

THE SECOND AMENDMENT AND RESTATEMENT OF THE WPDA CONSTITUTION AND BYLAWS
Revised April 2008

The name of this organization shall be the Western Pennsylvania Dressage Association, Inc., hereinafter referred to as "WPDA".

The purpose of the Western Pennsylvania Dressage Association shall be to educate promote, encourage, and stimulate popular interest in the riding discipline known as Dressage, and to foster interest among horsemen and the public in order to advance Dressage as an equestrian sport.

In furtherance of these stated goals and fostering interest in and advancing Dressage as an equestrian sport, the Western Pennsylvania Dressage Association will disseminate educational material, sponsor and promote equestrian activities such as clinics, seminars and competitive events, and compile a videotape library of educational materials

Article I - Membership

Section 1. There shall be 4 classes of membership:

- a. Individual
- b. Family Members
- c. Junior Members
- d. Lifetime Members: Bill & Elva Lee Corr and Bill Wissel

Section 2. An Individual Member shall be a person who has reached the age of twenty-one (21) by January 1 of the current year. He or she will have full voting rights.

Section 3. Family Memberships will include only one Individual membership to USDF. A Family Member shall be a member of the family of an Individual Member. Family Members over the age of 21 will have full voting rights.

Section 4. A Junior member shall be a person who has not reached his or her twenty-first (21) birthday by January 1 and is without voting rights.

Article II - Dues and Assessments

Section 1. Annual Dues. Dues shall be determined by the Executive Board annually.

Section 2. The Executive Board shall notify the Membership of the dues for the upcoming year by November 31 each year. Annual dues are payable by January 31.

Section 3. Dues paid after November 1 of each year will be for membership in the following year.

Article III - Rights and Privileges

Section 1. All Individual and Family Members of 21 years of age as January 1 shall be entitled to participate in the activities of WPDA, to one vote each and shall be eligible to hold office in WPDA.

Section 2. Junior members shall be entitled to participate in the activities of WPDA, but are not entitled to vote.

Section 3. All individual Junior and one Family Member shall be Individual Members of the United States Dressage Federation.

Section 4. All persons joining after November 1 of each year will be entitled to participate in the activities of WPDA. but are not entitled to vote until January 1 of the following year.

Article IV - Voting

Section 1. Voting for officers and directors shall be by mail ballot or by secret ballot at the annual meeting of WPDA.

Section 2. Proposed changes in the By-Laws shall be by mail ballot and must have a two-thirds (2/3) majority of the returned ballots. The Executive board shall designate a record date and all Members as of such record date shall be entitled to vote on such proposed changes.

Article V - Officers

Section 1. The officers of WPDA shall be President, Vice President, Secretary, Treasurer, four Directors and Past President.

Section 2. If for any reason the past president cannot fulfill the Board position, the president shall appoint another past president to the Board. If unable to appoint a past president, the president shall then appoint a WPDA member as a replacement with the consent of the Executive Board.

Section 3. An individual shall serve no more than two (2) consecutive terms as President.

Section 4. All candidates for office must have dues paid prior to election for the coming year and must have been a member of WPDA during the year of the election and the calendar year immediately preceding the election year.

Section 5. In the event an office shall become vacant, the President, with the consent of the Executive Board, must appoint a Member in good standing to such

office for the remainder of the term. The appointed member must have been a member of WPDA during the past membership year.

Section 6. Any officer or director may be removed for cause by a majority vote of the Executive Board, whenever in the judgment of the Executive Board, the best interest of WPDA would be served by the removal of such officer or director.

Section 7. Any Director who fails to attend three (3) regularly scheduled meetings of the Executive Board may be removed from the Board by a majority vote of the remaining Board.

A member of the Executive Board may resign from the Board at any time by delivering to the President or Secretary a written notice declaring his/her intent to resign and specifying the effective date of such resignation. If no effective date is specified in the notice of resignation, the effective date of the resignation shall be the date and time that the notice of resignation is delivered to the President or Secretary. Acceptance of such resignation shall not be necessary for the resignation to be effective.

Article VI - Duties of Officers

Section 1. The President shall prepare an agenda for and preside over meetings of WPDA and of the Executive Board. He or she may appoint committee chairmen with the approval of the Executive Board. He or she shall be an ex-officio member of all committees except the nominating committee. He/she shall act as representative of WPDA.

Section 2. The Vice President and Past President shall attend all Executive Board meetings. They shall be voting members of the Executive Board. Each shall have other duties as may be specifically delegated to him/her by the President.

Section 3. Each Director shall attend Executive Board meetings. He or she shall serve as chairman of committees as appointed by the President. He or she shall be sensitive to the thoughts and wishes of WPDA membership. He or she shall be a voting member of the Executive Board. Each shall have other duties as may be specifically delegated to him/her by the President.

Section 4. The Secretary shall have the following duties: a) He or she shall take the minutes of each meeting of WPDA and of the Executive Board. b) He or she shall attend to all correspondence of WPDA and shall read orally communication at meetings of the Executive Board, or, optionally, at meetings of WPDA. c) A copy of any official WPDA correspondence shall be kept on file with the Secretary. d) He or she shall prepare and mail ballots for election of officers, amendments to the by-laws and other ballots designated by the Executive Board. e) He or she shall be a voting member of the Executive Board. f) He or she shall have other duties as may be specifically delegated to him/her by the President.

Section 5. The Treasurer shall have the following duties: a) He or she shall handle all funds received and paid out by WPDA. He or she shall bank funds in a bank approved by the Executive Board. He or she may issue receipts for moneys paid into WPDA. He or she shall maintain a complete record of all business transactions and shall be prepared to give a report of the financial status of WPDA at all times. b) He or she shall be responsible for notifying Members when dues become payable in November and send delinquent notices when necessary. c) He or she shall be a voting member of the Executive Board. d) He or she shall have other duties as may be specifically delegated to him/her by the President.

Section 6. Each officer, at the expiration of his or her term of office or in the case of resignation, shall transfer all records pertaining to his or her office to the succeeding officer within two weeks.

Article VII - **Election of Officers**

Section 1. The officers of WPDA shall be elected by mail or secret ballots at the annual meeting of WPDA. Ballots received by U.S. mail prior to the annual meeting of WPDA may be counted not more than three hours prior to the start of the annual meeting at the place of the annual meeting. Ballots may be submitted at the annual meeting up to the point at which the President calls the annual meeting to order.

Section 2. A Nominating committee shall consist of three members in good standing, not running for office in the current election, and shall be appointed by the President

Section 3. It shall be the duty of the Nominating Committee to select candidates who have indicated their willingness to accept the responsibilities of the office for which they are candidates for the next year. Where possible, the Nominating Committee shall select two or more candidates for each office.

Section 4. The Nominating Committee shall advise the Executive Board of eligible candidates at least three (3) months before the annual meeting.

Section 5. The President of WPDA shall cause the Secretary to prepare ballots and a ballot shall be mailed to each Individual and Family Member over 21 in good standing at least thirty (30) days prior to the date of WPDA's annual meeting.

Section 6. The ballots shall make provision for "write-in" nominations for each office. Before a nominee's name is put on the ballot, he or she shall express willingness to serve and shall comply with provisions of Article V, section 4.

Article VIII - **Executive Board**

Section 1. The Executive Board shall consist of the elected officers and directors of WPDA and the Past President. Only the elected officers and directors and the Past

President shall be voting members of the Executive Board. The President shall only vote on motions where it is necessary to break a tie.

Section 2. It shall be the duty of the Executive Board to conduct all business of WPDA between meetings of the Membership. The Executive Board shall expend those funds deemed necessary to carry on the activities of WPDA.

Section 3. The Executive Board shall be responsible to the members of WPDA.

Article IX - **Committees**

There shall be such standing and temporary committees as are deemed necessary by the Executive Board to carry on the work of the WPDA. Unless the Executive Board decides otherwise, the standing committees may include:

- (1) Education;
- (2) Recognized Show;
- (3) Sanctioned (Schooling) Show;
- (4) Publications;
- (5) Equipment; and
- (6) Membership

Committee chairpersons shall be appointed and may be removed by the President with the approval of the Executive Board. Chairpersons shall be non-voting members of the Executive Board and shall attend Executive Board meetings. Committee chairpersons shall advise the Executive Board at such Executive Board meetings.

Article X - **Meetings**

Section 1. An annual meeting of the Members shall be held on a date within the last quarter of the year, set by the Executive Board. Each Member shall be notified in writing at least thirty (30) days prior to the date, place and time of the meeting.

Section 2. Special meetings of the Members may be called at the discretion of the President and shall be called at the written request of any four (4) officers or directors or fifteen percent (15%) of the voting Members. Any such request shall state the special business to be transacted at such meetings. Any such meeting shall be held within thirty (30) days of such call or request, and at a time and place fixed by the Executive Board or the President. Twenty-five percent (25%) of voting members present at the meeting shall constitute a quorum for the transaction of all business at meetings of the Membership.

Section 3. General Membership meetings may be called at any time by the Executive Board for educational purposes.

Section 4. Unless circumstances otherwise warrant, the Executive Board shall hold monthly meetings

Article XI - **Parliamentary Authority Robert's Rules of Order**

Revised shall govern Executive Board and Membership meetings when not in conflict with these by-laws

Article XII - **Dissolution**

Upon dissolution of this non-profit corporation in accordance with the terms of the applicable laws of the Commonwealth of Pennsylvania, all assets of WPDA shall be distributed to a similar dressage or equestrian association. In no event shall any of the assets be returned or distributed to any of the Members or shareholders of WPDA or to any organization which would not then qualify under the provisions of Section 501 (C) (3) of the Internal Revenue Code and applicable regulations, as in effect on the date of dissolution. Said dissolution can be voted by the number of Members or shareholders of WPDA specified in the applicable laws of the Commonwealth of Pennsylvania at any time, and should be voted if WPDA becomes inactive for a period of more than one year.

Article XIII - **Indemnification of Officers & Directors**

Section 1. For purposes of this Article XIII the term "director" shall include all officers.

Section 2. Director's Personal Liability. A director of WPDA shall not be personally liable for monetary damages for any action taken, or any failure to take any action of any kind; provided, however, that this provision shall not eliminate or limit the liability of a director for a breach of or failure to perform the duties of his or her office which constitutes self-dealing, willful misconduct or recklessness, or to the extent that such elimination or limitation of liability is expressly prohibited by the Directors' Liability Act, 15 PA. D.SA ss 5741 et seq., as in effect at the time of the alleged action or failure to take action by such director.

Section 3. Preservation of Rights. Any repeal or modification of this Article by the Members or directors of WPDA shall not adversely affect any right or protection existing at the time of such repeal or modification to which any director or former director may be entitled under this article. The rights conferred by this Article shall be deemed to be a contract with each director and shall continue as to any person who has ceased to be a director or WPDA and shall inure to the benefit of the heirs, executors and administrators of such director.

Section 4. Mandatory indemnification of Directors and Officers.

Unless in a particular case indemnification would jeopardize WPDA's tax exempt status under Section (a) of the Internal Revenue Code of 1986 or result in WPDA's failure to be described in Section 501 c (3) of the Code, WPDA shall indemnify, to the fullest extent now or hereafter permitted by law (including but not limited to the indemnification provided by 15 PA. C.S A. SS 5743), each director or officer (including each former director or officer) of WPDA who was or is made a party to or a witness in or is threatened to be made a party to or a witness in any threatened,

pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative, by reason of the fact that he or she is or was an authorized representative of WPDA, against all expenses (including attorneys' fees and disbursements), judgments, fines (including excise taxes and penalties) and amounts paid in settlement actually and reasonably incurred by the directors in connection with such action, suit or proceeding.

Section 5. Mandatory Advancement of Expenses of Directors and Officers. WPDA shall pay expenses (including attorney's fees and disbursements) incurred by a director or officer of WPDA referred to in Section 4 hereof in advance of the final disposition of such action, suit or proceeding only upon receipt of an undertaking by or on behalf of such director or officer to repay all amounts advanced if it shall ultimately be determined that he or she is not entitled to be indemnified by WPDA as provided in Section 9 hereof.

Section 6. Permissive Indemnification and Advancement of Expenses. WPDA may, as determined by the Executive Board from time to time, indemnify to the fullest extent now or hereafter permitted by law, any person who was or is a party to or a witness in, or is otherwise involved in, any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative representative of WPDA, both as to action in his or her official capacity and as to action in another capacity while holding such office or position, against all expenses (including attorney's fees and disbursements), judgments, fines (including excise taxes and penalties), and amounts paid in settlement actually and reasonably incurred by him or her in connection with such action, suit or proceeding. WPDA may, as determined by the Executive Board from time to time, pay expenses incurred by any such person by reason of his or her participation in an action, suit or proceeding referred to in this Section 6 in advance of the final disposition of such action, suit or proceeding upon receipt of an undertaking by or on behalf of such persons to repay such amount if it shall ultimately be determined that he or she is not entitled to be indemnified by WPDA as provided in Section 6 hereof.

Section 7. Scope of Indemnification. Indemnification under this Article shall not be made by WPDA in any case where a court determines that the alleged act or failure to act giving rise to the claim for indemnification is expressly prohibited by the Directors' Liability Act 15 Pa. C.A. ss 5741 et seq., or any successor statute as in effect at the time of such alleged action or failure to take action.

Section 8. Insurance.

WPDA may purchase and maintain insurance on behalf of each director and officer against any liability asserted against or incurred by such director or officer in any capacity, or arising out of such director's or officer's status as such, whether or not WPDA would have the power to indemnify such director or officer against such liability under the provisions of this Article. WPDA may also purchase and maintain insurance on behalf of any person referred to in Section 6 hereof against any

liability asserted against or incurred by such person in any capacity, whether or not WPDA would have the power to indemnify such person against such liability under the provisions of the Article.

Section 9. Funding to Meet Indemnification Obligations.

The Executive Board shall have the power to borrow money on behalf of WPDA, including the power to pledge the assets of WPDA, from time to time to discharge WPDA's obligations with respect to indemnification, the advancement and reimbursement of expenses, and the purchase and maintenance of insurance referred to in this Article. WPDA may, in lieu of or in addition to the purchase and maintenance of insurance referred to in Section 8 hereof, establish and maintain a fund of any nature or otherwise secure or insure in any manner its indemnification obligations, whether arising under or pursuant to this Article or otherwise.

Section 10. Miscellaneous.

Each director and officer of WPDA shall be deemed to act in such capacity in reliance upon such rights of indemnification and advancement of expenses as are provided in this Article. The rights of indemnification and advancement of expenses provided by this Article shall not be deemed exclusive of any other rights to which any person seeking indemnification or advancement of expenses may be entitled under any agreement, vote of members or disinterested directors, statute or otherwise, both as to actions in another capacity while holding such office or position and shall continue as to a person who has ceased to be an authorized representative of WPDA and shall inure to the benefit of the heirs, executors and administrators of such person. Indemnification and advancement of expenses under this Article shall be provided whether or not the indemnified liability arises or arose from any treated, pending or completed action by or in the right of WPDA. Any repeal or modification of this Article by the Members or the Executive Board shall not adversely affect any right or protection existing at the time of such repeal or modification to which any person may be entitled under this Article.

Section 11. Applicability of Article.

This Article shall apply to every action other than an action filed prior to January 27, 1987, except that it shall not apply to the extent that Pennsylvania law does not permit its application to any breach of performance of duty or any failure of performance of duty by an indemnitee occurring prior to January 27, 1987.