

**NCDCTA Constitution
Amended And Restated Constitution Of The North Carolina Dressage & Combined Training
Association**

**ARTICLE 1
Offices**

Section 1. Principal Office. The principal and registered office of the corporation shall be located at Suite 2400, Wachovia Building, 301 North Main Street, Winston-Salem, Forsyth County, North Carolina.

Section 2. Other Offices. The corporation may have offices at such other places either within or without the State of North Carolina, as the Executive Committee may from time to time determine.

**ARTICLE II
Executive Committee**

Section 1. General Powers and Duties. The affairs of the corporation shall be managed by the Executive Committee in accordance with the provisions of applicable law, the Charter of this corporation and this constitution. The Executive Committee shall (I) approve the President's selection of the appointed members of the Executive Committee; (II) approve matters concerning the policies of the corporation; (III) conduct such business as may be necessary to perform the purposes of the corporation during the year; (IV) conduct votes of the Membership relating to the corporation by mail, provided that any matter to be so voted on is fully explained to the Membership and opposing viewpoints are explained to the Membership; and (V) appoint a Nominating Committee to select potential candidates for the election of officers of the corporation, which committee will consist of four individuals appointed by the President with the approval of a majority of the Executive Committee, all of which individuals shall be active Members in good standing at the time of such appointment, and (VI) see that the Membership is informed of the Executive Committee's activities through the Newsletter.

Section 2. Number and Qualification. The number of members of the Executive Committee of the corporation shall be not less than 9 and not more than 15. Members of the Executive Committee need not be residents of the State of North Carolina, but must have been Members in Good Standing of the corporation for at least six months prior to taking office, AND must be 18 years of age or older.

Section 3. Elected Members of the Executive Committee. The officers who constitute elected members of the Executive Committee are the President, Vice-President, Recording Secretary, Treasurer, and three At-Large Officers. The elected officers shall be elected at any annual or special meeting of the Membership (at which meeting a quorum is present) by a vote of the majority of the Members present at the meeting. The election of such members of the Executive Committee shall be a part of the order of business of each annual meeting of the Membership. Unless removed pursuant to Section 5 of this ARTICLE II or pursuant to the laws of the State of North Carolina, each officer elected shall hold office until the next annual meeting of the Membership and, in any event, until his successor is elected and qualifies.

Section 4. Appointed Members of the Executive Committee. The Executive Committee shall also consist of a Dressage Chairman, Dressage Competition Chairman, Eventing Chairman, Junior-Young Rider chairman, and Publicity-Communications Chairman, as well as any other Chair deemed necessary to conduct the business of the Corporation, all of whom shall be appointed by the President and approved by a majority of the elected members of the Executive Committee. Unless removed pursuant to Section 5 of this ARTICLE II, or pursuant to the laws of the State of North Carolina, each appointed officer shall hold office until the next annual meeting of the Membership, and, in any event, until his successor is appointed and qualifies.

Section 5. Removal. Elected and appointed members of the Executive Committee may be removed from office for good cause shown by the affirmative vote of two-thirds of the members of the Executive Committee present at a meeting at which a quorum is present.

Section 6. Vacancies. A vacancy occurring in the Executive Committee shall be filled by the President and approved by a majority of the Executive Committee at any meeting of such committee.

ARTICLE III

Meetings of the Executive Committee

Section 1. Annual Meeting. The annual meeting of the Executive Committee shall be held at such a place as the Executive Committee shall designate in the notice of meeting (or in a waiver of notice of meeting signed by all members of the Executive Committee then in office) within sixty (60) days of the end of each calendar year for the transaction of such business as may be properly brought before the meeting. If the annual meeting shall not be held within the time period designated by this Constitution, a substitute annual meeting may be called by the Executive Committee and such meeting shall be designated and treated for all purposes as the annual meeting.

Section 2. Monthly Meetings. The Executive Committee shall meet monthly, if such committee deems monthly meetings necessary to conduct the business of the corporation, at such place and at such date and time as the Executive Committee shall designate in a notice of the meeting provided to each member of the committee at least ten days prior to such meeting.

Section 3. Special Meetings. Special Meetings of the Executive Committee may be called by or at the request of the President or any three members of the Executive Committee.

Section 4. Place of Meetings. The annual meeting or any special meeting of the Executive Committee may be held at such place, either within or without the State of North Carolina, as shall be designated in the notice of the meeting.

Section 5. Notice of Meetings. The Recording Secretary shall give notice of each annual or monthly meeting of the Executive Committee to each member of the committee at least ten days before the meeting. The President or other persons calling a special meeting of the Executive Committee shall give notice thereof (or cause the Recording Secretary to give notice) to each member of the Committee at least five days before the meeting. Unless otherwise indicated in the notice, any and all business may be transacted at a meeting of the Executive Committee. Attendance by a member of the Committee at the meeting shall constitute a waiver of notice of such meeting, except where a member of the Committee attends for the express purpose of objecting to the transaction of any business because the meeting was not lawfully called.

Section 6. Quorum. A majority of the members of the Executive Committee in office shall constitute a quorum for the transaction of any business at any meeting of the Executive Committee.

Section 7. Manner of Action. Except as otherwise provided by law or in this Constitution, the act of the majority of members of the Executive Committee present at a meeting at which a quorum is present shall be the act of the Executive Committee.

Section 8. Action Without Meeting. Any action which may be taken at a meeting of the Executive Committee, or of a committee appointed by the Executive Committee, may be taken without a meeting if

a consent in writing, setting forth the action so taken, shall be signed by all of the members of the committee whether done before or after action is taken.

ARTICLE IV Committees

Section 1. Special or Advisory Committees. Other committees not having and exercising the authority of the Executive Committee in the management of the corporation may be designated by a resolution adopted by a majority of the members of the Executive Committee at a meeting at which a quorum of the members is present. The members of each committee shall be appointed by the President of this Corporation, subject to the approval of a majority of the members of the Executive Committee.

Section 2. Vacancies. Vacancies in the membership of a committee shall be filled by appointment in the same manner as provided in the case of the original appointment.

ARTICLE V Officers

Section 1. Titles. The elected officers of the corporation shall be a President, a Vice President, a Recording Secretary, a Treasurer, and three At Large officers. The appointed officers of the Corporation shall be an Awards Chairman, Combined Training Chairman, Dressage Chairman, Education Chairman, Junior-Young Rider Chairman, Publicity Chairman and Equipment Chairman.

Section 2. Election and Term. The elected officers of the Corporation shall be elected by the membership as provided in Section 3 of ARTICLE II of this Constitution, and shall hold office as therein provided. A quorum at meetings of the membership shall consist of 31 members of those Individual and Family members entitled to vote. The appointed members of the Executive Committee shall be chosen as set forth in Section 4 of ARTICLE II of this Constitution, and shall hold office as therein provided.

Section 3. Voting. Both the elected and appointed officers of the corporation shall have the right to vote upon any matter coming before the Executive Committee, and all such officers shall be counted in determining whether a quorum is present at any meeting of such Committee.

Section 4. President. The President shall, subject to the control of the Executive Committee, (I) supervise and control the management of the Corporation in accordance with this Constitution; (II) when present, preside at all meetings of the Executive Committee and of the Membership; (III) sign, with any other proper officer, the instruments which may be lawfully executed on behalf of the Corporation, except where required or permitted by law to be otherwise signed and executed, and except where the signing and execution thereof shall be delegated by the Executive Committee to some other officer or agent; (IV) call Executive Committee meetings as necessary to perform the business of the Corporation; (V) perform all duties incident to the office of President and such other duties as may be prescribed by the Executive Committee from time to time; (VI) appoint those officers not elected by the Membership, subject to the approval of the Executive Committee; (VII) serve ex-officio on all committees except the Nominating Committee; and (VIII) appoint a property Manager to store and be responsible for the loan of the Corporation's property.

Section 5. Vice President. The Vice President shall exercise the powers of the President during that officer's absence or inability to act. Any action taken by the Vice President in the performance of the duties of the President shall be presumptive evidence of the absence or the inability to act of the President at the time such action was taken. In the event the office of President becomes vacant, the Vice President will serve as President until the next regular election of officers. The Vice President shall

have such other powers and perform such other duties as may be assigned to him or her by the Executive Committee.

Section 6. Treasurer. The Treasurer shall have custody of all funds and securities of the Corporation and shall receive, deposit or disburse the same under the direction of the Executive Committee; provided, that the Executive Committee may appoint a custodian or depository for any such funds or securities, and the Executive Committee may designate those persons under whose signatures or authority such funds may be disbursed or transferred. The Treasurer shall keep accurate books of the accounts and report on the financial condition of the Corporation at each meeting of the Membership and of the Executive Committee. The Treasurer shall make the books of accounts available for audit prior to each annual meeting of the Membership. Such audit shall be performed by two members in good standing appointed by the President. The Treasurer shall maintain records of the names and addresses of the Membership, shall provide the United States Dressage Federation with a listing of the Membership at least annually, and shall see that the Members are notified of their liability for dues at least thirty days prior to the close of each fiscal year.

Section 7. Recording Secretary. The Recording Secretary shall have general charge of the corporate books and records, and shall record the proceedings of each meeting of the Executive Committee and each meeting of the Membership. The Recording Secretary shall attend to all correspondence of the corporation, including membership matters, provide the Newsletter Editor with a copy of the minutes of each meeting of the Membership and each meeting of the Executive Committee, and provide major publications with information concerning the activities of the corporation. He or she shall sign such instruments as may require the signature of the Secretary and, in general, shall perform all duties incident to the office of Recording Secretary and such other duties as may be assigned to him or her from time to time by the President or by the Executive Committee. The Recording Secretary shall attend to all correspondence concerning the Membership and shall give all notices required by law, or by this Constitution, or as may be assigned to him or her from time to time by the Executive Committee.

Section 8. At-Large Officers. The At-Large Officers shall communicate to the Executive Committee the needs and concerns of the Membership, and perform such other duties as may be assigned to them by the President (with the consent of the Executive Committee).

ARTICLE VI

Membership

Section 1. Classes of Membership. Membership shall consist of four classes:

1. Individual - one person entitled to one vote in the issues addressed by the General Membership (provided the individual meets the requirements of ARTICLE VI, Section 4.), to receive NCDCTA publications, participate in the Annual H-O-Y Awards System as outlined in the H-O-Y Guidelines, and to receive one "Individual" USDF Membership.
2. Family - persons of the same household to be listed with an Individual Membership, to be eligible to participate in Annual H-O-Y Awards and other NCDCTA Member Activities.
3. Honorary - such persons as may be elected by Members having voting rights or by the Executive Committee. These members shall be entitled to the same rights as Individual Members.
4. Inactive - such persons who have failed to pay their dues for thirty days after having received 30 day prior notification of renewal deadline in the Newsletter.

Section 2. Membership is open to all persons interested in dressage or combined training upon payment of dues.

Section 3. Dues of Members. Dues shall be collected as provided in ARTICLE IX, Section 1 of this Constitution.

Section 4. Voting Rights. Only persons holding Individual or Honorary Memberships shall be entitled to vote upon election of Officers and upon any question coming before any meeting of the Membership AND having attained the age of 18 years or more as of the date of said voting. Voting procedure shall be as described in ARTICLE VII of this Constitution.

Section 5. Expulsion of Members. A member may be expelled whenever, in the judgment of the Executive Committee, the best interests of the Corporation will be served thereby., Whenever it is proposed that a member be expelled, the following procedures shall be followed:

1. The member shall be notified at least thirty days prior to the date on which the Executive Committee proposes to vote on his expulsion that good cause exists for his expulsion and the cause shall be stated with particularity.
2. The member shall attend the meeting at which the Executive Committee will vote upon his expulsion and be given an opportunity to be heard by the Committee concerning the cause for his expulsion.
3. After the member has been heard, the Executive Committee shall vote upon whether the member shall be expelled. Only affirmative vote of two-thirds of the Executive Committee present at a meeting at which a quorum is present shall be sufficient to expel a members.
4. Expulsion shall be for a period to be determined by the Executive Committee.
5. No member expelled pursuant to this Section 5 of ARTICLE VI shall be permitted to vote, hold office, receive points towards year-end awards, or receive any other benefits or exercise any other rights of Membership during the period of expulsion. No dues paid by the member prior to his expulsion shall be refunded.

ARTICLE VII

Meetings of the Membership

Section 1. Annual Meeting. The annual meeting of the Membership shall be held within sixty (60) days of the beginning of each calendar year at a time and place selected by the Executive Committee and thirty days written notice thereof shall be sent to each member.

Section 2. Special Meetings. Special meetings may be called by the President of the Executive Committee and must be called upon the written request of ten percent (10%) of the members in good standing. Calls for meetings must state the purpose and thirty days written notice thereof shall be sent to each member.

Section 3. Quorum. A quorum at meetings of the Membership shall consist 31 members in good standing.

Section 4. Procedure. Unless otherwise provided in this Constitution, Robert's Rules of Order shall control.

ARTICLE VIII

Voting

Section 1. Qualification. Only Active Individual or Honorary Members in good standing for six months prior to a vote, and of the age of 18 years or more, shall be entitled to vote on any matter coming before the Membership.

Section 2. Procedure for Nomination and Election of the Elected Officials. A written slate of nominees for the elected officers of the corporation shall be prepared by a Nominating Committee appointed by the President with the approval of the Executive Committee. Each member of the Nominating Committee shall sign the list of nominees and submit such a list to the Executive Committee, which shall see that the list of nominees is mailed to the Membership at least thirty (30) days prior to the annual meeting of the members. Any change proposed by the Nominating Committee to the list prior to the time such list is distributed to the members shall be made in writing and shall be signed by each member of the Nominating Committee. Additional nominations may be made by members in good standing (as defined in Section 1 of this ARTICLE VIII) at the annual meeting. Voting will be by secret ballot (unless a candidate is unopposed) and a majority of the members present at the meeting at which a quorum is present shall suffice to elect any officer. There shall be no voting proxy.

ARTICLE IX

Dues

Section 1. Dues. Dues of members of the Corporation for each calendar year shall be determined annually by the Executive Committee.

Section 2. Inactive Status. Members whose dues are not paid within thirty days of receiving notice of the amount thereof shall be considered inactive until such dues are paid.

ARTICLE X

Administration and Affiliation

Section 1. Administration. The corporation shall be responsible for paying its taxes and complying with all laws and regulations of the federal and its state and local government.

Section 2. Affiliation. In order to carry out its purposes, this Corporation shall be affiliated with the United States Dressage Federation and shall uphold the educational standards established by the Federation.

ARTICLE XI

General Provisions

Section 1. Seal. The seal of the corporation shall contain the name of the corporation and shall be in the form appearing in the margin of this page.

Section 2. Waiver of Notice. Whenever any notice is required to be given under provisions of this Constitution, the Charter of the corporation or by applicable law, a waiver in writing, signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be equivalent to the giving of such notice.

Section 3. Checks. All checks, drafts or orders for the payment of money shall be signed by such officers or other individuals as the Executive Committee may from time to time designate.

Section 4. Bond. The Executive Committee may by resolution require any or all officers, agents or employees of the corporation to give bond to the corporation, with sufficient sureties, conditioned on the

faithful performance of the duties their respective offices or position, and to comply with such other conditions as may from time to time be required by the Executive Committee.

Section 5. Fiscal Year. The fiscal year of the corporation shall end on December 31 of each calendar year.

Section 6. Indemnity of Executive Committee. Subject to any restrictions imposed by the Charter of this corporation or applicable law, the corporation may by action of the Executive Committee indemnify any officer or former officer or other member of the Executive Committee of the corporation against expenses actually and necessarily incurred by him or her in connection with the defense of any action, suit or proceeding in which he or she was made party by reason of having been such a member or officer, except in relation to matters as to which he or she shall be judged in such action, suit or proceeding to be liable for negligence or misconduct in the performance of duty. The corporation may by action of the Executive Committee provide at the expense of the corporation insurance protection with respect to such indemnification and other additional protection to the corporation and its Executive Committee as shall be permitted by applicable law and governmental regulations, including federal income tax laws and regulations relating to the tax exempt status of the corporation and to the conduct of the affairs of the corporation.

Section 7. Gender. As used in this Constitution, the masculine pronoun shall include the feminine and vice versa.

Section 8. Amendments. This Constitution may be amended or repealed and a new Constitution, or amendments to the existing Constitution, may be adopted by the affirmative vote of a majority of the Membership present at any annual or special meeting of the Membership at which a quorum is present; provided, that the notice of the proposed action shall have been waived as provided in this Constitution.

Amended Constitution - January 7, 2012.