

## **Article I: NAME**

### **The Genesee Valley Riding and Driving Club By-Laws**

The name of this organization shall be the Genesee Valley Riding and Driving Club, hereafter referred to as GVRDC.

## **Article II: MISSION**

The Mission of the GVRDC is exclusively to educate riders and drivers residing in and visiting the Genesee Valley of New York State and to promote the awareness and appreciation of riding and driving through educating the community. The goal in accomplishing this Mission is to educate our members and the public about safety around horses, the welfare of horses, the value of sportsmanship, and the beauty of riding and driving horses.

- A. The education of riders and drivers will be accomplished by teaching them about the health and welfare of horses and providing opportunities to develop skills in equine sports, care, and management.
- B. The promotion of and community education about riding and driving horses will be accomplished by providing open educational opportunities through training seminars, demonstrations, and competitions. These educational programs will include, but are not limited to, proper equine care, equine and horse handler safety, equine breeding and training, developing skills in the equine sports of riding and driving for pleasure and for competition, and equine sport history, etiquette, and management. GVRDC's seminars, demonstrations, and competitions will promote the awareness and appreciation of riding and driving through exhibitions of safety, sportsmanship, and good horsemanship.

## **Article III: MEMBERSHIP**

Membership shall be open to all persons. Two types of membership shall exist: individual and family memberships.

- A. Any person eighteen (18) years of age or older qualifies for individual membership and one (1) vote.
- B. Family membership is extended to any two(2)adults and their children, all residing at the same address. Each family membership is entitled to one (1) vote.

## **Article IV: OFFICERS**

Section 1: Title of Officers

GVRDC officers shall be a President, Vice-President, Corresponding and/or Recording Secretary, and Treasurer.

Section 2: Election of Officers

All officers are elected by the general membership. The President and Treasurer will be elected for a term of two (2) years each even numbered year. The Vice-President, Corresponding and/or Recording Secretary will be elected for a term of two (2) years in odd numbered years.

Section 3: Terms of Office

Any officer may serve for a maximum of three consecutive terms in the same position, after which such person is barred from candidacy for that office for one (1) year.

*GVRDC By-Laws were amended at the Annual Meeting on January 18, 2014 to set aside the term limits for one year. It was voted and approved with no dissenting votes.*

Section 4: Duties of Officers:

- A. The President is the official spokesperson of GVRDC. The President presides

over all GVRDC meetings and is responsible for the agenda of all meetings and accountable to the membership for all actions and statements on behalf of the organization.

- B. The Vice-President is the alternate and substitute of the President in case of absence or disability of the President. The Vice-President may take on any assignment concerning the business of the organization as deemed appropriate by the President.
- C. The Treasurer keeps concise and accurate financial records of GVRDC, consistent with generally accepted accounting and business rules, safeguards all financial assets of the organization according to generally accepted standards of practice, receives all monies payable to the organization and pays all debts upon approval of the Board of Directors. The Treasurer submits at least one (1) annual financial report or as requested by the President or the membership. The Treasurer shall open the financial records of GVRDC to an independent audit as required.
- D. The Recording Secretary records transactions of meetings concerning the business of GVRDC in sufficient detail to be meaningful and submits minutes of meetings for review and approval by the Board of Directors in a timely fashion.
- E. The Corresponding Secretary compiles and maintains an updated current membership roster and is responsible for all mailings to members, pertinent to the business of GVRDC and function of the organization as directed and approved by the President, the Board of Directors and the membership.

Section 5: Vacancies: Any vacancy, due to resignation, disability or any other reason, shall be promptly filled by temporary appointment through the Board of Directors.

## **ARTICLE V: BOARD OF DIRECTORS**

### Section 1: Members

The Board of Directors shall consist of the elected officers and six (6) directors elected as herein provided.

### Section 2: Elections

A director shall be elected for a three (3) year term. One third (1/3) of the directors shall be elected at each annual meeting.

### Section 3: Honorary Directors

An honorary director may be nominated by the Board of Directors and approved by the membership at the annual meeting. Honorary directors act as advisors, are exempt from all dues, have no vote on the Board, but are qualified voting members of GVRDC.

Honorary directors are eligible to be elected as officers and directors.

### Section 4: Duties

It shall be the duty of the Board of Directors to:

- A. Conduct the business affairs of GVRDC so that its mission is achieved and these
- B. By-Laws are followed,
- C. Manage the GVRDC monies in a way that is consistent with its mission and the laws governing a non-profit organization
- D. Accept donations, grants, bequests, and devises from any source, and accept property subject to special limitations or directions as to the application thereof, provided that such limitations or directions are not inconsistent with the mission of this organization or the events that it sponsors, and educational nature

consistent with the mission of GVRDC

- E. Appoint all committee chairpersons
- F. Appoint a successor for any elected position where a vacancy occurs, until the next annual meeting when a nominee is elected by the membership to fill the unexpired term.

## **ARTICLE VI: ELECTIONS**

### Section 1: General Elections

Elections shall be held at the annual meeting to fill all expired terms and to fill any elected positions vacated during the term. Elections shall be held immediately upon the closing of nominations and a majority of the voting members present shall constitute an election.

Section 2: Nominations shall be made by the Nominations Committee which will consist of a chairperson and two (2) members appointed by the Board of Directors. Any qualified voting member may also nominate additional candidates from the floor.

## **ARTICLE VII: MEETINGS**

### Section 1: Board of Directors

Meetings of the Board of Directors shall be held on a day and at a time and place as determined by the Board, or by the President or by three (3) Board members in case of urgent business. The Corresponding Secretary shall notify all Board members in due time. Six (6) voting Board members constitute a quorum.

### Section 2: General Meetings

Open general meetings shall be held on a date and at a time and place as determined by the Board of Directors. Notice shall be sent to all members for such general meetings no later than ten (10) days prior to the meeting.

### Section 3: Annual Meetings

The annual meeting shall be held near the end of the fiscal year, at a date set by the Board of Directors and announced in the GVRDC newsletter or other appropriate notice sent to the members no later than ten (10) days prior to the meeting.

### Section 4: Conduct

All meetings shall be conducted under the provisions of "Robert's Rules of Order."

## **ARTICLE VIII: IMPEACHMENT**

Grounds for impeachment of any elected official shall be negligence of duty, prolonged unexcused absence from meetings, or any actions which are considered a direct violation of these By-Laws. Upon notice of such improprieties, the Board of Directors shall appoint an impeachment committee to study the charges and make recommendations. The impeachment committee shall consist of five (5) members of the Board of Directors, one (1) of whom shall be an officer. If the recommendation is for impeachment, a hearing must be held before the Board of Directors where the person(s) involved will have an opportunity to present their case. If at the end of the hearing, the decision is for impeachment by two-thirds (2/3) vote of the directors, such person(s) shall be removed from office.

## **ARTICLE IX: ADOPTION/AMENDMENT**

These By-Laws shall be adopted and/or amended with the approval of two-thirds (2/3) vote of the members present at a General Membership meeting or two-thirds (2/3) vote of the members responding by mail or by electronic mail. The contents to be voted on shall be communicated to all members by any appropriate means and in a timely

fashion prior to the vote.

Additionally, these By-Laws may be altered, amended, or repealed by a two-thirds (2/3) vote of the entire Board of Directors at any regular, annual or special meeting called for such purpose. If any By-Law regulating an impending election of directors is adopted, amended or repealed by the Board, there shall be set forth in the notice of the next meeting of the members for the election of directors the By-Law so adopted, amended or repealed, together with a concise statement of the changes made.

The Certificate of Incorporation of GVRDC may be amended in the same manner as amendments to the By-Laws of GVRDC may be effected.

#### **ARTICLE X: DISSOLUTION**

In the event of dissolution, all of the remaining assets and property of GVRDC, after all debts are settled and capital contributions repaid, are to become the property of "The Genesee Valley Conservancy," Geneseo, New York, which is exempt under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended.

If, in the event of dissolution and at such time, The Genesee Valley Conservancy is no longer in operation or at such time no longer is exempt from taxation under Section 501(c)(3) of the Internal Revenue Code, then the assets and property of GVRDC, after all debts are settled and capital contributions repaid, are to become the property of a similar organization, which, at such time, is exempt from taxation under Section 501(c)(3) of the Internal Revenue Code.

#### **ARTICLE XI: EXEMPT ACTIVITIES**

Notwithstanding any other provision of these By-Laws, no member, director, officer, employee, or representative of GVRDC shall take any action or carry on any activity by or on behalf of GVRDC not permitted to be taken or carried on by an organization exempt under Section 501(c)(3) of the Internal Revenue Code and its Regulations as they now exist or as they may hereafter be amended, or by an organization, contributions to which are deductible under Section 170(c)(2) of such Code and Regulations as they now exist or as they may hereafter be amended.