

BYLAWS
of
Pacific Northwest Western Dressage Association

ARTICLE I

Name and Purpose

The name of the Association shall be the **Pacific Northwest Western Dressage Association, hereinafter referred to as “PNWWDA” or “the Association”**.

Purpose of the Association. As set forth in the Articles of Incorporation, the Pacific Northwest Western Dressage Association was organized in 2024 exclusively for charitable and educational purposes to align itself with the purposes and mission of the Western Dressage Association® of America (WDAA). These include the following:

Our mission is about education

The mission of the PNWWDA is to promote the discipline of Western Dressage through classical training and sound horsemanship while building a community that puts the horse first by providing education, mentorship, youth programs, and quality competition.

Our commitment to tax-exempt requirements

The PNWWDA has been recognized by the Internal Revenue Service as exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code. The PNWWDA has been recognized as a 501(c)(3) organization that shall comply with all applicable guidelines, purposes, and restrictions imposed by or appropriate for section 501(c)(3) organizations.

Our commitment to equine equality

The WDAA is dedicated to the principle of inclusion. All horse breeds and riding disciplines, without exception or limitation, are respected and invited to participate in the WDAA vision and all of its forums, venues, events, and resources. The WDAA and the PNWWDA shall comply and respect this principle of inclusion and shall not, in any manner, exclude any breed or discipline.

Our commitment to quality content, presentation, and service

The WDAA develops a wide range of educational materials, tools, guidelines, and curricula. These materials are provided to the PNWWDA. The WDAA and PNWWDA shall use these materials to provide organized professional presentations and service for the education and benefit of its members.

Our commitment to collaboration and open relationships

The WDAA seeks open relationships with all equine organizations and believes that through sharing educational resources, techniques, and attitudes, all horses and riders will benefit. The WDAA and the PNWWDA shall support this principle of collaboration in all its relationships, events, venues, and forums.

The PNWWDA endorses and, in all its activities, shall support and operate under the educational mission of the WDAA and its principles of equine equality, inclusion, non-discrimination, and community. The PNWWDA will seek representation for all states covering the Pacific Northwest: Oregon, Washington, Idaho, Alaska, and the Canadian province of British Columbia.

ARTICLE II

Membership

1. *Eligibility for membership:* Application for voting membership shall be open to any person who supports the purpose statement of the PNWWDA and WDAA. Membership is granted after completion and receipt of a membership application and annual dues.
2. *Annual dues:* The amount required for annual dues shall be determined by the Board, unless changed by a majority vote of the members at an annual meeting of the full membership. Continued membership is contingent on being up-to-date on membership dues. All members of the Association must also be members of the WDAA.
3. *Rights of members:* Each member shall be eligible to cast one vote in Association general elections.
4. *Resignation and termination:* Any member of the Association may resign by filing a written resignation with the Secretary or by failing to pay membership dues. Resignation shall not relieve a member of unpaid dues or other charges previously accrued. There will be no refund of paid dues.
5. *Non-voting membership:* The Board shall have the authority to establish and define non-voting categories of membership.
6. *Membership categories:* Membership categories are Adult (18 years of age or over on January 1 of the membership year) and Youth (17 years or under on January 1 of the membership year).

ARTICLE III

Meetings of Members

1. *Regular Meetings:* Regular meetings of the members shall be held at a time and place designated by the President. Meetings may be held in person or virtually as appropriate for the business that is to be conducted.
2. *Annual Meeting:* An annual meeting of the members shall be held in the fourth quarter of the calendar year at a time and place designated by the Board of Directors. The meeting may be held in person or virtually as appropriate for the business that is to be conducted. The purpose of the meeting in the form of an agenda will be sent to members electronically. At the meeting, members will vote to fill vacancies on the Board of Directors, receive reports on the activities of the Association, and help determine the direction of the Association for the coming year.
3. *Special Meetings:* Special meetings may be called by the President, Executive Committee, or a simple majority of the Board of Directors. A petition signed by 20% (twenty percent) of voting members may also call a special meeting. The meeting may be held in person or virtually as appropriate for the business that is to be conducted. Notice of each special meeting, indicating briefly the object or objects thereof, shall be given in the same manner as provided with respect to notice of annual membership meetings.
4. *Notice of meetings:* Notice of each meeting shall be given to each voting member, electronically, not less than 14 days prior to the meeting.
5. *Quorum:* The members present at any properly announced meeting shall constitute a quorum.
6. *Voting:* All issues to be voted on shall be decided by a simple majority of those present at the meeting in which the vote takes place. Voting by proxy shall be allowed.

ARTICLE IV

Board of Directors

1. *Powers and Duties:* The Board is responsible for the overall policy and direction of the PNWWDA except as provided otherwise on Oregon law, the articles of incorporation, or these bylaws. The affairs of PNWWDA shall be managed by the Board of Directors with the aim of director representation from each geographic region included in the Association. A Director's conduct is subject to continual review, and service on the Board of Directors may be terminated or rejected by the Board of Directors with or without cause.

2. *Discharge of Duties:* This is a working Board of Directors, meaning each director has specific duties and tasks. Each director shall fulfill the duties as a member of the Board of Directors on one or more committees of the Board. Throughout his/her tenure, a member of the Board of Directors must:
 - a. Remain a member in good standing of the PNWWDA and the WDAA
 - b. Adhere to the PNWWDA's and WDAA's rules and regulations pertaining to membership conduct
 - c. Conduct themselves in an exemplary manner such as to favorably reflect on the Board of Directors, the PNWWDA, and the WDAA
 - d. Refrain from conduct that is detrimental to the interest of the PNWWDA, the WDAA, their programs, policies, objectives, and harmonious relationship of its members

3. *Membership of the Board:* The Board of Directors shall serve without pay and consist of a minimum of seven (7) and a maximum of 10 (ten) members.

4. *Election of Board Members:* Vacancies on the Board of Directors shall be elected at the annual meeting.

5. *Elections:* A Board Development Committee shall be responsible for nominating a slate of prospective Board members representing the Association's diverse geographic and equine discipline constituencies. In addition, any member can nominate a candidate to the slate of nominees. All members will be eligible to vote for the slate of candidates presented to them at a time designated by the Board.

6. *Terms:* All Board members shall be elected for a one year term.
 - a. A Director may be re-elected to succeed themselves up to four consecutive terms. After four consecutive terms a Director may be re-elected to the same office after a one- (1-) year hiatus. Partial terms shall not be included in term limits.
 - b. The Office of Treasurer may be an exception to term limits rule Article IV:6a.
 - c. Terms of the Directors will be staggered in order to maintain tenureship while infusing new ideas. Existing Directors will be expected to act in an advisory capacity for an additional period of one (1) month extending beyond their date of service to assist in the transition of the new Board.

7. *Resignation:* Except as otherwise required by law, a director may resign from the Board at any time by giving written notice to the President or the Secretary of the PNWWDA. Resignation shall take effect at the time specified therein. Unless otherwise specified, the acceptance of resignation shall not be necessary to make it effective.
8. *Termination:* Board members absent for four (4) meetings within a fiscal year shall be dismissed from the Board of Directors. A Director may be removed at any time, with or without cause, by a majority vote of the Board of Directors, at any regularly scheduled or special meeting of the Board of Directors.
9. *Midterm Vacancies:* Board vacancies shall be filled by a majority vote of the remaining members of the Board of Directors for the unexpired term.
10. *Quorum:* A Quorum must be attended by at least 40% (forty percent) of Board members for business transactions to take place and motions to pass.
11. *Regular Meetings:* Regular meetings of the Board of Directors shall be held at least monthly virtually or in person within best business practices. The Board of Directors and members of the PNWWDA shall be given notice of the meeting as described in Article III.4. The Board of Directors shall use as its parliamentary source the most current edition of *Roberts' Rules of Order*. These procedures may be used informally unless by majority vote of the Board of Directors to use them formally. Board meetings shall be open to PNWWDA members. Minutes shall be taken at each meeting and the minutes be provided to Directors for review within one week of said meeting. The Board of Directors will vote on acceptance of the minutes at the next Board meeting; they will be entered into the official record as accepted.
12. *Special Meetings:* Special meetings of the Board of Directors shall be called upon the request of the President or by one-third of the Board of Directors. Special meetings may be held virtually, via email, via conference call, or in person within best business practices. Notices of special meetings shall be sent out by the Secretary to each Director at least two weeks in advance unless the meeting is to be held within two weeks, then notice shall be sent out at the first opportunity.

ARTICLE V

Officers

1. *Designation and Qualifications:* The elected officers of the PNWWDA shall consist of a President, one or two Vice Presidents, Secretary, and Treasurer elected or appointed by the Board of Directors. One person may hold up to two offices at a time, except the President may not hold another office. All Officers must be natural persons who are 18 (eighteen) years of age or older.
2. *Terms of Office:* Officers of the Board of Directors shall be elected or appointed at the annual meeting. Elected Officers will serve a term of one year.
3. *Vacancies:* The Board of Directors shall fill by majority vote any officer position which may become vacant (except President, which shall be filled by the Vice President or First Vice President). Any Officer filling a vacancy by this means shall serve until the end of the term of the office being filled.
4. *Powers and Duties:* Including, but not be limited to, the following:
 - a. *The President* shall preside at all meetings of the Board of Directors, appoint committee chairs, and shall ensure the supervision and administration of the business and affairs of the Association. The President, as well as any other proper Officer authorized by the Board of Directors, may sign any deeds, bond, mortgages, or other instruments and enter into agreements necessary to carry out the mission of the PNWWDA, except where these bylaws or policies adopted by the Board of Directors require the signature of some other Officer or agent of the Association.
 - b. *The Vice President (or First Vice President in the instance of multiples)* shall assume the duties of the President in case of the President's absence or her/his inability from cause to act. The Vice President(s) shall play a major role in resource development in representing the Association within and outside the community.
 - c. *The Secretary* shall be responsible for keeping an accurate record of all meetings of the Board of Directors, Executive Committee, general membership, and annual meetings; see that all notices are duly given in accordance with these bylaws or as required by law; and maintain the official records of the Association. The Secretary may also be required to assist the Treasurer in required Federal, State, and Local financial reporting. In the absence of the Treasurer, the Secretary has secondary authority to execute customary business transactions up to \$200.00 without prior approval of the Board of Directors.
 - d. *The Treasurer* shall be responsible for financial management, including keeping all appropriate fiscal records and ensuring that all funds are recorded, spent, and monitored consistent with funder requirements, legal requirements, and sound financial management. The Treasurer is responsible for ensuring that the

Association's financial statements and procedures are provided to the Board of Directors each month for evaluation to determine that adequate fiscal controls and procedures are in place and that the Association is in good financial health. The Treasurer has the authority to execute customary business transactions up to \$200.00 without prior approval of the Board of Directors. The Treasurer is responsible for overseeing the submission of all Federal, State, and Local financial reporting on time.

- e. *Director-at-Large* is any member who has been elected to serve on the Board of Directors who supports the mission of PNWWDA, does not have specific duties as prescribed in these bylaws, and has the same rights and responsibilities as the other Directors.

ARTICLE - VI

Committees

1. *Committee formation*: The Board of Directors may create committees and task forces as they shall deem appropriate. Such committees and task forces shall have the power and duties designated by the Board of Directors and shall give advice and make non-binding recommendations to the Board of Directors. Any PNWWDA member in good standing may serve on a committee. The President appoints all committee chairs. Each Director (excluding the President) shall serve on one or more standing and/or Ad Hoc committees. Suggested committees may include but are not limited to:
 - a. *Executive Committee*: This Committee provides ongoing oversight of the affairs of the Association between meetings of the Board of Directors. The officers of the Executive Committee shall consist of the President, Vice President(s), 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 has not terminated.
 - b. *Finance/Audit Committee*: This Committee is responsible for ensuring that the Association's financial statements and procedures are evaluated to determine that adequate fiscal controls and procedures are in place and that the Association is in good financial health. The Finance/Audit Committee develops an annual budget to be approved by the Board of Directors. The Treasurer shall chair the Finance/Audit Committee.
 - c. *Nominating and Elections Committee*: This Committee shall be chaired by a Director who is not running for re-election during the current election and may include members from the Board of Directors and the members of the Association. The Committee is charged with planning and implementing the election process for all elections to the Board of Directors and for establishing policies and procedures for elections.

- d. **Membership Committee:** This Committee is responsible for ensuring outreach to all members of the equine community. Committee members will act as liaison to PNWWDA members and as a resource to programming. The Committee will develop programs to encourage participation and membership in PNWWDA and assist in the development of a trainer directory.
 - e. **Social Media/Web Development:** This Committee works in conjunction with the Membership Committee and is responsible for developing a timeline for appropriate social media campaigns reflecting events and member activities, supporting Western Dressage, and securing appropriate media release forms.
 - f. **High Point/Special Awards Committee:** This Committee is responsible for development and execution of a Western Dressage High Point Program and well as Special Awards for the PNWWDA.
 - g. **Educational Development Committee:** This Committee is responsible for Educational Development of not only Western Dressage but horsemanship in general with a constant focus of horsemanship that reflects happy and healthy horses.
 - h. **Youth Program/Youth Advisory Committee:** This Committee is responsible for focused outreach and education for all youth 17 and under to encourage participation from youth with their own horse or development of a horseless program. The Youth Advisory Committee shall provide youth representation to the Board of Directors and recruitment of youth members to the WDAA/USEF Youth Sportsman Award. This Committee works in conjunction with the Special Awards Committee to develop educational scholarships.
 - i. **Breed Affiliate, Club, and Equine Organization Liaison:** This Committee is responsible for outreach and communication with other breed associations, clubs, and equine organizations to promote collaboration with local show and event listings.
2. ***Other Committees and Task Forces:*** The Board of Directors may create and appoint members to such committees and task forces as they shall deem appropriate. Such committees and task forces shall have the power and duties designated by the Board of Directors and shall give advice and make non-binding recommendations to the Board of Directors.
 3. ***Vacancies:*** Vacancies in the membership of committees may be filled by the Chair of the Committee.

ARTICLE VII

Conflict of Interest

Any member of the Board of Directors who has a financial, personal, or official interest in, or conflict (or appearance of a conflict) with any matter pending before the Board of Directors, of such nature that it prevents or may prevent that member from acting on the matter in an impartial manner, will offer to the Board of Directors to voluntarily excuse him/herself and will vacate his/her seat and refrain from discussion and voting on said item.

1. *Disclosure*: If a responsible person is aware that the Association is about to enter into any transaction or make any decision involving a conflict of interest, (a “conflicting interest transaction”), such person shall: (i) immediately inform those charged with approving the conflicting interest transaction on behalf of the Association of the interest or position of such person or any party related to such person; (ii) aid the persons charged with making the decision by disclosing any material facts within the responsible person’s knowledge that bear on the advisability of the Association entering into the conflicting interest transaction; and (iii) not be entitled to vote on the decision to enter into such transaction.

Article VIII

Liability of Directors for Unlawful Distributions

1. *Liability to Corporation*: A Director who votes for or assents to a distribution made in violation of the Act or the articles of incorporation of the corporation shall be personally liable to the corporation for the amount of the distribution that exceeds what could have been distributed without violating the Act or the articles of incorporation if it is established that the Director did not perform the Director’s duties in compliance with the general standards of conduct for directors set forth in Article IV.2.
2. *Contribution*: A Director who is liable under Article VII, 1 for an unlawful distribution is entitled to contribution: (i) from every other Director who could be liable under Article VII, 1 for the unlawful distribution; and (ii) from each person who accepted the distribution knowing the distribution was made in violation of the Act or the articles of incorporation, to the extent the distribution to that person exceeds what could have been distributed to that person without violating the Act or the articles of incorporation.
3. *Loans to Directors and Officers Prohibited*: No loans shall be made by the Association to any of its Directors or Officers.

Article IX

Records of the Association

1. Minutes and Records. The Association shall keep as permanent records minutes of all meetings of the Board of Directors, a record of all actions taken by the Board of Directors without a meeting, a record of all actions taken by a committee of the Board of Directors in place of the board of directors on behalf of the Association, and a record of all waivers of notices of meetings of the Board of Directors or any committee of the Board of Directors.
2. Accounting Records. The Association shall maintain appropriate accounting records.
3. Records in Written Form. The Association shall maintain its records in written form or in another form capable of conversion into written form within a reasonable time.

ARTICLE X

Fiscal Policies

1. The fiscal year shall be the calendar year January 1 – December 31.
2. The Board of Directors shall adopt formal policies that provide a system of financial controls and accountability that are adequate to prevent the misuse or theft of the PNWWDA's funds and assets, discover if these problems or crimes were to occur, and fulfill IRS requirements for the documentation and reporting of the Association's financial activity.
3. At a minimum, the Board of Directors shall enact, maintain, and enforce policies and procedures for Records Retention, Federal and State Reporting Guidelines, Checks and Balances by separation of the powers to spend, account for, and audit the Association's money, Travel and Expense Reimbursement, and Annual Financial Review.

ARTICLE XI

Indemnification

The Association shall, to the extent legally permissible, indemnify each person who may serve or who has served at any time as an Officer, director, or employee of the Corporation against all expenses and liabilities, including, without limitation, counsel fees, judgments, fines, excise taxes, penalties and settlement payments, reasonably incurred by or imposed upon such person in connection with any threatened, pending or completed action, suit or proceeding in which he or she may become involved by reason of his or her service in such capacity; provided that no indemnification shall be provided for any such person with respect to any matter as to which he or she shall have been finally adjudicated in any proceeding not to have acted in good faith in the reasonable belief that such action was in the best interests of the Corporation; and further provided that any compromise or settlement payment shall be approved by a majority vote of a quorum of directors who are not at that time parties to the proceeding.

The indemnification provided hereunder shall insure to the benefit of the heirs, executors and administrators of persons entitled to indemnification hereunder. The right of indemnification under this Article shall be in addition to and not exclusive of all other rights to which any person may be entitled.

No amendment or repeal of the provisions of this Article which adversely affects the right of an indemnified person under this Article shall apply to such person with respect to those acts or omissions which occurred at any time prior to such amendment or repeal, unless such amendment or repeal was voted by or was made with the written consent of such indemnified person.

This Article constitutes a contract between the Corporation and the indemnified Officers, Directors, and employees. No amendment or repeal of the provisions of this Article which adversely affects the right of an indemnified officer, director, or employee under this Article shall apply to such officer, director, or employee with respect to those acts or omissions which occurred at any time prior to such amendment or repeal.

ARTICLE XII

Amendments to Bylaws

These bylaws may be amended or repealed and new bylaws adopted only by a two-thirds vote of PNWWDA members present and voting at an annual membership meeting or special meeting called for that purpose, provided that a majority of the PNWWDA members as defined in Article II are present. The intent to vote on proposed bylaws amendments and/or repeal and replace and replacement of the bylaws must be included in the notification of the meeting. Notification shall be given as defined in Article III.4.

CERTIFICATION

These bylaws were approved at a meeting of the Board of Directors by a two-thirds majority vote on March 19, 2024. The decision was certified by the Pacific Northwest Western Dressage Association Secretary, Bethany E. Bonham, on March 19, 2024.

Secretary Printed Name

Signature

Date

- These bylaws were approved and adopted by the Board of Directors on March 19, 2024.
- Amended April 15, 2024 – Article IV.8 Termination of Board Members