taken without a quorum of Board members if, before or after the action, 75% of the Directors consent to the action in writing. Written consents shall be filed with the minutes of the Board's proceeding.

ARTICLE VI Officers

Section 1. Rights and Duties. The rights and duties of the officers are:

A. President. The President shall:

- (1) preside at all Board meetings and at the annual meeting.
- (2) enforce the Constitution and Bylaws of GLDRA.
- (3) be an ex-officio member of all committees. Ex-officio is defined as the right to attend all committee meetings with the right to voice but without vote at those meetings.
- (4) perform such other duties as directed by the Board and as customarily pertain to the office of President
- (5) not concurrently hold the office of Vice-President or Treasurer, or be a family member of anyone who holds the office of Vice-President or Treasurer.

B. Vice-President . The Vice-President shall:

- (1) in the absence or disability of the President, or in the event of a vacancy in the office of President, perform the duties and exercise the powers of the President.
- (2) ensure that an internal audit (i.e. peer review) of the treasurer's records be performed annually by the finance committee, or an outside auditing firm if deemed prudent.
- (3) perform such other duties as directed by the Board.
- (4) not concurrently hold the office of President or Treasurer, or be a family member of anyone who holds the office of President or Treasurer.

C. Treasurer. The Treasurer shall:

- (1) keep financial records and pay bills within a Board-approved budget
- (2) not expend funds for non-budgeted items in amounts exceeding \$ 100.00 without Board approval. In an emergency, the Treasurer may exceed the \$100.00 limit upon verbal approval of at least 51% of the Board members.
- (3) annually ,and in cooperation with the Finance Committee, present a proposed budget to the board at the November board meeting.
- (4) perform the duties of the President or Vice-President in their absence.
- (5) not concurrently hold the office of President or Vice-President, or be a family member of anyone who holds the office of President or Vice-President.

D. Secretary. The Secretary shall:

- (1) record the minutes at all meetings. In the absence or disability of the Secretary, the President shall appoint a Board member to perform these duties
- (2) send all notices required by these bylaws or as directed by the Board.
- (3) be the primary custodian of the records of the association. A secondary "backup" set of association records shall be maintained.
- (4) Be responsible for providing copies of the current Constitution and By-Laws at meetings.

Section 2. Removal from Office.

- A. Any Board member or Officer may be removed from office for cause by a two-thirds (2/3) vote of the Board members present and voting (quorum required).
- B. Notice of such a proposed vote shall be mailed to all Board members in a letter postmarked at least thirty (30) days prior to the scheduled date of the meeting at which the vote will be taken.

Section 3. Vacancies.

- A. The Board may appoint a Board member to fill the office of President or Vice-President if such office becomes vacant.
- B. Persons appointed to fill vacancies will serve until the expiration of the original term.

ARTICLE VII Committees

Section 1. An Executive Committee shall consist of the President, Vice-President, Secretary, and Treasurer. In addition to limitations referenced elsewhere in these bylaws, the functions of the Executive Committee will be limited to the following:

- (1) Nominate a person or persons for each of the following, each of which are encouraged to attend all Board meetings, and pertinent Committee meetings:
 - a. Newsletter Editor
 - b. Webmaster
 - c. Points-Keeper

(2) take other actions of GLDRA importance of an urgent nature which are not generally needing the approval of the full board. Any time an action needs to be taken that is divisive or contentious in nature, or involving an expenditure of more than \$50, the full board should be queried.

(3) all executive committee actions taken shall be transmitted to the full board for their knowledge, and are subject to validation by the full board at its next meeting.

(4) Under the direction of the Vice-President, will annually perform an 'internal peer review' of the financial records of GLDRA and present a report to the Board and membership to the annual membership meeting.

Section 2. Committee Chairpersons. The President shall nominate committee chairpersons. Such nominees shall be subject to confirmation by the Board.

Section 3. Standing Committees. The following Standing Committees shall be established:

A. A **Finance Committee**, which shall be composed of five (5) members.

1. Members

(a) At each annual meeting, the general membership shall elect one of two members, for a staggered two-year term. Also, the Board shall appoint two (2) members for a one-year term at its first Board meeting after the annual membership meeting.

(b) The Treasurer shall serve as the fifth member of the Finance Committee.

2. Duties: The Finance Committee shall guide and direct the organization's financial planning and expenditures as needed, and insure fiscal soundness. The Board shall establish policies for the Finance Committee.

3. Meetings of the Finance Committee, other than at the annual meeting, may be called by any two (2) members of the committee with three (3) weeks' notice. During the ride season, meetings will normally be convened at a trail ride location.

4. A quorum will be construed to be at least three (3) voting members of the committee.

B. **Membership Committee** shall be responsible for maintaining the membership records of the organization.

C. **Awards Committee.** The Board shall establish the duties and responsibilities for this committee.

D. **Points and Mileage Committee** shall be responsible for maintaining the records and producing reports of year-end points and horse and rider mileage for all recognized Michigan rides and other eligible rides.

E. **Trails Committee/Michigan Horse Council (MHC).** The Board shall establish the duties and responsibilities for this committee.

F. **Newsletter Committee** shall publish and distribute a newsletter to the full membership four times a year, or at such other intervals as directed by the Board.

G. **Grievance Committee** has the VP as chair, and the two rider reps and the member-at-large as members.

H. **Promotion Committee.** The Board shall establish the duties and responsibilities for this committee.

I. **Website Committee.** The Board shall establish the duties and responsibilities for this committee.

Section 3. Ad Hoc. The Board may appoint ad hoc committees as deemed necessary.

ARTICLE VIII Membership Meetings

Section 1. Annual Membership Meeting. The Corporation shall hold an annual membership meeting and other meetings as deemed necessary.

Section 2. Voice & Vote. All GLDRA Family or Individual members who are 16 years of age and older will have voice and vote at general meetings.

Section 3. Presiding Officer. The annual and all other meetings of the Corporation shall be conducted by the President. In the absence of the President, the Vice-President shall conduct the meeting. In the absence of both the President and Vice-President, the Treasurer shall conduct the meeting. A minimum of ten (10) copies of the current Constitution and By-Laws shall be made available for review by the general membership at the meeting.

Section 4. Proxy. Members must be present at the annual meeting to vote. Proxy voting shall not be allowed.

Section 5. Agenda

A. An agenda for the meeting, prepared by the Board, will be presented to the membership at the annual meeting.

B. After all agenda items have been considered, the presiding officer shall allow other items to be brought to the attention of the membership by any and all members.

Section 6. Elections. At the annual meeting, the general membership shall nominate and elect the following as members of the Board of Directors:

A. Two (2) Rider Representatives. Annually the membership shall elect one (1) rider representative for a staggered 2-year term.

B. One (1) Member at Large who may not be affiliated with any specific ride shall be elected to serve a one-year term.

C. A Veterinarian Representative for a one-year term.

Section 7. Election of President & Vice-President. The membership shall elect a President and Vice-President.

Section 8. Quorum. At any meeting of the membership, a minimum of twenty (20) members or one third (1/3) of the organization membership, whichever is less, shall constitute a quorum.

Section 9. Date, Time, and Place of Annual Meeting.

A. The Board shall hold the annual membership meeting within the first three (3) months of the calendar year. Other meetings will be held as deemed appropriate by the Board.

B. The date, time and place of the next annual meeting will be recommended by the officers of GLDRA and approved by the general membership at the annual meeting.

Section 10. Notification of General Meetings. The general membership shall be notified of the annual and other meetings at least twenty-five (25) days prior to the meeting date.

ARTICLE IX Veterinary Control

Section 1. Policy. All rides promoted and encouraged by GLDRA shall have a licensed veterinarian as Chair of the judging team.

Section 2. Ride Definition. For the purposes of this Article, rides are defined as Competitive and Endurance (including Limited Distance) as UMECRA and AERC define these terms.

ARTICLE X Parliamentary Authority

The rules contained in the current edition of Robert's Rules of Order shall govern the association in all cases to which they are applicable and in which they are not inconsistent with these bylaws and any other special rules of order the association may adopt.

ARTICLE XI Amendments to Bylaws

Section 1. Policy. These bylaws may be amended at the general meeting in which there is a quorum present by a two-thirds (2/3) vote of the general membership present and voting.

Section 2. Submission. Proposed bylaw changes must be presented in writing to the Board of Directors at or before the November Board meeting. The Board may, as a whole, or by an appointed committee, review the proposed amendment and forward it to the Newsletter Editor for publication.

Section 3. Publication. Proposed bylaw changes, pursuant to preceding Section 2, must be mailed (postmarked) to members at least twenty-five (25) days prior to the meeting where the amendment will be voted upon.

Section 4. Effective Date. These bylaws, and any amendments thereto, shall take effect immediately following their passage at the annual meeting at which they were approved by the general membership, unless another date is so specified in the specific bylaws approved at that meeting.

ARTICLE XII Liability and Indemnification

Section 1. Limits. The corporation hereby expressly limits and eliminates the personal liability of a volunteer director to the corporation and its members from monetary damages for a breach of the Director's fiduciary duty except for any of the following:

- A. A breach of the Director's duty of loyalty to the organization or its members;
- B. Acts or omissions not in good faith or that involve intentional misconduct or a knowing violation of law;
- C. A transaction from which the Director derived an improper personal benefit;
- D. An act or omission that is grossly negligent.

Section 2. Volunteers. The Corporation further specifically limits and eliminates the personal liability of a volunteer who performs services for the Corporation who does not receive compensation or any other type of consideration for the services other than the reimbursement of expenses actually incurred if:

- A. The volunteer was acting or reasonably believed he or she was acting within the scope of his or her authority;
- B. The volunteer was acting in good faith;
- C. The volunteer's conduct did not amount to gross negligence or willful and wanton misconduct;
- D. The volunteer's conduct was not an intentional tort.

Section 3. Indemnification. The Corporation is authorized to provide broad indemnification to a volunteer who is a party to an existing or threatened suit or proceeding of any type, including civil, criminal, administrative and investigational matters, regardless of whether the suit is formal or informal, so long as:

- A. The volunteer has acted in good faith and in a manner the volunteer reasonably believes to be in or not opposed to the best interests of the corporation; and
- B. With respect to any criminal action or proceeding, the volunteer has no reasonable cause to believe that the conduct is unlawful.

ARTICLE XIII

Dissolution

In the event of dissolution of GLDRA, all assets shall be donated to a 501(c)(3) equine-oriented tax-exempt non-profit organization as determined by the Board of Directors in office at that time.