

BYLAWS FOR CENTRAL OREGON CHAPTER OF ODS  
(adopted November 1, 2006)

ARTICLE I: PURPOSE

SECTION 1. The purpose of the Central Oregon Chapter of the Oregon Dressage Society is to promote the art of dressage through education, competition, and recognition.

ARTICLE II: MEMBERSHIP

SECTION 1. Membership in the Central Oregon Chapter of ODS shall not be independent of membership in the Oregon Dressage Society. Any member of ODS may declare his or her affiliation with COC according to ODS membership application procedures.

SECTION 2. COC shall recognize two classes of membership: senior and junior.

SECTION 3. Senior members are persons with a paid and current membership in ODS and have declared their affiliation with COC on the ODS membership application form and have reached the age of 21 by November 1 of the membership year. Each senior member shall have one vote.

SECTION 4. Junior members are persons with a paid and current membership in ODS and have declared their affiliation with COC on the ODS membership application form and have not reached the age of 21 by November 1 of the membership year. Junior members will have no voting privileges and may not hold office.

ARTICLE III: MEETING OF MEMBERS

SECTION 1. COC shall hold at least five (5) meetings per year, one of which shall be an open business meeting occurring in October for the purpose of transaction of COC business including election of officers, transference of records, and general organization. These meetings may be in conjunction with educational or social meetings.

SECTION 2. Members shall be notified by mail, electronic mail, phone, or newsletter, stating the time, place, and general agenda of the meeting at least ten (10) days and not more than fifty (50) days prior to the date of the meeting.

SECTION 3. Any open business meeting must be attended by a quorum (a minimum of 5% of the membership) in order to transact business.

SECTION 4. Any business transacted at an open business meeting called in accordance to these bylaws shall require the majority (51%) of the membership present at the meeting for passage.

SECTION 5. Special meetings may be called by the President, two members of the Board of Directors, or 10% of the voting membership according to Article III Section 2.

SECTION 6. All meetings shall be conducted according to "Roberts Rules of Order."

ARTICLE IV: BOARD OF DIRECTORS

SECTION 1. The Board of Directors shall consist of the President, Vice President, Secretary, Treasurer, and Immediate Past President (one year post presidency). In the event there is no past president, a "member-at-large" shall be elected for a one-year term by the membership to serve on the Board of Directors. The "member-at-large" may serve multiple terms but must be re-elected each term.

SECTION 2. The Board of Directors shall manage the affairs and conduct business when

necessary for the chapter. It may make contracts in the name and behalf of the chapter (as an agent of ODS) or authorize such contracts to be made by committee chairpersons. Any act or decision of the Board of Directors may be annulled by a vote of the membership.

SECTION 3. The officers, directors, duly appointed agents, and/or committee members shall not be held personally liable or responsible for debts, acts, or failure of action as agents of ODS and guaranteed by ODS.

#### ARTICLE V: OFFICERS

SECTION 1. Officers of COC shall be elected by a majority of COC members who have voted in the election and shall conduct business in a manner consistent with the Law, the ODS Charter and Bylaws, and the COC Bylaws. Officers must be senior members in good standing of ODS and COC.

SECTION 2. Potential candidates shall make their interest known to the Board of Directors by October of each year. All qualified candidates will be placed on a ballot for election at the October open business meeting.

SECTION 2. The term of office shall be one year from November 1 to October 31. An officer may serve consecutive terms but must be re-elected each term.

SECTION 3. The officers of COC shall be President, Vice President, Secretary and Treasurer.

SECTION 4. An officer's term may be terminated for the following reasons: moving out of the area, for cause, by impeachment petition signed by 2/3 of the voting members.

SECTION 5. Within two weeks of the expiration of their office, each officer shall transfer to the Board of directors all records pertaining to that office.

SECTION 6. The Board of Directors shall fill by majority vote any officer position which may become vacant. Such appointees shall function in the designated position until the next election of officers.

#### ARTICLE VI: DUTIES OF OFFICERS

SECTION 1. The President shall prepare agendas for and preside over all meetings of the chapter and the Board of Directors. He/She shall appoint all committee chairpersons. He/She shall be an ex officio member of all committees with the obligation to cast a vote to break a tie.

SECTION 2. The Vice President shall serve as would the President in any absence of the President. All duties and responsibilities of the President shall pass on to the Vice President should the President resign, be impeached, or become unable to attend to his/her duties and responsibilities.

SECTION 3. The Secretary shall take minutes of each open business meeting and Board of Directors meeting and shall make public said minutes as directed by the President, attend to the correspondence of the chapter as directed by the President.

SECTION 4. The Treasurer shall be responsible for all funds of the chapter, shall collect all funds due and deposit them in chapter accounts in a financial institution approved by the Board of Directors, shall sign all checks drawn upon the chapter's funds, shall submit financial reports at meetings as directed by the President, and shall be responsible for preparing and submitting in a timely way all reports as required by ODS.

#### ARTICLE VII: COMMITTEES

SECTION 1. When a particular and specific need arises, the President may form an ad hoc committee to meet that need. The President shall appoint the committee chair and provide

him/her in writing with the purpose of that committee and the scope of its responsibilities. A committee shall be dissolved by the Board of Directors when it has accomplished its purpose or at the discretion of the Board of Directors. All committees are reviewed at the end of the year (October 31) and may be re-formed as directed by the Board of Directors.

SECTION 2. The committee chair shall provide the Board of Directors with timely written reports on business transacted and decisions made and will report at open meetings as directed by the President. Committee reports shall become part of the chapter's official documents as collected by the Secretary and, as such, may be examined by any chapter member. Financial decisions that require expenditure of significant chapter funds or that impact the financial stability of the chapter must be submitted to the Board of Directors for approval.

SECTION 3. Membership in COC is required to serve on any committee.

#### ARTICLE VIII: CONFLICT OF INTEREST

SECTION 1. A conflict of interest exists if a member stands to benefit personally by a decision of the Board of Directors, General Membership, or Chapter. A personal benefit means that the member or someone in the member's immediate family will profit or gain influence by any such decision. Any party with a potential conflict of interest must disclose said conflict to the Board of Directors. Any Director with a conflict of interest shall be excused from Board discussion and vote on matters directly or indirectly related to said conflict of interest.

#### ARTICLE IX: AMENDMENT AND INSPECTION OF BYLAWS

SECTION 1. These bylaws may be amended or repealed by the vote of a majority (51%) of the voting members of the chapter.

SECTION 2. The chapter will place these bylaws on file with ODS. The chapter shall keep a copy of these bylaws in the possession of the President and Secretary of the chapter, which shall be open to the inspection by any member at a time and place agreed upon by all parties.

SECTION 3. Upon dissolution of COC, all or any assets will be donated to ODS.