

BYLAWS – NEW DRESSAGE ASSOCIATION, INC.

ARTICLE I -- NAME

Section 1. The name of this organization is the NEW Dressage Association, Inc. (hereinafter referred to NEWDA).

ARTICLE II – PURPOSE

Section 1. The Corporation shall be a non-profit corporation organized under the laws of the State of Wisconsin and its purposes are exclusively charitable and educational as set forth in the Articles of Incorporation.

Section 2. The purpose of the Association is to promote and encourage a high standard of accomplishment of horsemanship and sportsmanship, with particular emphasis on dressage, primarily through educational programs. To further this purpose, the Association will work closely with local, regional and national organizations in promoting, managing and conducting dressage clinics and shows and/or other related events or exhibitions

Section 3. The activities of the Association are limited to those activities consistent with Section 501(c)(3) of the Internal Revenue Code.

Section 4. No part of the net earnings of the Association shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that the association shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Section 3 hereof. No substantial part of the activities of the association shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the association shall not participate in, or intervene in any political campaign on behalf of or in opposition to any candidate for public office. Notwithstanding any other provision of these bylaws, the Association shall not carry on any other activities not permitted to be carried on by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code.

ARTICLE III -- MEMBERSHIP AND DUES

Section 1. Membership in this organization shall be composed of persons interested in the objects and purposes of the Association, who indicate an interest in actively participating in the activities and functions of the Association without regard to any person's sex, color, national origin, or creed.

Section 2. Classification of members shall be as follows:

INDIVIDUAL - Composed of members 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 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 one vote per family membership.

JUNIOR - Composed of persons seventeen (17) years of age and under as of January 1st of the current year who are not eligible for family memberships, who, upon submission and payment of the prescribed dues, shall be entitled to all the rights and privileges of membership, including one vote.

BUSINESS - Composed of any person or business contributing \$160 or more per year to the Association. Business members shall be entitled to all the rights and privileges of membership, including one vote, plus advertisement in the newsletter as defined by the Board of Directors.

LIFE - Composed of persons who at any time contribute \$500 or more to the Association. Such members shall be waived dues or assessments after such time as the initial contribution is made, and shall also be entitled to all the rights and privileges of membership, including one vote.

Section 3. The annual membership dues of the Association shall be determined by the Board of Directors and shall become payable on the first day of January to the State Association. The membership year ends on December 31. Dues for renewal of existing memberships must be paid by January 1 or membership will be automatically terminated. Dues received after November 30 will be applied to the following membership year with privileges beginning on January 1 and ending on December 31. Refunds of dues will not be made to members resigning during the fiscal year or members who have been expelled by the Association Board during the fiscal year.

Section 4. 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 United States Dressage Federation, and entitled to all current membership privileges. At this time, a member may elect to become a member of a designated chapter. Membership within the designated chapter must remain for the duration of the membership year.

Section 5. Membership in NEWDA shall constitute a pledge to abide by and be bound by the bylaws then in force and that may thereafter be adopted and by the rules and regulations established from time to time by the Association Board.

Section 6. Any member may be suspended or expelled for unsportsmanlike behavior or for cause, speech or action judged to be detrimental to the best interests of the Association. The member in question shall be given an opportunity to make a statement to the Board in their defense before such action is taken. Suspension or expulsion of a member will be determined by a vote of at least two-thirds (2/3) of the Association Board. Suspension or expulsion shall be for such period of time and shall be subject to such other conditions as the Executive Board shall determine.

Section 7. The Board of Directors has the final decision regarding any disagreements related to any contracts or agreements (explicit or implied) between the Association and any of its members. Members waive the right to pursue any other remedy.

Section 8. The NEWDA Board of Directors reserves the right to deny membership to any person or business if it is determined that the membership would not serve the best interests of the Association. A two-thirds (2/3) majority vote of the Board is required to deny membership.

ARTICLE IV -- MEETINGS

Section 1. An annual meeting of the general membership of NEWDA shall be held during the spring of each year on a date and at a place to be determined by the Board of Directors. Written notice of the annual meeting must be emailed or mailed to all members at least thirty (30) days prior to the date of the meeting.

- 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 president may call a special business meeting of the general membership with a fifteen (15) day written notice mailed or emailed to each member. At any special meeting, a quorum shall be considered to be those members in attendance provided at least five (5) Board members are present.

Section 3. The Board of Directors shall meet at least four (4) times a year. Board meetings are open to attendance by the general membership; notices shall be emailed to all members at least ten (10) days prior to the meeting. All voting shall be limited to those Board members in attendance (either physically or by teleconference). Two-thirds (2/3) of the Board members shall constitute a quorum.

Section 4. The Association through its chapters shall hold no fewer than four events each year. These events shall feature educational and/or competitive activities which further the purpose of the Association.

Section 5. Each chapter shall hold at least six (6) business meetings each year, in addition to selected clinics, shows and events.

Section 6. 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 vote within their designated chapter. Family memberships shall have one vote per family and must designate on the membership application which member of the family will have voting privileges. Only this member will be allowed to represent the interests of the family during the membership period.

Section 2. Voting for amendment of the bylaws of the Association shall be by ballot via mail/email or by direct vote at the Association annual meeting. Email ballots will be accepted from the members registered email address only. A simple majority of the votes cast will adopt the proposed amendment.

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

Section 4. Members-at-large may cast a vote on any issue to be decided by the general membership, but must become a designated member of a chapter in order to vote on chapter business.

ARTICLE VI -- BOARD OF DIRECTORS

Section 1. The initial Board of Directors shall consist of those officers appointed by the incorporator of the Association until such time that a membership of at least 25 members exists to nominate a slate of officers and entertain a vote. The ensuing Board of Directors shall consist of the chapter presidents, the chapter representatives, the Treasurer of the Association, the Membership Recorder, the Editor of the Newsletter, and three (3) General Members. All Board members shall have the right to vote.

Section 2. Meetings of the Board of Directors shall be held at least four (4) times a year. Special meetings may be called when deemed necessary by the President. A ten (10) day written notice is required. Two-thirds (2/3) of the members of the Board of Directors shall constitute a quorum. Board members may attend either physically or by teleconference.

Section 3. It shall be the duty of the Board of Directors to conduct the business of the Association. The Board of Directors shall expend those funds deemed necessary to carry on the activities of the Association. The Executive Board shall consist of the President of the Board, each of the Chapter Presidents and the Treasurer, with each President having a vote and the Treasurer of the Board acting as the tie-breaker. Between Board meetings, the Executive Board has the power to conduct the affairs of the association and authorize expenditures.

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 XII)

Section 5. The Board of Directors shall determine membership fees, oversee the disbursement of Association monies, and be responsible for the creation and amendment of the NEWDA Policies and Procedures.

Section 6. No member of the Board of Directors may be paid for their service, except that an actual expense incurred, such as mileage, may be reimbursed as authorized by the Board of Directors.

ARTICLE VII -- ELECTION OF DIRECTORS

Section 1. The elected Directors shall consist of the president of each chapter, the chapter representatives, the Treasurer of the Association, the Membership Recorder, the Editor of the Newsletter and three (3) General Members.

Section 2. Chapter representation shall be based on the number of members in good standing as of September 1st of the current year. Each chapter shall be represented by its president. Chapters with more than fifty (50) and no more than one hundred (100) members shall be entitled to one (1) additional representative. Chapters with more than one hundred (100) members shall be entitled to a total of two (2) additional representatives. Each chapter representative shall be voted upon within the chapter for a term of one (1) year. The election shall be held by October 31st. Election results must be reported to the President of the Association by November 15th in order for those elected 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. Only one alternate representative is permitted per chapter

Section 4. Three (3) General Members shall be elected to the Board of Directors by the general membership by November 15th of odd numbered years. Chapters are permitted to have only one (1) General Member elected from their chapter.

- 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 State Board level may submit his/her name for inclusion on the ballot. All nominations for General Members must be submitted to the President of the Association by September 15th.
- b. The general membership will be provided a ballot listing candidates for General Member by chapter designation. Members will then submit their vote for their top three choices, voting for no more than one person per chapter designation. If a member votes for more than one candidate in a chapter, neither vote will count. The top three (3) vote recipients will be elected, providing they are from three different chapters. If a chapter has more than one delegate in the top three, only the top vote recipient will be elected and the second delegate will be dropped to make room for a delegate from another chapter. In the event that less than three chapters have nominees for member-at-large, the remaining office(s) shall remain open for potential appointments at a later date.
- c. Elections will take place by mail/email in odd numbered years to hold office for the succeeding two (2) years.
- d. Posted mail ballots must be signed, or the member's name and return address must appear on the envelope, so the secretary may verify membership. Email ballots will be accepted from the members registered email address only.
- e. A simple majority of the ballots cast will rule in the election of the General Members. In the case of a tie, a coin flip in the presence of a neutral party will be used to make a decision.
- f. In the event of a vacancy among the General Members, appointment or election shall be handled by the Board of Directors.

Section 4. In all cases, consent of the nominee must be obtained prior to the election and the nominees must be members in good standing.

Section 5. 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 6. The President of the Association shall be one of the Board of Directors, having been a member of NEWDA (or WDCTA) for at least three (3) years and a member of the NEWDA Board of Directors (or WDCTA Board of Directors) for at least two (2) years and having attended (physically, not by teleconference) at least six (6) Board meetings. After 2012, service as a WDCTA Board member does not fulfill eligibility requirements.

- a. The Board shall meet in November or December of even numbered years to elect the President. The term of the President will be two (2) years and limited to two (2) consecutive terms.
- b. The President shall appoint the standing committee chairs and representatives, subject to Board approval.

- 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 7. The Vice President and Secretary of the Association shall each be one of the Board of Directors, having been a member of NEWDA (or WDCTA) for at least two (2) years. The Treasurer of the Association shall have been a member of NEWDA (or WDCTA) for at least two (2) years and shall have a working knowledge of business and accounting practices. After 2012, membership in WDCTA does not fulfill eligibility requirements.

Section 8. The new Board shall meet before the annual membership meeting to elect the Vice President and Secretary and to approve the Treasurer. The officers of the Board of Directors shall be announced to the general membership at the annual meeting.

Section 9. The term of the new Board is January 1st through December 31st.

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 be approved by the Board of Directors.

Section 2. STANDING COMMITTEES -- Standing committee chairs must be Association members. They perform their duties under the direction of the Board and advise the Board, but are not voting members of the Board. The standing committee chairs are:

- a. Dressage Recorder, who shall:
 1. Receive registrations of members and their horses for championships;
 2. Enforce standing rules of championships;
 3. Accept requests for show approval;
 4. Record percentages and scores of horse/rider combinations from competitions, with current standings to be published in the newsletter;
- b. Video Librarian, who shall maintain an inventory of videotapes and oversee their distribution to Association members.
- c. Website Coordinator, who shall receive information for submission to the webmaster, verify eligibility and correctness of such information, and forward information to webmaster for inclusion on the website.
- d. Junior/Young rider mentor, who shall coordinate and oversee activities of the junior young riders as approved by the Board.

Section 3. EDUCATION AND PUBLICITY CHAIR

- a. The Vice President of the Association shall be the Education and Publicity Chair.
- b. The Education and Publicity Chair shall:
 1. Work on education and the promotion of NEWDA;
 2. Represent the Association and its interests at meetings of the Wisconsin State Horse Council;
 3. Be a participating member of any chapter organizing committee for any event governed by USDF or USEF.

Section 4. USDF DELEGATE

- a. The President of the Association shall be the USDF Delegate.
- 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 Board approval.
- c. It is the responsibility of the delegate to make a full written report to the membership on USDF issues relevant to NEWDA.
- d. Provided that funds are available, NEWDA will pay the following expenses for its delegate to the annual meeting: registration fees, transportation to and from the meeting, and lodging. Ground transportation, meals and other miscellaneous expenses are to be paid by the delegate.
- e. The 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.

Section 5. REPRESENTATIVES -- Representatives must be Association members. They perform their duties under the direction of the Board and advise the Board, but are not voting members of the Board. The representatives are:

- a. Young Rider Representative, who shall:
 1. Be an Association member twenty-one (21) years of age or under as of December 31st of the current year;
 2. Report to the Board to represent and promote Young Rider interests.

ARTICLE IX -- OFFICERS

Section 1. The Board shall meet in November or December of even numbered years to elect the President of the Association. The President shall appoint all standing committee chairs and representatives, subject to Board approval.

Section 2. The new Board shall meet before the annual membership meeting to elect the Vice President and Secretary and to approve the Treasurer of the Association. The Vice President and Secretary shall be selected from the Board of Directors.

Section 3. Officers shall be introduced at the annual meeting.

Section 4. 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, subject to Board approval. The President may not appoint his/her own successor.

Section 5. The terms of office for the Vice President and Secretary of the Association shall be one year. The Treasurer shall serve a one-year term and, at the discretion of the Board, be permitted to serve consecutive terms until such time the Board needs or desires to appoint a new Treasurer.

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. Notify the Board of Directors ten (10) days in advance of each meeting and provide a tentative meeting agenda with this notice;

- c. Appoint all committee chairs and representatives with the approval of the Board of Directors;
- d. Be an ex-officio member of all committees except the nomination committee;
- e. Make all appointments with the approval of the Board of Directors;
- f. Act as representative of the Association;
- g. Be the Association's USDF Delegate.
- h. Act on behalf of the Board of Directors in an advisory/support capacity within the chapters upon a request made by any member of the chapter.

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. Chair the Education and Publicity Committee.

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. Submit a copy of the minutes to the President for review prior to publication in the newsletter;
- d. Attend to other matters pertaining to meeting procedures as directed by the President;
- e. Attend to all correspondence of the Association, and relay all communications to the Board of Directors, and/or members of the Association at meetings;
- f. Prepare, receive and count ballots for election of officers, amendments to bylaws, and other ballots designated by the Board of Directors;
- g. 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;
- h. Maintain a record of all policies and procedures enacted by the Board of Directors.
- i. Maintain the permanent file of the Association.
- j. House and oversee distribution of all official Association documents and materials.

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. Be responsible for maintaining insurance coverage on the Association and its events.

Section 5. The Membership Recorder shall:

- a. Maintain a current roster;
- b. Acknowledge each new and renewed membership by mail;
- c. Inform the Newsletter Editor and Chapter Presidents of new members within one month of receipt;
- d. Aid the Secretary in other matters pertaining to membership.

Section 6. The Editor of the Newsletter shall:

- a. Produce the Association's newsletter on a schedule determined by the Board;
- b. Provide adequate lines of communication between the Board of Directors, local chapters, officers and the general membership.

Section 7. NEWDA Code of Conduct. Each Board member shall:

- a. Represent the interests of NEWDA;
- b. Make decisions to enhance NEWDA's mission and for the benefit of the membership as a whole;
- c. Attend all board meetings of the Board of Directors, either physically or by teleconference, and participate in electronic correspondence and voting;
- d. Arrive at meetings prepared, having read supporting materials, ready to engage in thoughtful discussion;
- e. Encourage and respect the input of all board members;
- f. Recognize that the president is the official spokesperson for the Board;
- g. Keep sensitive Board information confidential. The need for confidentiality shall be as determined by a majority of the board or as directed by the president;
- h. Notify the President of the Association of any expected absence and provide alternate representation;
- i. Serve as chair of committees as appointed by the President;
- j. Be sensitive to the thoughts and wishes of the Association membership.

Section 8. Each officer, at the expiration of his/her term of office or in the case of resignation, shall transfer all records pertaining to the office to the succeeding officer within two weeks. Each outgoing officer shall be responsible for providing the incoming officer with a clear outline of the position's responsibilities and current status on Board business.

ARTICLE XI – CONFLICTS OF INTEREST

Section 1. Any possible conflict of interest on the part of any member or officer shall be disclosed to the Board of Directors and made a matter of record, either through an annual statement or when a transaction in which an officer or Board member has a conflict of interest becomes a matter of Board action.

Section 2. Any member or officer having a possible conflict of interest on any matter shall not vote or use his/her personal influence on the matter. The minutes of the meeting shall reflect that a disclosure was made and the abstention from voting.

Section 3. The foregoing requirements should not be construed as preventing the member or officer from briefly stating his/her position in the matter, nor from answering pertinent questions from other members or officers since his/her knowledge may be of assistance.

ARTICLE XII - INDEMNIFICATION OF DIRECTORS AND OFFICERS

The Association shall indemnify any and all persons who may serve or who have served at any time on the Board of Directors and their respective heirs, administrators, successors and assigns, against any and all expenses, including amounts paid upon judgments, counsel fees and amounts paid in settlements (before or after suit is commenced), actually and necessarily incurred by such persons in connection with the defense or settlement of any claim, action, suit or proceeding in which they, or any of them, are made parties, or which may be asserted against them or any of them, by reason of being or having been a member of the Board of Directors of the Association, to the full extent permitted by Wisconsin law. To the extent that any one of those indemnified is liable for gross

negligence, willful misconduct, or any criminal act, they will not benefit from said indemnification.

ARTICLE XIII -- MEMBERSHIP INITIATIVE

Section 1. Whenever twenty-five percent (25%) of voting members indicate by written request 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.

Section 2. Whenever thirty percent (30%) of voting members indicate by written request to the Board of Directors that any member of said Board 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 XIV -- 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 to recognize its dissolution.
- d. A three-fourths (3/4) majority vote of the Board of Directors will dissolve any chapter determined not to be acting in the best interests of the Association. One warning will be given to the chapter by the Board of Directors regarding the offending behavior. If the chapter fails to cease the behavior and meet any additional requirements specified by the Board of Directors, the Board may call for a vote for dissolution at the next meeting of the Board of Directors.

Section 2. Local chapters shall elect their own officers for the conducting of chapter business. Elections must be held by October 31st. Terms of office shall be from January 1st through December 31st. The Chapter President shall also be a member of the Association Board of Directors. S/he will be responsible for reporting chapter activities and coordinating events.

Section 3. Eligible chapters shall have one 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 15th. 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 but must abide by the NEWDA Policies and Procedures in the maintenance of their accounts.

- a. The Chapter Treasurer shall provide documentation of chapter finances as required by the Association Treasurer.
- b. The Board of Directors may elect to set a maximum amount of funds held over in the chapter's combined accounts at the end of each year. Particulars on this provision will be adopted as part of the NEWDA Policies and Procedures.
- c. Upon dissolution of a chapter, the Chapter Treasurer shall immediately turn over all remaining chapter funds to the Association Treasurer.

Section 6. Local chapters must hold at least six (6) business meetings per year to be recognized by the Association.

Section 7. Local chapters must publish minutes from each business meeting in the newsletter 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 8. 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 either the bylaws of the Association or the NEWDA Policies and Procedures. In the absence of local chapter bylaws, all business must be conducted under the bylaws of the Association.

Section 9. Local chapters that choose to sponsor any event governed by USDF or USEF must have the approval of the Board of Directors. The Vice President of the Board of Directors shall be a participating member on the chapter organizing committee for any such event.

Section 10. The official flow of communication between the chapter and the Board of Directors will be from the Chapter President to the appropriate official on the Board and vice versa. This should not discourage any concerned member from contacting any Board member for advice or support.

Section 11. All chapter officers, like members of the Board of Directors, must observe the NEWDA Code of Conduct outlined in Article X, Section 8.

ARTICLE XV -- DISSOLUTION OF NEWDA, INC.

Section 1. The Association may be dissolved at any time by the written 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 United States Dressage Federation, Inc.

ARTICLE XVI -- DISCIPLINARY PROCEDURE

Section 1. Any member may be suspended or expelled for unsportsmanlike behavior or for cause, speech or action judged to be detrimental to the best interests of the Association. The member in question shall be given an opportunity to make a statement to the Board of Directors in their defense before such action is taken. Suspension or expulsion of a member will be determined by a vote of at least two-thirds (2/3) of the Association Board. Suspension or

expulsion shall be for such period of time and shall be subject to such other conditions as the Board shall determine.

Section 2. Any party interested may file with the Secretary of the Association a plain and concise statement specifying the alleged acts of unsportsmanlike behavior or misconduct of another. The Secretary shall refer copies of said statement, together with any other pertinent information, to the Board of Directors. If a majority of the Board concludes that the complaint has merit and involves the purpose and integrity of the Association, the Board shall immediately (within five (5) days) notify the member in question. A meeting of the Board of Directors shall be scheduled within thirty (30) days.

Section 3. Should the member desire to appear and be heard at the meeting of the Association Board of Directors, she/he shall indicate such desire in writing to the President of NEWDA at least ten (10) days in advance of the meeting date at which time the written complaint and all other pertinent information will be forwarded to them.

Section 4. The ultimate decision as to whether a member has or has not acted in the best interest of the Association shall be made by a two-thirds (2/3) vote of the Association Board of Directors.

- a. In the event the Association Board of Directors finds there are not sufficient grounds to support the complaint, the Board shall state with particularity the reasons for dismissing the complaint and the member shall maintain their good standing status and retain all membership privileges.
- b. In the event the Association Board of Directors votes that a member has not acted in the best interest of the Association and determines that they should be declared a "member not-in-good-standing", a determination shall be made as to what sanctions will be imposed on the member. Sanctions which may be imposed are (but are not limited to):
 1. Suspension. A suspended member is prohibited from participation in any Association or chapter activities for one 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 year.
 2. 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 years.

Section 2. The Board of Directors has the final decision regarding any disagreements related to any contracts or agreements (explicit or implied) between the Association and any of its members. Members waive the right to pursue any other.

ARTICLE XVII – AMENDMENTS TO BYLAWS

Section 1. These bylaws may be altered, amended or repealed by vote of the general membership either by ballot via mail/email 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. Written notice of such bylaw change will also be published in the newsletter 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.

Section 2. Voting for amendment of the bylaws of the Association shall be by ballot via mail/email or by direct vote at the Association annual meeting. Email ballots will be accepted from the members registered email address only. A simple majority of the votes cast will adopt the proposed amendment.

NEWDA BYLAWS, FINAL 9/29/09