

American Driving Society, Inc.

CORPORATE BYLAWS¹ of October 2, 2005 (as amended)

ARTICLE I. OFFICES

Section 1. Registered Office. The registered office shall be at a location authorized by the Board of Directors. The location of the office shall be reported to the Department of State of the State of New York from time to time as required by law.

Section 2. Other Offices. The Corporation may also have offices at other places both in and outside the State of New York as the Board of Directors may determine or the business of the Corporation may require.

ARTICLE II. PURPOSE

Section 1. The purposes for which the Corporation is formed are purely charitable and educational, without regard to race, color or creed, as follows:

- a) To promote the best interests of the sport of driving of horses and ponies to carriages, both competitively and for pleasure.
- b) To create and maintain public interest in national and international driving events.
- c) To educate and inform the public with respect to driving methods, safety and events.
- d) To publish periodically information on driving methods, safety and events.
- e) To organize driving events and to facilitate the organization of driving events by others, including the establishment and maintenance of a list of qualified judges, the rendering of technical assistance to event organizers, the maintenance of event records and the publishing of event calendars.
- f) To sponsor educational driving clinics and clinics for the purpose of training judges.
- g) To cooperate with organizations such as the United States Equestrian Federation, the Carriage Association of America and any other organizations that are interested in the driving of horses and ponies to carriages.
- h) To provide and pursue ways and means not prohibited by law, to solicit and receive money and property for the foregoing purposes and to receive and accept for charitable purposes gifts, donations, bequests and devises of money and property.
- i) To do all things necessary, suitable and proper for the accomplishment of the above purposes.
- j) Nothing herein shall authorize this Corporation, directly or indirectly, to engage in or include among its purposes, any of the activities mentioned in paragraphs (b) through (p) of Section 404 of the Not-For-Profit Corporation Law, Section 757 of the Executive Law of the State of New York or Section 35 of the Social Services Law of the State of New York.

1. Changed from Corporation Bylaws, August 2009

ARTICLE III. MEMBERS

Section 1. The Membership of the Society shall consist of individuals, families, businesses and organizations as the Board of Directors may determine.

Section 2. Dues: Dues for the various categories of Membership shall be established by the Board of Directors and published in the Policies and Procedure of the Society.

Section 3. Termination of Membership: Membership shall be terminated as follows:

- a) RESIGNATION - Any member may resign by filing a written resignation with the Secretary
- b) NON-PAYMENT OF DUES - The membership of any member shall be terminated without prejudice if dues, assessments, or other charges are in default.
- c) EXPULSION OR SUSPENSION - The Board of Directors may suspend or expel any member for conduct deemed to be prejudicial to the Society in accordance with Policies and Procedures of the Society.

Section 4. Annual Meeting: A meeting of the members of the Society shall be held annually for the purpose of electing Directors and for the transaction of business as may be properly brought before the members of the Society at a place, date and time as designated by the Board of Directors.

Section 5. Meeting by Teleconference

- a) Any one or more members of the Board or any committee thereof may participate in a meeting of the Board or committee by means of a conference telephone or similar communications equipment allowing all persons participating in the meeting to hear each other at the same time.
- b) Participation by such means shall constitute presence in person at a meeting.

Section 6. Special Meetings: Special Meetings of the members may be called by the Board of Directors or shall be called by the President at the request of ten percent (10%) of the members in good standing. Special meetings of the members may be held at a time and place as may be designated in the notice thereof.

Section 7. Notice of Meetings of Members: Notice of each meeting of members shall be given in writing by the Secretary or by or on behalf of the person or persons calling the meeting. In the case of a Special Meeting called by members entitled to cast ten percent (10%) of the total number of votes entitled to be cast at the meeting, the Secretary, upon receiving a written demand for the meeting, shall promptly give written notice of the meeting, or if the Secretary fails to do so within five business days thereafter, any member signing the demand may give the notice. Each notice of a meeting of members shall state the place, date and hour of the meeting and unless the meeting is an annual meeting, shall indicate that it is being issued by or at the direction of the person or persons calling the meeting. Notice of a Special Meeting shall also state the purpose or purposes for which the meeting is being called. A copy of the notice of each meeting shall be given personally or by mail, to each member entitled to vote at the meeting. If the notice is given per-

sonally or by first-class mail, it shall be given not less than ten nor more than fifty days before the date of the meeting; if mailed by any other class of mail, it shall be given not less than thirty nor more than sixty days before the date of the meeting. If mailed, the notice shall be deemed given when deposited in the United States mail, with postage prepaid, directed to the member at the member's address as it appears on the record of members, or, if the member shall have filed with the Secretary a written request that notices to the member be mailed to some other address, then directed to the member at the other address. Whenever the Corporation has more than 500 members, the notice may be served by publication, in lieu of mailing, in a newspaper published in the county in the state in which the principal office of the Corporation is located, once a week for three successive weeks next preceding the date of the meeting, provided that any member who has filed an E-mail address with the Secretary shall be E-mailed a copy of the notice not less than ten nor more than fifty days before the date of the meeting. When a meeting is adjourned to another time or place, it shall not be necessary to give any notice of the adjourned meeting if the time and place to which the meeting is adjourned are announced at the meeting at which the adjournment is taken, and at the adjourned meeting any business may be transacted that might have been transacted on the original date of the meeting. However, if after the adjournment the Board of Directors fixes a new record date for the adjourned meeting, a notice of the adjourned meeting shall be given to each member of record on the new record date entitled to notice under the preceding paragraphs of this Section.

Section 8. Quorum of Members: Members entitled to cast one hundred votes or one tenth of the total number of votes entitled to be cast thereat, whichever is the lesser, shall constitute a quorum at a meeting of members for the transaction of any business, provided that a specified item of business is required to be voted on by a class of members, voting as a class, members entitled to cast a majority of the total number of votes entitled to be cast by the class shall constitute a quorum for the transaction of the specified item of business. The members who are present in person or by proxy and who are entitled to vote may, by a majority of votes cast, adjourn the meeting despite the absence of a quorum.

Section 9. Vote of Members: Each individual member of the Society over the age of eighteen (18) shall have one (1) vote on any matter for which members have votes, except that in the event the policies and Procedures provide for family memberships, up to two (2) adult members of the family shall be authorized to cast one (1) vote each. No other members shall have voting rights. A vote may be cast either orally or in writing. When an action, other than the election of Directors, is to be taken by vote of the members, it shall be adopted by a majority of the votes cast by the members entitled to vote thereon. Directors shall be elected in accordance with the procedure set forth in Article IX, Section 2.

Section 10. Proxies: Every member entitled to vote at a meeting of members or to express consent or dissent without a meeting may authorize another person or persons to act for the member by proxy. Every proxy must be signed by the member. No proxy shall be valid after the expiration of eleven months from the date thereof unless otherwise provided in the proxy. Every proxy shall be revocable at the pleasure of the member executing it, except as otherwise provided by law. The authority of the holder of a proxy to act shall not be revoked by the incompetence or death of the member who executed the proxy unless, before the authority is exercised, written notice of an adjudication of the member's incompetence or of their death is received by the Secretary.

ARTICLE IV. REGIONS

Section 1. The Society shall be geographically divided into Regions to help achieve the purposes of the Society as stated in the Certificate of Incorporation and in Article II of these Bylaws. The number of regions and the name by which they are known shall be established by the Board of Directors with the advice of the membership and shall be published in the Policy and Procedures of the Society. Each Region shall have the benefit of a Regional Director to act as a liaison between the members within the Region and the Society's Board of Directors.

ARTICLE V. DIRECTORS

Section 1. Number, Election, Term and Classification of Directors:

- a) Directors shall be elected from the members of the Society by members of the Society at the annual meeting held in even numbered calendar years and shall serve without compensation. The Board of Directors shall not be less than twenty-five (25) or more than thirty-five (35).
- b) The Board of Directors shall consist of the officers (President, Vice President, Secretary, Treasurer), immediate past president, standing committee Chairs, chairman of the Hoopes-Addis Education Trust, Regional Directors and Directors at Large, the total of which shall comply with section (a).
- c) The term of office shall be two years commencing January 1, of the year immediately following election.
- d) Resignation of Board Members¹
 1. Any Officer or Director may resign from the Board of Directors by written notice, delivered by first class mail to the Society's office.
 2. The resignation shall be effective upon receipt.
 3. In the event of permanent or long term disability, the spouse or guardian of the Officer or Director may resign on the Officer or Director's behalf.
 4. Any Officer or Director who fails to participate in any Board or Committee meeting, without notice, in any 360 day period shall be deemed to have resigned.

Section 2. Duties of Board of Directors:

- a) The Board of Directors shall exercise all of the powers of the Society subject only to the restrictions imposed by law, by the Society's Certificate of Incorporation as amended and by these Bylaws.
- b) The Board of Directors shall elect the Officers of the Society and approve the appointments to the Standing Committees.
- c) The Board of Directors shall review and may approve proposals submitted by committees or members of the Society.
- d) The Board of Directors may suspend or expel any member of the Society for conduct deemed to be prejudicial to the Society in accordance with Article III, Section 3 C. The Board of Directors may censure a member of the Society for conduct deemed to be preju-

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dicial to the Society. Any of the actions mentioned herein will be conducted in accordance with Policies and Procedures of the Society.

e) With approval of the Board, the President may appoint Directors at Large up to 35 total Board members.¹

f) The Board of Directors may fill any position on the Board which becomes vacant mid-term. The individual filling the position will serve until the end of the term for which his/her predecessor was elected.

g) Minutes of meetings of the Board of Directors shall be taken and kept by the Secretary. The minutes shall be available as soon as possible following the meeting to which they apply.

h) The Board of Directors may elect Honorary Directors in recognition of distinguished service rendered to the Society. 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. Honorary Directors shall have all rights and privileges of Senior Members but shall be exempt from annual dues.

i) The Board of Directors may remove or suspend from office, or censure any Director or Officer of the Society whose performance may be considered to be detrimental to the Society. The Director or officer shall be given the opportunity to be heard orally or in writing. A three-fourths' (3/4) vote of all Directors *present* is required to effect any of these actions. Procedures for carrying out these actions shall be in accordance with the Policies and Procedures of the Society.

Section 3. Quorum of Directors and Action by the Board. Unless a greater proportion is required by law or by the Certificate of Incorporation or by a Bylaw adopted by the members, one-third (1/3) of the entire Board of Directors shall constitute a quorum for the transaction of business or of any specified item of business, and, except as otherwise provided by law, the vote of a majority of the directors present at a meeting at the time of the vote, if a quorum is then present, shall be the act of the Board. Except as otherwise permitted by the Bylaws, all corporate action to be taken by the Board shall be taken at a meeting of the Board.

Section 4. Meetings of the Board. An annual meeting of the Board of Directors shall be held in each year directly after the annual meeting of members. The Board shall fix the times of regular meetings of the Board. Special meetings of the Board may be held at any time whenever called by the President, Vice President or any two directors or as otherwise determined by the Board. Meetings of the Board shall be held at the places within or without the State of New York or by electronic means that allow members of the Board to hear other Board members speak, to engage in the discussion and to vote.² Meetings shall be fixed by the Board for annual and regular meetings and in the notice of meeting for Special Meetings. If no place is fixed, meetings of the Board shall be held at the principal office of the Corporation. The Secretary shall send notice of meetings by E-mail, if an E-mail address is on file, or by first class mail to each Director. Such notice shall be given no less than ninety (90) days prior to the meeting and contain the dates and location of the meeting, lodging arrangements, scheduled meals (including costs), registration fees and any other costs required to attend the meeting. If any information is unavailable at the time of the notice,

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that shall be stated therein with the anticipated date that it will be available.¹ Notice of each Special Meeting of the Board shall be given to each director either by mail not later than noon, New York time, on the third day prior to the meeting, by written message or orally to the director not later than noon, New York time, on the day prior to the meeting. Notices shall be deemed to have been given by mail when deposited in the United States mail and by messenger at the time of delivery by the messenger. Notices by mail or messenger shall be sent to each director at the address designated by the director for that purpose, or, if none has been so designated, at the director's last known residence or business address. In addition, in the event the director has filed an e-mail address with the Society, the notice shall be sent to the director's designated e-mail address no later than noon, New York time, on the third day prior to the meeting. A notice or waiver of notice need not specify the purpose of any meeting of the Board. Notice of a meeting of the Board need not be given to any director who submits a signed waiver of notice whether before or after the meeting, or who attends the meeting without protesting, prior thereto or at its commencement, the lack of notice. A majority of the directors present, whether or not a quorum is present, may adjourn any meeting to another time and place. Notice of any adjournment of a meeting to another time or place shall be given in the manner described above to the directors who were not present at the time of the adjournment and, unless the time and place are announced at the meeting, to the other directors.

Section 5. Action by the Board Without a Meeting. Any action required or permitted to be taken by the Board of Directors or any committee may be taken without a meeting if all members of the Board or the committee consent in writing to the adoption of a resolution authorizing the action. The resolution and the written consents thereto by the Board or committee shall be filed with the minutes of the proceedings of the Board or committee.

ARTICLE VI. OFFICERS

Section 1. The officers of the Society shall be a President, Vice President, Secretary, Treasurer, each of whom shall be a Director. Officers shall be elected by the Board of Directors at the first meeting of the newly elected Board of Directors held following the annual membership meeting held during even-numbered calendar years. The term of office shall be two years commencing January 1 of the year immediately following their election. Any two or more offices may be held by the same person except persons holding the offices of President and Secretary. Additional or assistant officers may be elected or appointed by the Board of Directors. Each officer shall hold office until January 1 of the year in which newly elected Officers assume office and/or until his successor is duly elected or appointed. The President may serve only two (2) consecutive two-year terms. There are no term limits for other offices.

Section 2. President. The President is the Chief Executive Officer of The American Driving Society, Inc. and a member and presiding officer of the Executive Committee of the Board of Directors and Board of Directors.

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The President shall:

- a) preside¹ at all meetings of the membership, the Executive Committee of the Board of Directors and the Board of Directors;
- b) call any additional meetings of the membership, Executive Committee of the Board of Directors or Board of Directors as provided for elsewhere in the bylaws;
- c) be an ex-officio, non-voting member of all committees except the Nominating Committee;
- d) together² with the Secretary, set and/or approve the agenda of any membership, Executive Committee of the Board of Directors or Board of Directors meeting;
- e) together with the Secretary prepare and sign all documents as required by law or provided for by the Policies and Procedures;
- f) assure that the Bylaws and Policies and Procedures are properly enforced;
- g) vote only when the vote is tied;
- h) carry out other duties as may be requested by the Membership, Executive Committee of the Board of Directors or Board of Directors or as may be required to maintain the best interests of the Society.

The President shall serve as official liaison between the American Driving Society, Inc., and the United States Equestrian Federation or may appoint another member from the Board of Directors to serve in this capacity. The President may appoint a member from the Board of Directors to serve as official liaison between The American Driving Society, Inc. and other organizations. Any appointments are subject to approval by the Board of Directors.

Section 3. Vice President

The Vice President Shall:

In the absence of the President or in the event of his/her death, inability or refusal to act, the Vice President shall perform the duties of the President, and when so acting shall fulfill the duties of the President as defined in these bylaws and described in the Policies and Procedures. The Vice President shall perform any other duties as may be assigned by the President. The Vice President shall be a member of the Executive Committee of the Board of Directors.

Section 4. Secretary

The Secretary shall:

- a) be responsible for the preparation of minutes of meetings of the membership, Executive Committee of the Board of Directors and Board of Directors;
- b) assure that the minutes be published or distributed in accordance with the Policies and Procedures;
- c) be responsible for corporate records, the Corporate Seal; and see that the Seal is affixed to all documents as necessary and/or required by law;
- d) together with the President sign all documents as required by law or provided for by the Policies and Procedures;

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- e) maintain records of all proxy votes;
- f) assure that all written notices required by law, the bylaws and/or Policies and Procedure are given as required;
- g) be a member of the Executive Committee of the Board of Directors. Section 5. Treasurer

Section 5. Treasurer

The Treasurer shall:

- a) act as the Chief Financial Officer of the Society, and serve as Chair of the Budget and Finance Committee;
- b) together with the Budget and Finance Committee and Executive Director prepare an annual budget for the Society;
- c) review quarterly and annual financial reports of the society provided by the Executive Director and/or accountants engaged by the Society;
- d) provide other financial reports as required by law;
- e) perform other duties as may be assigned by the President, Executive Committee of the Board of Directors, Board of Directors or as outlined in Policies and Procedures.

ARTICLE VII. EXECUTIVE COMMITTEE OF THE BOARD OF DIRECTORS

The Board of Directors shall select¹ an Executive Committee of the Board of Directors of no more than ten (10) Board members². This committee shall include the President as Chairman, the Vice President, the Secretary, the Treasurer and the Chairman of the Governance and Bylaws Committee³.

The Executive Committee of the Board of Directors shall meet at least two (2) times a year. Additional meetings by conference call or any other form of meeting agreeable to a majority of the committee members may be called by any member of the Executive Committee of the Board of Directors with at least 24 hour notice to the other members. The Executive Committee of the Board of Directors shall have all of the authority of the Board of Directors except as to the following matters:

- a) the submission to members of any action with respect to which members approval is required by law;
- b) the filling of vacancies on the Board of Directors;
- c) the fixing of compensation of the Directors for serving in any capacity;
- d) the amendment or repeal of the Bylaws or the adoption of new Bylaws;
- e) the amendment or repeal of any resolution of the Board which by its term shall not be amendable or repealable;
- f) the removal or indemnification of Directors.

1. August 2009 (Change from “elect” to “select”).

2. Requirement for Election to Executive Committee in even numbered years only deleted August 2009.

3. January 2009

ARTICLE VIII. COMMITTEES

Committee members, regardless of position held, must be current ADS members in good standing. Unless otherwise stated in the Bylaws, the term of commitment shall be two (2) years commencing January 1 of every odd numbered calendar year coinciding with the term of office for Directors and Officers.

The Board of Directors may create and dissolve committees as necessary to meet the needs of the Society.

- a) Standing Committees are those of a permanent nature that are required to carry out the ongoing business and purposes of the Society. Existing Standing Committees, their functions and operations shall be detailed in Policies and Procedures.
 1. Chairs of Standing Committees must be serving as Directors at the time of their appointment.
 2. Committee Chairs shall hold the position of “Director, Chair of [Committee Name]”.
 3. Committee Chairs shall have the responsibilities of a Director and of the Committee for which he/she is Chair.
- b) Special Committees are those that are appointed for the study and/or resolution of a specified topic. In addition to the Board of Directors, the President may appoint Special Committees to perform these same functions.
 1. Special Committees’ term shall be for only the duration of their designated assignment.
 2. Operations of Special Committees shall be detailed in Policies and Procedures.
- c) A majority of the members of a Committee shall constitute a quorum for a meeting.
- d) Committees shall meet in conjunction with the annual membership meeting and in conjunction with the winter Board of Director’s meeting.
- e) Actions may be taken by Committees by majority vote or ballot, with or without a meeting.

ARTICLE IX. NOMINATIONS AND ELECTIONS

Nominating Committee

The Nominating Committee will be chosen at the Fall meeting of the Board of Directors in the off year of elections and will disband following the presentation of the slates of Directors and Officers.

Section 1. Nominating Committee

- a) Selection of Nominating Committee
 1. The most recent immediate Past President willing and able to serve shall be the nonvoting Chair of the Nominating Committee.
 2. Each Standing Committee will select from its membership, one delegate to sit on the Nominating Committee.
 3. Two delegates will be chosen from the Regional Directors by the President.
- b) Duties of the Nominating Committee
 1. The Nominating Committee will meet in person at least one time during their appointment.

2. The Nominating Committee will present the slates for Directors and for Officers by July 1 prior to the meeting in which the voting will take place.
3. Provide a slate of Directors to be voted upon by the membership, including designation of Regional Directors and Committee Chairs.
4. Provide a slate of Officers to be voted upon by the Board of Directors

Section 2. Elections

a) Election of the Board of Directors

1. Directors shall be elected by members of the Society in accordance with Article V, Section 1.
2. The slate of nominees as provided by the Nominating Committee shall be presented to the membership at the respective meeting for elections.
3. Nominations from the floor will be requested by the President or the current presiding officer.
4. If there are no nominations from the floor a motion may be made to elect the Slate of Directors by acclamation.
5. If there are nominations from the floor, a confidential written ballot will be provided to enable members to vote for the candidates of their choice for each individual directorship that is contested. In the event no candidate receives a majority on the first ballot, the two candidates with the highest votes shall have a run-off ballot. In the event of Directors-at-Large, the candidates shall be ranked according to the number of votes for each and the number of Director-at-Large positions recommended by the Nominating Committee shall be filled from the ranked list from top down, based on a single balloting for Directors-at-Large (unless a tie for the last Director-at-Large position forces a run-off. This election will be conducted in accordance with the Policies and Procedures. All unopposed nominees may be elected by a motion to elect by acclamation.

b) Election of Officers

1. Officers shall be elected by the newly elected Board of Directors at a meeting to be held immediately after the conclusion of the respective membership meeting at which they were elected.
2. The sitting President shall preside over this meeting.
3. The slate of nominees for Officers shall be presented to the newly elected Board of Directors.
4. If there are no nominations of Officers by a Director, a motion may be made to elect the Slate of Officers by acclamation.

ARTICLE X. ELIGIBILITY OF NOTICE AND TO VOTE

Record Date. The Board of Directors may fix, in advance, a date as the record date for the purpose of determining the members entitled to notice of any meeting of members or any adjournment thereof. The record date shall not be more than fifty nor less than ten days before the date of the meeting.

ARTICLE XI. PROCEDURE AT MEETINGS

Meetings of the membership and the Board of Directors shall be conducted according to Roberts Rules of Order Newly Revised.

ARTICLE XII. INDEMNIFICATION OF DIRECTORS

Any person made or threatened to be made a party to any action or proceeding either threatened, pending or completed, whether civil or criminal, by reason of the fact that the person, the person's testator or intestate is or was a director or officer of the Corporation, shall be indemnified by the Corporation, and the Corporation shall pay the person's related expenses, to the full extent authorized or permitted by law.

ARTICLE XIII. COMMUNICATION

In addition to regular forms of mail and telecommunication, modern day electronic means of written and oral communications may be used for notices of meetings or votes, and if used shall have the same effect as notices by mail or those delivered in person to the fullest extent permitted by law.

ARTICLE XIV. FISCAL YEAR

The Fiscal Year of the corporation shall be the calendar year or any other period fixed by the Board of Directors.

ARTICLE XV. AMENDMENTS OF BYLAWS

The Bylaws may be amended by the members of the Society at any meeting of the membership. The Board of Directors shall have the power to make Bylaws not inconsistent with law or the Certificate of Incorporation of the Society and shall have the power to alter, amend or repeal the same. Members shall be notified of any amendment or repeal made by the Board of Directors.

ARTICLE XVI. ETHICS AND CONFLICT OF INTEREST

a) The American Driving Society represents the sport of driving in the United States and is an affiliate organization of the United States Equestrian Federation (the national governing body for equestrian sport). We as a Society, its employees, volunteer Officers, members of the Board of Directors and Committees must always conduct our affairs and activities in conformity with the highest ethical standards and principles. American Driving Society volunteers and staff members must comply with the following ethical standards when acting in any way on the behalf of the American Driving Society.

1. Avoid conflicts of interest, both real and perceived.
2. Conduct all dealings with honesty and fairness.
3. Never use American Driving Society assets or information for personal use or gain.

4. Recognize that even the appearance of misconduct or impropriety can be very damaging to the reputation of the American Driving Society and act accordingly.
5. Comply with procedural guidelines in Policies and Procedures.

ARTICLE XVII. GENERAL

Section 1. Corporate Seal

The Board of Directors shall provide a Corporate Seal which shall be circular in design and shall have the name of the corporation inscribed thereon.

Section 2. Conflicts

- a) In the event of a conflict between the provisions of the Bylaws and the Policies and Procedures or a resolution of the members of the Board, the Bylaws shall control.
- b) In the event of a conflict between the Policies and Procedures and a resolution of the members or the Board, the Policies and Procedures shall control.