

# RESTATED AND AMENDED BYLAWS OF VADA/Nova, Inc.

## Article I. Name

1.1 *Name.* The name of the Corporation is the Virginia Dressage Association, Northern Virginia Chapter, also known as VADA/Nova, Inc. (the “Association.”)

1.2 *Acronym.* The acronym for this Association shall be VADA/Nova.

## Article II. Board of Directors

2.1 *Number of Directors.* The Board of Directors shall be composed of not more than twenty-two (22) members and one (1) non-voting junior liaison member (a member of the Association who is twenty-one (21) years of age or younger.)

2.2 *Election of Directors.* Directors shall be elected by a plurality vote of the ballots returned by the general membership during an election conducted by mail or electronically to take place during the month of November.

2.3 *Nomination.* The Board of the preceding year shall serve as the nominating committee for the succeeding year. Any member of the Chapter who is in good standing may submit his/her name to the nominating committee for consideration for candidacy to the Board of Directors.

2.4 *Term.* The length of term for each Director on the Board will be for one (1) year, which shall coincide with the calendar year (January 1<sup>st</sup> through December 31<sup>st</sup>). Board members may be elected to successive terms.

2.5 *General Powers.* The Board of Directors shall be responsible for the general management of the affairs of the Association. It may adopt standard operating procedures, policies, guidelines, and/or standing rules to govern the operation of the organization and any of its committees or activities.

2.6 *Removal.* The Board of Directors may remove any Director (a) whose actions are judged to be detrimental to the best interests of the Association, or (b) who has two (2) unexcused absences or four (4) total absences from Board meetings. An unexcused absence is one in which the Board member has not notified one of the Officers in advance of the meeting. Removal will be accomplished by a two-thirds vote of the total Board membership. The seat of any Director who is removed will be considered a vacancy.

**RESTATED & AMENDED  
BYLAWS OF VADA/Nova**

2.7 *Vacancies.* In the event of a vacancy, the Board of Directors may appoint a Chapter member in good standing to fill the vacancy.

**Article III  
Officers**

3.1 *Officers.* The Officers of the Association shall consist of a President, Vice President, Secretary, and Treasurer.

3.2 *Election of Officers.* It shall be the duty of the newly elected Board of Directors to elect from within their membership the President, Vice President, Secretary and Treasurer.

3.3 *Term.* Officers shall serve one (1) year terms. Their terms shall coincide with the calendar year. Officers may be elected to successive terms.

3.4 *Removal.* The Board of Directors may remove from office any Officer: (a) whose actions are judged to be detrimental to the best interests of the Association, or (b) who has two (2) unexcused absences or four (4) total absences from Board meetings. Removal will be accomplished by a two-thirds vote of the total Board membership. An unexcused absence is one in which the Board member has not notified one of the Officers in advance of the meeting.

3.5 *Duties of the President.* The duties of the President shall be to sign all major contracts and obligations of the Association. He/she shall appoint committee chairmen. He/she shall call and chair all meetings of the Board of Directors. He/she shall assume other duties as voted by the Board of Directors.

3.6 *Duties of the Vice President.* The duties of the Vice President shall be to coordinate committee activities and act for the President in his or her absence. He/she shall assume other duties as voted by the Board of Directors.

3.7 *Duties of the Secretary.* The duties of the Secretary shall be to take minutes of the meetings and keep correspondence of the Association. He/she shall assume other duties as voted by the Board of Directors.

3.8 *Duties of the Treasurer.* The duties of the Treasurer shall include the collection, care and custody of all moneys involving the Association and the maintenance of proper books documenting all monetary transactions. He/she shall

**RESTATED & AMENDED  
BYLAWS OF VADA/Nova**

be responsible for filing appropriate forms with the State of Virginia, the IRS, etc. as needed. He/she shall assume other duties as voted by the Board of Directors.

**Article IV  
Relations with the Virginia Dressage Association**

4.1 *Governance of Association.* This Association agrees to be governed by the Constitution, Bylaws and Standing Rules of the Virginia Dressage Association (VADA).

4.2 *Election of Chapter Representatives to the State VADA Board of Directors.* Representatives to the State Board of Directors shall be elected by a simple majority of the VADA/Nova Board of Directors. They shall be duly elected members of the Board of Directors.

4.3 *Voting Powers.* Representatives to the State Board of Directors are empowered to vote for the Chapter as prescribed in the VADA Bylaws.

4.4 *Removal of Chapter Representatives.* The Board of Directors may remove from office any Chapter Representative to the State Board of Directors whose actions are judged to be detrimental to the best interests of the Association, or who fails to attend a State Board meeting and fails to arrange for another member of this Association's Board of Directors to attend in his or her place. Removal will be accomplished by a two-thirds vote of the total board membership.

**Article V  
Committees**

5.1 *Establishment of Committees.* Committees shall be established as deemed necessary by the Board of Directors.

5.2 *Appointment of Committee Chairs.* The President shall appoint the Committee chairs.

5.3 *Duties.* Committees shall assume duties as voted by the Board of Directors.

5.4 *Operations.* Committees shall operate in accordance with any Committee Guidelines and or Standing Rules adopted by the Board of Directors.

**RESTATED & AMENDED  
BYLAWS OF VADA/Nova**

**Article VI  
Dues**

6.1 *Annual Dues.* The Board of Directors shall determine annual dues rates, a portion of which shall be set aside for United States Dressage Federation (USDF) and VADA dues.

6.2 *Membership Year.* Annual dues shall cover the membership year from December 1<sup>st</sup> to November 30<sup>th</sup>.

6.3 *Date Dues Allocated.* Dues received after October 1<sup>st</sup> will be presumed to be for the following year unless otherwise designated.

**Article VII  
Meetings**

7.1 *Number of Meetings.* The Board of Directors shall meet a minimum of ten (10) times during the year.

7.2 *General Membership Meetings.* The Board of Directors may at its discretion call a meeting of the general membership.

7.3 *Meetings of the Board of Directors.* The meetings of the Board of Directors shall at all times be open to any member in good standing. The Board of Directors shall encourage attendance by the general membership by publishing the dates and locations of its meetings in a newsletter.

7.4 *Quorum.* At all meetings of the Board of Directors, one member more than half of the voting membership of the Board shall constitute a quorum.

7.5 *Proxy Votes.* Any Board member who has requested an excused absence may authorize any member of the Board to exercise a proxy vote on any matter that comes to a vote during that meeting.

**Article VIII  
Amendment of Bylaws**

8.1 *Amendment at General Membership Meeting.* These Bylaws may be added to, amended or altered at any general membership meeting by a vote of not less than two-thirds of those present. Written notice of the proposed amendment

## **RESTATED & AMENDED BYLAWS OF VADA/Nova**

shall be mailed or sent by other electronic means to all members at least four (4) weeks prior to the general membership meeting.

8.2 *Amendment by Mail or Electronic Vote.* In lieu of a general meeting, these Bylaws may be added to, amended or altered by vote of the general membership conducted by mail or electronically upon recommendation to the general membership of such amendment by the Board of Directors. Written notice of the recommended amendment shall be mailed or sent by electronic means at least four (4) weeks before the vote is to be counted. An affirmative vote of two-thirds of those members responding by mail or electronically shall amend, add to, or alter these Bylaws as recommended by the Board of Directors.

### **Article IX Prohibition Against Sharing in Corporate Earnings or Assets**

No Director, Officer, employee or member of, or person connected with VADA/Nova, or any other private individual, shall receive at any time any of the net earnings or pecuniary profit from the operations of VADA/Nova, provided, that this prohibition shall not prevent the payment to any such person of such reasonable compensation for services rendered to or for VADA/Nova in effecting any of its purposes as shall be fixed by the Board of Directors; and no such person or persons shall be entitled to share in the distribution of any of the corporate assets upon the dissolution of VADA/Nova. All members of VADA/Nova shall be deemed expressly to have consented and agreed upon such dissolution or winding up of the affairs of the VADA/Nova, after all debts have been satisfied, and assets then remaining in the hands of the Board shall be distributed, transferred, conveyed, delivered, and paid over, in such amounts as the Board may have determined, or as may be determined by a court of competent jurisdiction upon application of the Board, exclusively to charitable, scientific, literary, or educational organizations which would then qualify under the provisions of Section 501(c)(3) of the Internal Revenue Code and its regulations as they now exist or as they may hereafter be amended.

### **Article X Exempt Activities**

Notwithstanding any other provision of these Bylaws, no member, Director, Officer or employee of VADA/Nova shall take any action or carry on any activity by or on behalf of VADA/Nova not permitted to be taken or carried on by an organization exempt under Section 501(c)(3) of the Internal Revenue Code and its

**RESTATED & AMENDED  
BYLAWS OF VADA/Nova**

regulations as they now exist, or as they may hereafter be amended.

**Article XI  
Dissolution**

If for any reason the Association is disbanded, the assets shall be dispersed in accordance with the provisions set forth in the Articles of Incorporation. In accordance with said provisions, the full members then present shall determine the ultimate distribution of any remaining property and assets (after payment of all liabilities and obligations) to one or more scientific, literary, or educational organizations, which then qualify under the provisions of Section 501(c)(3) of the Internal Revenue Code, for one or more purposes specified in Section 170(c)(2)(B) of the Internal Revenue Code, or the corresponding sections of any future federal tax code.

These Amended Bylaws were submitted to the members [at a general membership meeting / the general membership by mail or electronically] on \_\_\_\_\_, 2008. I further affirm that due notice was sent to each member prior to said meeting, and that \_\_\_\_\_ members responded, casting a vote in  
number responding  
in favor of or against the recommended amendment(s). These Amended Bylaws were approved by [a vote of \_\_\_\_\_ to \_\_\_\_\_] / [unanimous consent of the members].

\_\_\_\_\_  
Secretary