**French Creek Dressage Association**

**d.b.a. French Creek Equestrian Association**

**By-Laws**

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*Mission Statement:* FCEA is dedicated to promoting proper equine management and horsemanship through quality education provided to the interested general public and the membership in the form of clinics, events, seminars, and horse shows.

1. **Name**
   1. The name of this association shall be French Creek Dressage Association, with a d.b.a. French Creek Equestrian Association.
2. **Objectives and Purpose**
   1. FCEA is dedicated to promoting proper equine management and horsemanship through quality education provided to the interested general public and the membership in the form of clinics, events, seminars, and horse shows.
   2. FCDA/FCEA shall remain a Group Member Organization (GMO) of the United States Dressage Association (USDF).
   3. FCDA/FCEA is an affiliate member of the United States Eventing Association
   4. FCDA/FCEA is an affiliate member of the British Riding Clubs.
   5. IRC Section 501(c)(3) Purpose. This corporation is organized exclusively for one or more of the purposes as specified in Section 501(c)(3) of the Internal Revenue Code, including for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code (Application in Process)
3. **Office**
   1. Principle Office. The principal office of the corporation shall be at: PO Box 85, St. Peters, PA 19470, Chester County, Commonwealth of Pennsylvania. The association shall have and continuously maintain a registered office in the Commonwealth of Pennsylvania.
4. **Membership**
   1. Member
      1. A member shall be an individual interested in promoting the purpose of the club as stated in Objectives and Purpose, must pay annual dues and abide by the bylaws and rules of the association.
         1. Members shall demonstrate an interest in the education, promotion, instruction and /or participation in equestrian pursuits.
         2. No person may be considered a member in good standing who is delinquent in dues.
         3. Membership types:
            1. Full Membership. Membership includes USEA affiliation and USDF GMO membership, education and showing privileges at designated club and affiliated activities.
            2. Education Membership. Includes education privileges for club activities.
            3. Honorary Member. Those persons who have made a significant personal contribution in support of the club’s objectives, may be given Honorary Membership. No dues are required, and membership is voted by majority vote of the Board of Directors.
      2. Annual Dues
         1. The Board of Directors will determine from time to time the amount of the annual dues payable by the members.
         2. Suspension. The Board of Directors, by affirmative vote of those present, may suspend or expel a member for cause and may, by a majority vote of those present at any regularly constituted meeting, terminate the membership of any member who becomes ineligible for membership, or suspend or expel any member who shall be in default in the payment of any dues or assessments.
         3. Reinstating Membership. Upon written request signed by a former member and filed with the Secretary, the Board of Directors may, by the affirmative vote of two-thirds of the members of the Board, reinstate such former member to membership upon such terms as the Board of Directors may deem appropriate.
         4. Non Transferability of Membership. Membership in this corporation is not transferable or assignable.
         5. Non Liability of Members. A member of this corporation is not, as such, personally liable for the debts, liabilities, or obligations of the corporation.
         6. All rights of a member in the corporation shall cease on termination of membership as herein provided.
5. **Meetings**
   1. Place of Meetings. Meetings shall be held at a place as designated from time to time by resolution of the Board of Directors.
   2. Regular Meetings. Regular meetings of directors shall be held on the first Thursday of each month at 7:00pm unless such day falls on a legal holiday, in which event the regular meeting shall be held as designated by the president.
   3. Special Meetings. Special meetings of the Board of Directors may be called by the President, the Vice-President, the Secretary, by any two directors, or, if different, by the persons specifically authorized under the laws of this state to call special meetings of the board. Such meetings shall be held at the principal office of the corporation or, if different, at the place designated by the person or persons calling the special meeting.
   4. Annual Meeting. The annual meeting of the members shall be held in February, as designated by the Board of Directors. Where they shall transact such business as may properly be brought before the meeting. Each voting member shall cast one vote, with voting being by ballot only. If the annual meeting shall not be called and held within six months after the designated time, any member may call such meeting.
      1. Business to be conducted at the Annual Meeting shall include:
         1. President’s Report
         2. Financial Report
         3. Committee Reports
         4. Election & Election Results
   5. Notice of Meetings. Unless provided by the Articles of Incorporation, these Bylaws, or provisions of law, the following provisions shall govern the giving of notice for meetings of the board of directors:
      1. Regular Meetings. No notice need be given of any regular meeting of the board of directors.
      2. Special Meetings. At least one week prior notice shall be given by the Secretary of the corporation to each special meeting of the board. Such notice may be oral or written, may be given personally, by first class mail, by telephone, by email, or by facsimile machine, and shall state the place, date and time of the meeting and the matters proposed to be acted upon at the meeting. Acknowledgement reply of similar method is expected within 24 hours.
   6. Quorum for Meetings. A quorum shall consist of more than 1/2 of the members of the Board of Directors. Except as otherwise provided under the Articles of Incorporation, these Bylaws, or provisions of law, no business shall be considered by the board at any meeting at which the required quorum is not present, and the only motion which the Chair shall entertain at such meeting is a motion to adjourn.
   7. Majority Action as Board Action. Every act or decision done or made by a majority of the directors present at a meeting duly held at which a quorum is present is the act of the Board of Directors, unless the Articles of Incorporation, these Bylaws, or provisions of law require a greater percentage or different voting rules for approval of a matter by the board.
   8. Conduct of Meetings. Meetings of the board of Directors shall be presided over by the President of the corporation or, in his or her absence, by the Vice President of the corporation or, in the absence of each of these persons, by a Chairperson chosen by a majority of the directors present at the meeting. The Secretary of the corporation shall act as secretary of all meetings of the board, provided that, in his or her absence, the presiding officer shall appoint another person to act as Secretary of the Meeting.
   9. Alternate Meeting Participation. One or more persons may participate in a meeting of the Board or of the members by means of conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other. Participation in a meeting pursuant to this section shall constitute presence in person at such meeting.
6. **Election of Board of Directors**
   1. Number. The corporation shall have a minimum of six(6) directors and collectively they shall be known as the Board of Directors. The number of Directors may be increased as dictated by the size of the membership and deemed necessary by the Executive Committee.
   2. Qualifications. Directors must be of full age, but do not have to be residents of this Commonwealth but who shall be members of this corporation.
   3. Powers. Subject to the provisions of the laws of this Commonwealth and any limitations in the Articles of Incorporation and these Bylaws relating to the action required or permitted to be taken or approved by the members of this corporation, the activities and affairs of this corporation shall be conducted and all corporate powers shall be exercised by or under the direction of the Board of Directors.
   4. Duties. It shall be the duty of the directors to:
      1. Perform any and all duties imposed on them collectively or individually by law, by the Articles of Incorporation, or these Bylaws;
      2. Appoint and remove, supervise, and discharge, prescribe the duties of all officers, agents, and employees of the corporation;
      3. Meet at such times and places as required by these Bylaws.
      4. Register their addresses with the Secretary of the corporation, and notices of meetings mailed or telegraphed to them at such addresses shall be valid notices thereof.
   5. Term of Office. Each director shall be elected for the term of three years and until his successor shall be elected and shall qualify.
   6. Compensation. The Board of Directors shall serve without compensation.
   7. Nomination and Election. Nominations for election will open January. Any member may nominate another member so long as the nominated member is willing to accept the nomination. They shall be elected by members of this corporation. Elections for directors shall be by written ballot at the Annual Meeting. Each member shall cast one vote per candidate, and may vote for as many candidates as the number of candidates to be elected to the board. The candidates receiving the highest number of votes up to the number of directors to be elected shall be elected to serve on the Board.
   8. Vacancy. Vacancies on the Board of Directors shall exist (1) on the death, resignation or removal of any director, and (2) whenever the number of authorized directors is increased.
      1. Any director may resign effective upon giving written notice to the President, the Secretary, or the Board of Directors, unless notice specifies a later time for the effectiveness of such resignation. No director may resign if the corporation would then be left without a duly elected director or directors in charge of its affairs, except upon notice to the Office of the Attorney General or other appropriate agency with the laws of this state.
      2. Unless otherwise prohibited by the Articles of Incorporation, these Bylaws or provisions of law, vacancies on the board may be filled by approval of the board of directors. If the number of directors then in office is less than a quorum, a vacancy on the board may be filled by approval of a majority of the directors then in office or by a sole remaining director. A person elected to fill a vacancy on the board shall hold office until the next election of the Board of Directors or until his or her death, resignation or removal from office.
   9. Removal from Office. Directors may be removed from office, with or without cause, as permitted by and in accordance with the laws of this commonwealth.
   10. Non-Liability of Directors. The directors shall not be personally liable for the debts, liabilities, or other obligations of the corporation.
   11. Indemnification by Corporation of Directors and Officers. The directors and officers of the corporation shall be indemnified by the corporation to the fullest extent permissible under the laws of this Commonwealth.
7. **Officers**
   1. Designation of Officers. The Executive officers of the corporation shall be a President, Vice President, Secretary and a Treasurer. The corporation may also have a Chairperson of the Board, one or more Vice Presidents, Assistant Secretaries, Assistant Treasurer, and such other officers and assistant officers as may be determined from time to time by the Board of Directors. The President and Secretary shall be natural persons of full age; the Treasurer, however, may be a corporation, but if a natural person, shall be of full age.
   2. Qualifications. Any person may serve as officer of this corporation.
   3. Election and Term of Office. Officers shall be elected by the Board of Directors, at the first meeting of the Board of Directors proceeding the Annual Meeting. They shall hold their offices for a term of one year and shall have such authority and shall perform such duties as are provided by the By-Laws. It shall not be necessary for the officers to be directors and any number of offices may be held by the same person.
   4. Removal and Resignation. Any officer or agent may be removed by the Board of Directors whenever in its judgment the best interests of the corporation will be served thereby, but such removal shall be without prejudice to the contract rights of any person so removed. Any officer may resign at any time by giving written notice to the Board of Directors or to the President or Secretary of the corporation.
   5. Vacancies. Any vacancy caused by the death, resignation, removal, disqualification, or to otherwise, of any officer shall be filled by the Board of Directors. In the event of a vacancy in any office other than that of President, such vacancy may be filled temporarily by appointment by the President until such time as the Board shall fill the vacancy. Vacancies occurring in offices of officers appointed at the discretion of the board may or may not be filled as the board shall determine.
   6. Compensation. Officers of the Corporation shall serve without remuneration
   7. Duties of Officers.
      1. The President shall be the chief executive officer of the corporation; he or she shall preside at all meetings of the members and directors; he or she shall have general and active management of the affairs of the corporation; shall see that all orders and resolutions of the Board are carried into effect, subject, however, to the right of the directors to delegate any specific powers, except such as may be by statute exclusively conferred on the President, to any other officer or officers of the corporation. He or she shall execute bonds, mortgages and other documents requiring a seal, under the seal of the corporation. He or she shall be EX-OFFICIO a member of all committees and shall have the general powers and duties of supervision and management usually vested in the office of President. The President shall serve on the Executive Committee.
      2. The Vice President shall act in all cases for and as the President on the latter’s absence or incapacity, and shall perform such other duties as he may be required to do from time to time. The Vice President shall serve on the Executive Committee.
      3. The Secretary and/or Recording Secretary shall attend all sessions of the Board and all meetings of the members and act as clerk thereof, and record all the votes of the corporation and the minutes of all its transactions in a book to be kept for that purpose; and shall perform like duties for all committees of the Board of Directors when required. He or she shall give, or cause to be given, notice of all meetings of the members and of the Board of Directors, and shall perform such other duties as may be prescribed by the Board of Directors or President, under whose supervision he shall be. He or she shall keep in safe custody the corporate seal of the corporation, and when authorized by the Board, affix the same to any instrument requiring it. The Secretary shall serve on the Executive Committee, and is responsible for the maintenance of the Corporate Records
      4. The Treasurer shall have the custody of the corporate funds and securities and shall keep full and accurate accounts of receipts and disbursements in books belonging to the corporation, and shall keep the moneys of the corporation in a separate account to the credit of the corporation. He or she shall disburse the funds of the corporation as may be ordered by the Board, taking proper vouchers for such disbursements, and shall render to the President and directors, at the regular meetings of the Board, or whenever they may require it, an account of all his transactions as Treasurer and of the financial condition of the corporation. The Treasurer shall serve on the Executive Committee.

1. **Executive Board**
   1. The Executive Board shall consist of the officers of the association and all elected Board Members.
   2. The president shall be the chairman of the Executive Board
   3. The Executive Board shall have the power to act for the association on all matters between regular meetings of the association.
2. **Amendments**
   1. Subject to the power of the members, of this corporation to adopt, amend or repeal the Bylaws of this corporation and except as may otherwise be specified under provisions of law, these Bylaws, or any of them, may be altered, amended, or repealed and new Bylaws adopted by approval of the Board of Directors.
3. **Books and Records**
   1. Maintenance of Corporate Records.
      1. The secretary of the corporation shall keep:
         1. Minutes of all meetings of directors, committees of the board and, if this corporation has members, of all meetings of members, indicating the time and place of holding such meetings, whether regular of special, how called, the notice given, and the names of those present and the proceedings thereof.
         2. Adequate and correct books and records of account, including accounts of its properties and business transactions and accounts of its assets, liabilities, receipts, disbursements, gains and losses;
         3. A record of its members indicating their names and addresses and, if applicable, the class of membership held by each member and the termination date of any membership;
         4. A copy of the corporation’s Articles of Incorporation and Bylaws as amended to date, which shall be open to inspection by its members of the corporation at all reasonable times during office hours.
      2. Directors’ Inspection Rights. Every director shall have the absolute right at any reasonable time to inspect and copy all books, records and documents of every kind and to inspect the physical properties of the corporation and shall have such other rights to inspect the books, records and properties of this corporation as may be required under the Articles of Incorporation, other provisions of these Bylaws, and provisions of law.
      3. Members’ Inspection Rights. Every member shall, upon written demand under oath stating the purpose thereof, have a right to examine, in person or by agent or attorney, during the usual hours for business for any proper purpose, the membership register, books and records of account, and records of the proceedings of the members and directors, and to make copies or extracts there from. A proper purpose shall mean a purpose reasonably related to the interest of such person as a member. In every instance where an attorney or other agent shall be the person who seeks the right to inspection, the demand under oath shall be accompanied by a power of attorney or such other writing which authorizes the attorney or other agent to so act on behalf of the member. The demand under oath shall be directed to the corporation at its registered office in this Commonwealth or at its principal place of business situated.

1. **Fiscal Year**
   1. The fiscal year shall start on January 1 and end on December 31.
2. **Corporate Seal**
   1. The corporate seal shall have inscribed there on the name of the corporation, the year of its organization and the words “Corporate Seal, Pennsylvania”.
3. **Waiver of Notice**
   1. Whenever any notice of a meeting is required to be given to any director of this corporation under provisions of the Articles of Incorporation, these Bylaws, or the law of this state, a waiver of notice in writing signed by the director, whether before or after the time of the meeting, shall be equivalent to the giving of such notice.
4. **Indemnification**
   1. The directors and officers of the corporation shall be indemnified by the corporation to the fullest extent permissible under the laws of this Commonwealth.
5. **Dissolution**
   1. Upon dissolution of this corporation, its assets remaining after payment, or provision for payment, of all debts and liabilities of this corporation shall be distributed to another GMO or the Dressage Foundation. Such distribution shall be made in accordance with all applicable provisions of the laws of this commonwealth.
6. **Questions Not Answered**
   1. The Board of Directors shall decide upon any questions that arise that are not covered by the By Laws of the Corporation.