

**AMENDED AND RESTATED BYLAWS
WISCONSIN DRESSAGE AND COMBINED TRAINING ASSOCIATION, INC.
Adopted March 18, 2017**

ARTICLE I - NAME

Section 1. The name of this organization is the Wisconsin Dressage and Combined Training Association, Inc. (the "Association").

ARTICLE II – PURPOSE AND OBJECTIVES

Section 1. The purpose of the Association is to promote and encourage an appreciation for and a high standard of accomplishment in dressage and eventing throughout Wisconsin and the upper peninsula of Michigan (the "Region") primarily through educational programs. In furtherance of this goal, the Association will work closely with local, regional and national organizations.

Section 2. The objectives of the Association are:

- a. To improve the general understanding of dressage through educational clinics, forums and seminars, shows, and to promote those and other activities to effect this goal.
- b. To cooperate with the United States Dressage Federation, Inc. ("USDF") and other national, regional and local organizations having an interest in training horses, riders, instructors and judges through the principles of classical dressage and eventing.
- c. To guarantee fair representation to members from all geographical areas of the Region in forming policies and in the management of the Association.

Section 3. It is the policy of the Association that openness and transparency in the decision making process of all its entities is crucial for the creation of an informed membership. Towards that end, any appropriate policies and procedures adopted are to fulfill the policy of openness and transparency in the decision making process.

ARTICLE III - MEMBERSHIP AND DUES

Section 1. Membership in this organization shall be composed of persons that are:

- a. in agreement with the purpose and objectives of the Association;
- b. have been approved by the Board of Directors; and
- c. have paid the required dues and fees.

Section 2. Classification of members shall be as follows:

INDIVIDUAL - Composed of persons eighteen (18) years of age and over, who, upon submission and payment of the prescribed dues, shall be entitled to all the rights and privileges of membership, including one (1) vote.

FAMILY - Composed of persons who belong to the same family, who, upon submission and payment of the prescribed dues, shall be entitled to all the rights and privileges of membership, including two (2) votes per family membership.

JUNIOR - Composed of persons seventeen (17) years of age and under as of January 1st of the current year, who, upon submission and payment of the prescribed dues, shall be entitled to all the rights and privileges of membership, including one (1) vote.

BUSINESS - Composed of any person or business, who, upon submission and payment of the prescribed dues, shall be entitled to all the rights and privileges of membership, including one (1) vote. Business members also receive advertising in the newsletter and on the website, as defined by the Board of Directors.

LIFE - Composed of persons who at any time made a significant contribution to the Association, who, upon submission and payment, shall be entitled to all the rights and privileges of membership, including one (1) vote. Such members shall be waived subsequent dues or assessments after such time as the initial contribution is made, and shall always be entitled to all the rights and privileges of membership, including one (1) vote.

Section 3. Membership shall begin upon Approval by the Board of Directors, and after all application documents and fees are received. Memberships shall expire November 30, unless a member has otherwise been designated to receive lifetime membership privileges.

Section 4. The annual membership dues of the Association shall be determined by the Board of Directors and shall become payable on the first day of December to the Association.

Section 5. Upon meeting the qualifications for membership, members shall be added to the membership roster and the newsletter mailing list, enrolled as group members of the USDF, and be entitled to all current membership privileges. At this time, a member shall elect to become a member of a chapter.

Section 6. Member-Not-In-Good-Standing - A member shall be deemed to be not in good standing upon a majority vote of the Board of Directors of the Association under the advice of the Grievance Committee, which operates in accordance with the procedures outlined in Article XIV. A member found to be not in good standing may be subject to sanctions restricting membership privileges.

ARTICLE IV - MEETINGS

Section 1. A general business meeting of the total membership shall be held annually.

- a. At this meeting, annual reports from the President, Secretary and Treasurer of the Association shall be presented.
- b. Directors, officers, standing committee chairs and representatives for the new year shall be introduced.

Section 2. The Association, through its chapters, shall hold events that feature educational and/or competitive activities which further the purpose of the Association.

Section 3. The President may call a special business meeting of the general membership with a ten (10) day Written Notice. Whenever appropriate within these bylaws, written notice shall include notice sent by hard-copy, electronic mail (e-mail) or facsimile (“Written Notice”).

Section 4. Each chapter shall hold at least one (1) meeting each year, which may include business meetings, clinics, shows and events.

Section 5. Robert's Rules of Order Revised shall govern all business meetings of the Association.

ARTICLE V - VOTING

Section 1. All members in good standing shall have one (1) vote. Family memberships have two (2) votes per family.

Section 2. Voting for members-at-large for the Board of Directors and proposed changes to the bylaws of the Association shall be sent by Written Notice.

Section 3. Each member in good standing whose dues are paid for the current year shall be entitled to one (1) vote at any chapter meeting of which s/he is a member. Proxy voting will not be permitted at any chapter meeting or election.

ARTICLE VI - BOARD OF DIRECTORS

Section 1. The Board of Directors shall consist of the chapter presidents, the chapter representatives, the three (3) members-at-large, the Association Treasurer, the Membership Recorder, the Editor of the Newsletter, and the Webmaster. All Board of Directors members have the right to vote.

Section 2. Meetings of the Board of Directors shall be held at least once a year. Special meetings may be called when deemed necessary by the President. A ten (10) day Written Notice is required. A simple majority of the members of the Board of Directors shall constitute a quorum.

Section 3. It shall be the duty of the Board of Directors to conduct all business of the Association between meetings of the membership. The Board of Directors shall expend those funds deemed necessary to carry on the activities of the Association.

Section 4. The Board of Directors is subject to the orders of the Association and none of its acts shall conflict with the actions taken by the Association. (See Article XI.)

Section 5. The Board of Directors shall determine membership fees and the disbursement of Association monies.

Section 6. Members of the Board of Directors will be allowed to participate in meetings of the Board of Directors by means of a land-line telephone and/or video or internet conferencing. Those attending by telephone or video or internet conferencing will be counted toward quorum.

Section 7. The Board of Directors may take any action, at any regular or special meeting of the Board of Directors by the affirmative vote of the majority of the voting members at such meeting where a quorum is achieved by members in person, in simultaneous telephone, video and/or internet conferencing. Unless otherwise detailed herein, all matters requiring action by the Board of Directors shall be passed by a majority vote of the quorum of members present (“Approval”). A voting member abstaining from a vote shall be counted as present for the purpose of establishing a quorum. A voting member recusing from a vote shall not be counted as present for the purpose of establishing a quorum. Proxy voting is not permitted, but voting by electronic mechanism is permitted through a form established and disseminated by the Board of Directors.

Section 8. The Board of Directors may elect any number of honorary directors in recognition of distinguished service rendered to the Association and/or the sport of dressage or eventing (“Honorary Director”). An Honorary Director shall hold office for life and shall be entitled to attend meetings of the Board of Directors and to participate in discussions at meetings but shall have no vote on matters before the Board of Directors. Honorary Directors shall have all rights and privileges of membership but shall be exempt from annual dues. An Honorary Director may designate a chapter affiliation and retains all membership privileges as defined in Article III, Section 5.

Section 9. The past President shall serve as an advisor to the Board of Directors for a period of two (2) years after his or her term as President. They shall be entitled to attend meetings of the Board of Directors and to participate in discussions at meetings, but shall have no vote on matters before the Board of Directors.

Section 10. No contract or other transaction between the Association, one (1) or more of the chapters, or one (1) or more of its directors or officers, or between the Association or one (1) of its chapters and any other corporation, firm, association or entity in which one (1) or more of the directors or officers are directors or officers, or have material financial interests shall be entered into by the Association unless the fact of such relationship or interest is disclosed or known to the Board of Directors and the Board of Directors authorizes, approves or ratifies the contract or transaction by voice or consent sufficient for the purpose, without counting the votes or consents of such interested directors or officers. Directors common to the Association and another corporation or interested directors or officers may be counted in determining the presence of a quorum **but shall abstain from voting** at a meeting of the Board of Directors which authorizes, approves or ratifies such a contract or transaction.

ARTICLE VII- ELECTION OF DIRECTORS

Section 1. The elected Directors shall consist of the president of each chapter, chapter representatives, and three (3) members-at-large.

Section 2.

- a. Each chapter shall be represented on the Board of Directors by its chapter president and a set number of chapter representatives as elected by the chapter.
- b. The election of chapter representatives for the Board of Directors shall be held by November

15th of each year (the “Election”). Each chapter representative shall serve for a term of one (1) year as provided by Article VII, Section 7 unless that chapter representative does not remain a member of that chapter for the entire term, is terminated as the representative by the chapter or resigns as representative. The elected chapter representatives shall begin their terms on the Boards of Directors at the next immediately beginning term as set out in Article VII, Section 7.

- c. The number of chapter representatives on the Board of Directors for each chapter shall be based on the number of members in good standing that are registered with a chapter as of the September 30 immediately preceding the Election. Chapters with fewer than fifty (50) shall have no elected chapter representatives. Chapters with more than fifty (50) and no more than one hundred (100) members shall be entitled to one (1) elected chapter representative. Chapters with more than one hundred (100) and no more than one hundred fifty (150) members shall be entitled to two (2) elected chapter representatives. Chapters with more than one hundred fifty (150) members shall be entitled to three (3) elected chapter representatives.
- d. Election results must be reported to the President of the Association by November 16th of that same year as the Election in order for those elected chapter representatives to be included in the Board of Directors.

Section 3. Chapters shall also elect an alternate representative who shall attend meetings of the Board of Directors and vote in the absence of the chapter President or a regular chapter representative.

Section 4. Three (3) members-at-large shall be elected by the general membership by November 15th of odd numbered years.

- a. Each chapter shall be entitled to submit the name of one (1) chapter member whose name will appear on the ballot. A member in good standing interested in participating at the Board of Directors may submit his or her name for inclusion on the ballot. All nominations for member-at-large must be submitted to the President of the Association by October 15th immediately preceding that year’s Election.
- b. The general membership will vote for three (3) members-at-large. The three (3) names with the highest number of votes from the ballots received shall become the members-at-large. In the case of a tie, a coin flip in the presence of a neutral party will be used to make a decision.
- c. Elections will take place by Written Notice in odd numbered years to hold office for the succeeding two (2) years or until the member-at-large’s successor is elected.
- d. Ballots must be signed or name submitted on an electronic vote so the Secretary may verify membership.
- e. In the event of a vacancy among the members-at-large, appointment or election shall be handled by the Board of Directors.

Section 5. In all cases, consent of the nominee must be obtained prior to the election and Board of Directors member nominees must be members in good standing.

Section 6. When a new chapter is formed and approved by the Board of Directors, it shall have

immediate representation and the right to vote on the Board of Directors through its chapter president.

Section 7. The term of the new Board of Directors and its members is December 1st through November 30th.

ARTICLE VIII - COMMITTEES AND REPRESENTATIVES

Section 1. There shall be such standing and temporary committees as are deemed necessary to carry on the work of the Association. Committee chairs shall be appointed by the President and obtain approval from the Board of Directors.

Section 2. Executive Committee - Members of the executive committee shall be the President, who shall chair the committee, the Vice-President, the Secretary, and the Treasurer (“Executive Committee”). The Executive Committee shall have and may exercise, when the Board of Directors is not in session, the powers of the Board of Directors in the management of the affairs of Association, except action in respect to the filling of vacancies in the Board of Directors. The designation of such a committee and the delegation thereto of authority shall not operate to relieve the Board of Directors, or any member thereof, of any responsibility imposed upon it or him or her by law. The Executive Committee shall keep minutes of its meetings when exercising the powers of the Board of Directors.

Section 3. Standing Committee Chairs - Standing committee chairs must be Association members. They perform their duties under the direction of the Board of Directors and advise the Board of Directors, but are not necessarily voting members of the Board of Directors. Standing committee chairs are responsible for forming a committee of Association members to assist in carrying out the committee objectives. The Board of Directors is responsible for defining the committee structure and appointing Standing Committee Chairs.

- a. Awards Committee Chair oversees the requirements of the awards program, tracks score submittals determining award winners, develops awards program budget and purchases awards.
- b. Communications Chair works with all channels of communication of the Association including the Editor of the Newsletter and Webmaster, participates in publicity and marketing activities, and interacts with other associations.
- c. Scholarship Committee Chair is responsible for reviewing scholarship requests for a recommendation to the Board for approval. The committees chair is the Vice-President with Chapter Presidents serving on the selection committee.

Section 4. Representatives - Representatives must be Association members, and serve to represent the interests of the Association both within the Association as well as to the public at large with oversight by the Board.

- a. Jr./Young Rider Representative
- b. Association representative to the Wisconsin State Horse Council

Section 5. Education and Outreach

- a. The Vice President of the Association shall be the Education and Outreach Chair.

- b. Will serve as ex officio member of any committee formed within the Association with the purpose of hosting a USDF recognized program.
- c. Will mentor the Jr/Young Rider representative and help organize programs for Jr/Young Rider members.

Section 6. USDF Delegate

- a. The President of the Association shall be the delegate to USDF.
- b. In the event the President of the Association is unable to attend the USDF annual meeting, a member of the Board of Directors shall be chosen by the President as the delegate, subject to Approval of the Board of Directors.
- c. It is the responsibility of the delegate to make a full written report to the membership on USDF issues relevant to the Association.
- d. Provided that funds are available, the Association will pay for expenses for its delegate to attend the USDF annual meeting, covering expenses as described in the current Policies of the Association.
- e. The USDF delegate will present an expense report with receipts to the Treasurer of the Association within six (6) weeks of the annual meeting. The delegate may request advance payment of airfare and registration.

ARTICLE IX – OFFICERS

Section 1. The President of the Association shall be one of the Board of Directors, having been a member of the Association for at least two (2) years.

- a. The term of the President will be two (2) years and limited to two (2) consecutive terms or until the president's successor is elected.
- b. The President shall appoint the standing committee chairs and representatives, subject to Approval of the Board of Directors.
- c. The President, officers and standing committee chairs and representatives shall be announced to the general membership at the annual meeting.
- d. In the event of a tie vote of the Board of Directors, the President shall cast the deciding vote.

Section 2. The Vice President, Secretary and Treasurer of the Association shall have been members of the Association for at least two (2) years. The terms of office for the Vice President, Secretary and Treasurer of the Association shall be one (1) year or until the Vice President, Secretary and/or Treasurer's successor(s) is (are) elected.

Section 3. The President shall ask for a nominating committee by July 1 of each year with the charge of putting forth recommendations to the Board of Directors for filling the voting positions of Membership Recorder, Treasurer, Newsletter Editor and Webmaster. All recommendations of the Nomination Committee are subject to Approval of the Board of Directors.

Section 4. The new Board of Directors shall meet before the annual membership meeting to elect the President, Vice President and Secretary of the Association (as needed), and to approve the selections of Membership Recorder, Treasurer, Editor and Webmaster positions as determined by

the Nominating Committee. The Board of Directors may meet as needed to elect or appoint these positions as they come open throughout the year should such an officer resign or be removed from his or her position.

Section 5. Officers shall be introduced at the Association annual meeting.

Section 6. In the event of a vacancy in any office, the President shall appoint a member of the Board of Directors to fill the vacancy until the next election. The President may not appoint his/her own successor.

ARTICLE X- DUTIES OF OFFICERS AND BOARD MEMBERS

Section 1. The President shall:

- a. Preside over all meetings of the Association and of the Board of Directors;
- b. Provide Written Notice to the Board of Directors ten (10) days in advance of each meeting and provide a tentative meeting agenda with this notice;
- c. Be an ex-officio member of all committees except the nomination committee;
- d. Make all appointments with the Approval of the Board of Directors;
- e. Act as representative of the Association;
- f. Be the Association's USDF delegate.
- g. In coordination with the Treasurer, approve one-time expenditures up to one hundred dollars (\$100.00) without Approval of the Board of Directors.
- h. Serve as an advisor pursuant to Article VI, Section 9 for two (2) years after his or her term as President.
- i. Performs other duties outlined in the current Policies of the Association.

Section 2. The Vice President shall:

- a. Perform such duties as may be assigned by the President;
- b. In the absence or incapacity of the President, perform all duties and functions of the office of President.
- c. Performs other duties outlined in the current Policies of the Association.

Section 3. The Secretary shall:

- a. Take minutes of each meeting of the Association and of the Board of Directors;
- b. Take attendance at all Board of Directors' meetings;
- c. Attend to other matters pertaining to meeting procedures as directed by the President;
- d. Attend to all correspondence of the Association, and relay all communications to the Board of Directors, and/or members of the Association at meetings;
- e. Prepare, receive and count ballots for election of officers and members-at-large, amendments to bylaws, and other ballots designated by the Board of Directors;
- f. At his/her discretion obtain help from the voting membership for any individual or continuing job necessary for the administration of the business of the Association;
- g. Maintain the permanent file of the Association;

- h. Maintain a record of all policies and changes enacted by the Board of Directors;
- i. Maintain a scrapbook of memorabilia of the Association;
- j. Maintain a complete file of all important publications of the Association;
- k. House and oversee distribution of official Association documents, banners and logos.
- l. **Performs other duties outlined in the current Policies of the Association.**

Section 4. The Treasurer shall:

- a. Handle all funds received and paid out by the Association;
- b. Maintain funds in a bank approved by the Board of Directors;
- c. Maintain a complete record of all business transactions and be prepared to report on the financial status of the Association at all times;
- d. Prepare and file any necessary tax documents.
- e. In coordination with the President, approve one-time expenditures up to one hundred dollars (\$100.00) without Approval of the Board of Directors.
- f. **Performs other duties outlined in the current Policies of the Association.**

Section 5. The Membership Recorder shall:

- a. Maintain a current roster;
- b. Acknowledge each new and renewed membership by Written Notice;
- c. Inform the Editor, Webmaster and Chapter Presidents of new members within one (1) month of receipt.
- d. **Performs other duties outlined in the current Policies of the Association.**

Section 6. The Editor of the newsletter shall:

- a. Produce the Association's newsletter on a schedule determined by the Board of Directors;
- b. Provide assistance in disseminating Written Notices and other communications to chapters, officers and the general membership.
- c. Coordinate calendar, news, events and articles for publication with the Webmaster and Communications Chair.
- d. **Performs other duties outlined in the current Policies of the Association.**

Section 7. The Webmaster shall:

- a. Oversee, maintain and keep current the Association website;
- b. Coordinate calendar, news, events and articles for publication with the Editor and Communications Chair.
- c. **Performs other duties outlined in the current Policies of the Association.**

Section 8. Each Board of Directors member shall:

- a. Attend meetings of the Board of Directors;
- b. Notify the President of the Association of any expected absence and provide alternate representation;
- c. Serve as chair of committees as appointed by the President.

Section 9. Each officer, at the expiration of his or her term of office or in the case of resignation, shall transfer all records pertaining to the office to the succeeding officer within two (2) weeks.

Section 10. Conflict of Interest. "Conflict of Interest," as referred to herein, shall include but shall not be limited to, any transaction by or with the Association in which a director has a direct or indirect

personal interest, or any transaction in which a director is unable to exercise impartial judgment or otherwise act in the best interests of the Association.

- a. In the event any director has a conflict of interest that might properly limit such director's fair and impartial participation in Board deliberations or decisions, such director shall inform the Board of Directors as to the circumstances of such conflict. If those circumstances require the nonparticipation of the affected director, the Board of Directors may nonetheless request from the director any appropriate confidential information which might inform its decisions.
- b. No director shall cast a vote, nor take part in the final deliberation in any matter in which he or she, members of his or her immediate family, or any organization to which such director has allegiance, has a personal interest that may be seen as competing with the interest of the Association. Any director who believes he or she may have such a conflict of interest shall so notify the Board of Directors prior to deliberation on the matter in question, and the Board of Directors shall make the final determination as to whether any director has a conflict of interest in any matter. The minutes of the Board of Directors meeting shall reflect disclosure of any conflict of interest and the recusal of the interested Board of Directors member.
- c. No member of the Board of Directors or chapter officer shall serve as a director, board member or chapter officer of any other USDF Group Membership Organization ("GMO") as a GMO is defined by the USDF or other organization competing for membership from the same audience, specifically dressage or eventing organizations.

ARTICLE XI - MEMBERSHIP INITIATIVE

Section 1. Whenever twenty-five percent (25%) of voting members request by Written Notice to the Board of Directors that any action be taken, or that any action being taken be discontinued, the President shall submit such request to the voting membership of the Association by mail ballot or at a special meeting of the general membership. Such ballot shall be mailed no less than fifteen (15) days prior to the date on which such ballots must be returned. A ballot will be considered mailed if member has provided an email address and ballot emailed.

Section 2. Whenever thirty percent (30%) of voting members request by Written Notice to the Board of Directors that any member of said Board of Directors be removed from office, the Board of Directors shall submit such request to the voting membership of the Association by mail ballot. Such ballot shall be mailed no less than fifteen (15) days prior to the last date on which such ballots must be returned.

Section 3. If ballots are returned by at least two-thirds (2/3) of the members who are entitled to vote, and if a majority of the ballots returned declare approval of such request, then the Board of Directors shall fulfill the request.

ARTICLE XII- LOCAL CHAPTERS

Section 1. Local chapters shall be formed in order to promote the objectives of the Association on the local level. The Board of Directors shall recognize new chapters, and has the power to dissolve existing chapters.

- a. A majority of the Board of Directors shall be necessary to recognize new chapters.
- b. Chapters not complying with Article IV, Section 4 for a period of two (2) years will be dissolved.
- c. A chapter can petition the Board of Directors to recognize its dissolution.
- d. A two-thirds majority of the Board of Directors may dissolve a chapter after the Grievance Committee procedures are exhausted.

Section 2. Local chapters shall elect their own officers for the conducting of chapter business. Elections must be held by November 15th. Terms of office shall be from December 1st through November 30th, or until the respective chapter officer's successor is elected. The chapter president shall also be a member of the Board of Directors. She or he will be responsible for reporting chapter activities and coordinating events.

Section 3. Eligible chapters shall have one (1) or more representatives to the Board of Directors, elected by the chapter, as outlined in Article VII.

Section 4. The chapter president must notify the President of the Association of newly elected officers by November 16th. The President of the Association must also be promptly notified of any mid-year changes to officers or representatives.

Section 5. Local chapters shall keep their finances separate from the Association's accounts. The chapter treasurer shall submit a chapter financial summary to the Association Treasurer by March 1st of each year. In no event may a chapter donate or otherwise transfer its funds to an organization other than the Association or the USDF without prior written permission from the Association.

Section 6. Upon dissolution of a chapter, the chapter treasurer shall immediately turn over all chapter funds to the Association. In the alternative, the chapter may choose to donate the chapter funds to the USDF.

Section 7. Local chapters must hold at least one (1) meeting per year to be recognized by the Association. Meetings may include business meetings, clinics, shows, demonstrations and lectures.

Section 8. Local chapters must publish minutes on the website from each business meeting within two (2) months of the meeting, or send a copy of the minutes to each chapter member and to the President of the Association. Meeting minutes must include financial reports.

Section 9. Local chapters that choose to establish bylaws must place them on file with the Secretary of the Association. Chapter bylaws must not be in conflict with the bylaws of the Association. In the absence of local chapter bylaws, all business must be conducted under the bylaws of the Association.

ARTICLE XIII- DISSOLUTION OF THE ASSOCIATION.

Section 1. The Association may be dissolved at any time by the Written Notice of consent of not less than two-thirds (2/3) of the membership. In the event of the dissolution of the Association, whether voluntary or involuntary or by operation of law, none of the property of the club, or any proceeds thereof, or any assets of the Association shall be distributed to any members of the Association, but after payment of the debts of the Association, its property and assets shall be distributed directly to the

USDF.

ARTICLE XIV - DISCIPLINARY PROCEDURE

Section 1. All complaints should first be handled at the chapter level. All chapter remedies must be exhausted before invoking this article unless good cause is shown why the grieving party has not done so.

Section 2. All grievances brought to the Association shall be in writing. Grievances shall contain a statement setting forth the nature and basis of the grievance, specifying who have violated what specific policy, procedure, bylaw, or regulation of the Association; the remedy requested; and shall indicate whether, and the manner in which, all available remedies at the chapter level have been exhausted. A copy of the grievance shall be mailed by the grievant to the party or parties against whom the grievance is filed at the same time that the grievance is filed with the national office. Grievances must be submitted within three (3) months from the date that all attempts at local resolution have been exhausted. Grievances shall be filed by certified mail with the Executive Committee which shall determine within thirty (30) days after the date of receipt whether the grievance meets the requirements set forth in this paragraph.

Section 3. If any part of the grievance is accepted, within seven (7) days thereafter the Executive Committee shall serve copies of the grievances upon the member(s) about which the grievance complains advising them that the grievance has been accepted. Service shall be by certified mail or other verifiable Written Notice to the last known address. The grieving party or parties must be current members of the Association at all times during the grievance procedure. Should the membership of any grieving party or parties expire at any time during the grievance process, that party shall no longer have standing to utilize the grievance process nor shall any further steps of the grievance process be necessary with regard to the non-member party.

Section 4. Upon receipt of a grievance which meets the requirements set forth in Section 3 above, a grievance committee consisting of three members of the Board of Directors shall be selected to hear the grievance (the "Grievance Committee"). Once selected, the members shall have continuing authority to serve on the committee, notwithstanding the end of their terms on the Board of Directors. The Grievance Committee shall have full authority to hear and resolve the grievance. Each party to the grievance shall select one (1) member of the Grievance Committee and one (1) alternate within fourteen (14) days of notification by the Executive Committee. Those Board members who are also Executive Committee members shall not be selected as members of the Grievance Committee. For purposes of this section, a party shall be deemed notified on the date actual notice is given or if notice is by Written Notice, on the fourth business day following the date notice is sent. If the grieving party fails to select a member and/or an alternate, then their grievance will be dismissed. If the party being grieved against fails to select a member and/or alternate, the Executive Committee shall select a member and/or an alternate. The two (2) members shall select the third member within fourteen (14) days of being notified of their selection as committee members. If the committee members are unable to reach agreement as to a third member, the Executive Committee may select the third member. Alternates may be present at the hearing as observers. If an alternate must fill a vacancy, the alternate shall have seven (7) days to review any or all grievance documents, minutes and transcripts and take up the necessary duties. If necessitated by a vacancy, a new member and/or hearing date may be chosen using the procedures described herein. A vacancy may be declared by two (2) members of the Grievance Committee or by the Executive Committee if a member is unable to or fails to participate in

the grievance process as outlined. Members of the Board shall disqualify themselves from participating in the Grievance Committee or during the Executive Committee's role in the grievance procedure should they feel they have a conflict of interest. A member who has entered the grievance shall be deemed to have a conflict of interest and may not serve on the Grievance Committee nor participate in the Executive Committee's role in the grievance procedure. The selecting party has an additional three (3) days to select a replacement should a member who has already been selected disqualify himself. The Executive Committee shall give Written Notice to all parties that a Grievance Committee has been selected, within seven (7) days of the selection of the third committee member. All of the deadlines for action within this grievance procedure may be waived by agreement of the parties. The deadlines may also be waived by vote of the Board of Directors, upon request of the Grievance Committee. Any such waiver shall be communicated to all parties.

Section 5. The Grievance Committee shall select a chair from its members within seven (7) days of the selection of the third committee member. The chair shall notify all parties of the following steps which must be followed.

- a. The chair of the Grievance Committee will meet with the parties involved in person or by other appropriate means to determine if the grievance can be mediated and then attempt to mediate it. The chair shall complete the mediation attempt no later than thirty (30) days following the selection of the chair. If no agreement can be reached by the grievance chair and the parties involved, the Grievance Committee will proceed with a hearing.
- b. The Grievance Committee shall after consultation with the parties set the site and time and conduct a hearing on the grievance at the earliest practicable date. The Grievance Committee shall act to set a date for the hearing no later than thirty (30) days after the end of the attempted mediation period. The hearing shall be held in the chapter region from which the grievance originates or in some other place acceptable to the parties to the grievance. If a date or site cannot be agreed upon by the parties, then the committee will notify the parties of three (3) dates or sites and will then choose the date and site based on the response by the parties. For purposes of this section, a party shall be deemed notified on the date actual notice is given or, if notice is by Written Notice, on the fourth business day following the date notice is sent. If after these procedures have been followed, a party refuses to accept the chosen date or site, the committee may deem the party to have defaulted on the grievance. The parties shall be given Written Notice of the date and place of the hearing at least thirty (30) days prior to the hearing date. Changes in the hearing date may be granted by the Grievance Committee for good cause shown. Each party must bear its own expenses.
- c. All parties may submit documents and other materials. These documents and materials must be sent by the submitting parties to each member of the Grievance Committee and each party. Documents and other materials postmarked fewer than fourteen (14) days prior to the hearing (or not submitted to the committee and each party) may be excluded from the grievance proceedings at the discretion of the Grievance Committee.
- d. The Grievance Committee must notify all parties if additional documents, materials or clarification are needed. A request for additional materials by the Grievance Committee may be made prior to and/or at the hearing. This material must then be submitted to the Grievance Committee and each party and bear a postmark within fourteen (14) days of notification by the Grievance Committee.
- e. For purposes of this section, a party shall be deemed notified on the date actual notice is given or, if notice is by Written Notice, on the fourth business day following the date notice is sent.

- f. Each party is responsible for presenting its own case. The failure of any party to provide evidence or testimony under its control, which is requested by the committee, may be considered as a factor by the Grievance Committee in reaching its determination.
- g. The Grievance Committee must issue and provide a Written Notice of the decision within thirty (30) days of the hearing or within thirty (30) days of the expiration of the two (2) week notification for submission of additional materials, whichever is later. The decision will be mailed to each party and the Executive Committee.
- h. The Grievance Committee may recommend to the Board of Directors removal pursuant to Article XIV, Section 6.
- i. The Grievance committee will forward all documents and Written Notices published to the Secretary and shall be retained on file with the Association office for the use of future Grievance committees.

Section 6. Prohibited Conduct - If the Association finds that any person has been guilty of any misconduct or misrepresentation which in any manner involves the purpose or good name of the Association, such person may be found to be a member-not-in-good-standing, expelled or suspended from membership, and may be denied the privileges of the Association and subjected to such other penalties as may be within its power to impose. If any member is found to be a member-not-in-good-standing, a grievance committee using the procedures in this Article XIV shall be taken to determine what sanctions will be imposed on the member. Sanctions which may be imposed are:

- a. Suspension. A suspended member is prohibited from participation in any Association or chapter activities for one (1) calendar year from the date of the not-in-good-standing vote, and shall lose all of his/her privileges in the Association, including the right to vote, and shall forfeit the dues paid for the year. Such member shall be entitled to reapply for membership after one (1) year.
- b. Expulsion. An expelled member is prohibited from participation in any Association or chapter activities for a period of five (5) calendar years from the date of the not-in-good-standing vote, and shall lose all of his/her privileges in the Association, including the right to vote, and shall forfeit the dues paid for the year. Such member shall be entitled to reapply for membership after five (5) years.

Section 7. Any member of this Association, by joining the Association, thereby waives any cause of action he might have against the Association, for any disciplinary action taken against him/her pursuant to this Article.

ARTICLE XV – AMENDMENTS

Section 1. These bylaws may be altered, amended or repealed by vote of the general membership either by ballot by Written Notice or by direct vote at the Association annual meeting. Written Notice of such bylaw change to be voted upon by the membership shall be given to each member not less than thirty (30) days prior to the meeting at which such change shall be proposed. A simple majority of the votes cast by the membership will be required for passage of the proposed amendment.

These are the Amended and Restated Bylaws adopted at a meeting duly called and held on _____
_____.

Dated _____, 2016.

_____, President

_____, Secretary