

BRANDYWINE VALLEY DRIVING CLUB

Constitution and By-laws

Article 1

Sec. 1 Name

This organization shall be known as the Brandywine Valley Driving Club, Inc., a not-for-profit corporation.

Sec. 2 Authority

- a. These by-laws are the rules and regulations governing the Brandywine Valley Driving Club, Inc.
- b. The affairs, activities, and business of the club shall be conducted in the manner hereinafter described.
- c. It shall be a condition of membership that every member be governed by these by-laws in the conduct of all affairs, activities, and business of the Brandywine Valley Driving Club, Inc., also known as BVDC.

Sec. 3 Purposes

To offer lectures, recreational drives/events, training clinics, shows and competitions in order to provide an exchange of knowledge, practical experience and the means of testing the achievements and evaluating the accomplishments of members engaged in any equine discipline involving the driven horse.

Sec. 4 Policies

- a. This organization shall be non-commercial and no part of the net earnings of this club (corporation) shall inure to the benefit of any member or individual.
- b. No substantial part of the activities of this club shall be the carrying on of propaganda or otherwise attempting of influence legislation.

Sec. 5 Membership

- a. The club shall be composed of an unlimited number of members.
- b. To qualify for membership a person should have an interest in any equine discipline involving driven horses.
- c. Membership shall be given upon receipt of a completed membership form and payment of stipulated annual dues.
- d. Members who, by any act of omission or commission, bring discredit or disfavor upon this club or who willfully violate these by-laws, rules and regulations of the Board of Directors or in any way by their actions prove harmful to the club, the objects, purposes and policies of the club or the members therein, shall be subject to expulsion from the club upon a two thirds vote of all members of the Board of Directors.
- e. Memberships for current members in good standing will be extended to the last day of February. Each year thereafter, membership fees are due by the first day in March. Dues paid between January

1st and the last day in February will be considered membership for one (1) year. For example, membership would start March 1st and terminate the last day in February in the following calendar year.

- f. Membership runs from March 1st through the following February regardless of the month in which an individual or entity joins. Membership fee is the same price regardless of the month the individual or entity becomes a member. Membership shall automatically terminate for members whose dues remain unpaid after March 1st of any year.
- g. Assessments may be levied upon members by the Board of Directors only in an amount and by authority of a resolution presented at a special meeting of the club called by the President for that purpose, said resolution having been ratified by a written vote consisting of two thirds of the members present or represented at the meeting by written proxy.
- h. Any member may terminate his/her membership at any time by resignation.
- i. Each qualified member shall be entitled to one and only one vote in club affairs and in the election of officers and directors. A member may also vote on special issues as presented by the Board of Directors.
- j. Special membership privileges may be accorded to any person or persons by unanimous action of the Board of Directors.
- k. A family membership consists of parents and their offspring under the age of 21. A group consists of no more than two adults living at the same address and their offspring under the age of 21. A family or group shall pay dues and be governed as specified by the Board of Directors and these by-laws and is entitled to cast one vote where applicable.

Article II

Board of Directors

- a. Management of the club shall be vested in a Board of Directors elected by ballot from the membership for a term and in a manner as hereinafter set forth to consist of four (4) officers and five (5) directors.
- b. The Board of Directors shall exercise its veto authority to conduct all proper and lawful business for and on behalf of the club and to fulfill the purposes of the club. The Board of Directors shall have the authority to make appointments, to designate agents, to conduct audits, to authorize expenditures, to establish budgets and to conduct business in a manner prescribed by these by-laws.
- c. Each officer of the club shall be a member of the Board of Directors and participate in the activities of the Board. The President shall be the Chairman of the Board. Directors shall be active members of at least one standing committee. The President and Vice President shall be ex-officio members of all committees except the Nominating Committee.
- d. The Board of Directors shall meet at least once every other month as mutually agreeable to its members. Members shall not be absent from more than two Board and General meetings per year without due cause as determined by the Board of Directors. An extra or emergency meeting may be called at any time by the President provided that forty eight (48) hours notice, stating the time and place of such meeting, is given to members. Special requirements of such meeting must be stated. Minutes must be kept of all meetings and retained in the official records of the club. Each member of the Board of Directors shall be entitled to one vote and only one vote on any matter. The President may, on occasion, find it necessary to poll the board by phone or e-mail to expedite club business. Any such poll and its outcome are to be reflected in the minutes of the next regular

board meeting. A quorum of the Board is a majority of the Directors, providing that at least two of the officers of the club are present.

- e. At all meetings of the Board of Directors the order of business shall be:
 - 1. Roll Call
 - 2. Reading of the Minutes
 - 3. Report of the Treasurer
 - 4. Reports from Committees
 - 5. Unfinished Business
 - 6. New Business
- f. Any member of the club may attend any meeting of the Board of Directors and contribute to the meeting but may not cast a vote.
- g. A member of the Board of Directors must have been a member of the club in good standing for a period of one year immediately prior to election.
- h. The term of election for officers and directors shall be two years. Nothing in these by-laws is to prohibit a member from serving any number of terms, however no member shall serve more than two terms in succession unless he/she is subsequently elected as an officer. An officer may be neither officer nor director for the year following his or her final term. In a circumstance when no appropriate candidate for president can be located by the Nominating Committee and the incumbent President's terms of office have expired, the board may nominate the incumbent President to stand for election for up to two additional years, to no more than a total of four (4) consecutive years as President, regardless of prior consecutive years of service on the Board. To the full extent provided under the laws of the Commonwealth of Pennsylvania, this amendment to the by-laws shall be effective as of January 2018.
- i. No member of the Board of Directors may be remunerated for his or her services except when such services are rendered in a professional contractual capacity to the club. No individual may act as a substitute for a member of the Board of Directors in any club matter.
- j. The Board of Directors shall periodically report its activities to the members.
- k. In the event of death, resignation or dismissal of a member of the Board of Directors a majority of the remaining members of the Board, shall by a majority vote, elect a qualified member to serve the unexpired term of the vacated position on the Board. The elected member shall have equal power and authority with all the other members of the Board of Directors.

Article III

Officers and their Duties

- a. The officers of the club shall be a President, a Vice President, a Secretary, and a Treasurer, elected by ballot from the membership in a manner hereinafter provided. Each officer is a member of the Board of Directors.
- b. An officer must have the same qualifications as a member of the Board of Directors provided that, to qualify for election, the President shall have served as a member of the Board in any prior year.
- c. Upon death, resignation or deposition of an officer, other than the President, the Board of Directors shall elect one of its members to serve the remainder of the term. The resultant vacated position on the Board of Directors shall be filled in the manner provided in these by-laws.

- d. An officer or a member of the Board of Directors may be deposed or removed from office by a unanimous vote of the other members of the Board of Directors, ratified by a vote of two thirds of the members present or represented at a special meeting of the club called for that purpose as provided in these by-laws.
- e. The President shall preside at all meetings of the members of the club. He or she shall act as Chairman of the Board of Directors and as executive head of the club in enforcing the provisions of the by-laws. He or she shall be as ex-officio member of all committees except the Nominating Committee and shall perform all the duties incident and customary to the position and office.
- f. The Vice President shall report to the President and shall in the absence or disability of the President, perform all the duties of the President. In the event of death, resignation or deposition of the President, he or she shall assume the office of President for the remainder of the current term.
- g. The Secretary shall take and record minutes and attendance of all meetings of the members and the Board of Directors, determine that two-thirds of the required number of members and two officers are present, count votes, furnish copies of all minutes to the Board and the membership in a form as prescribed by the Board, keep such records and files as may be required for administration of club affairs and to insure historical continuity of activity and purpose, carry out such other duties as prescribed in these by-laws and/or by the Board of Directors. (See Article IV, Sec. i. and j.)
- h. The Treasurer shall receive, collect and deposit, immediately on receipt, in the name of Brandywine Valley Driving Club, Inc., all moneys in such bank or trust company as may be designated by the club from its funds in a manner prescribed by and as designated by and within budget limitations as may be specified by the Board of Directors. He or she shall pay all bills and expenses of the club from its funds in a manner prescribed by and as designated by and within budget limitations as may be specified by the Board of Directors. He or she shall render a financial report at each annual meeting, at each meeting of the Board of Directors and at any other meeting upon the request of a majority of the members present. He or she shall maintain, or cause to be maintained, such books, records, ledgers, statements and reports as will show the financial condition of the club, including assets and liabilities, as well as the disbursements of its funds pertaining to various club activities. He or she shall perform other duties usual and customary to the office.
- i. Nothing within these by-laws is to prohibit any officer from serving as a member of any committees of the club or from serving as a representative of the club at any function or meeting with any other group, provided such action is requested by the President or Board of Directors.

Article IV

Meetings and Elections

- a. The annual meeting of the club must be held each year during December on a date designated by the Board of Directors at least sixty (60) days prior to such date.
- b. An annual election of club officers and of the Board of Directors must be held at the annual meeting in a manner prescribed by these by-laws.
- c. At least two thirds of the membership or of those present at any duly announced meeting (48 hours notice), whichever number is smaller, shall be present in person to constitute a quorum for any meeting of the club.
- d. A special purpose meeting may be called at any time by the President or by the Board of Directors provided that 48 hours notice is given.
- e. Notice of meetings of the club, special and annual, shall be in writing, shall indicate the nature of the business to be transacted at the meeting, shall be given by prepaid post or e-mail and shall be

deemed to have been received by each member at his or her last known USPS mail or e-mail address as registered with the club. Such notices shall be mailed so that it is received 48 hours or more prior to the date of the meeting or published in the Newsletter.

- f. At meetings of the club and of the Board of Directors, all questions shall be determined by a majority vote of the members present, unless otherwise stipulated in these by-laws. Members of the Board of Directors must attend 9 meetings, Board and General, per year to maintain voting status.
- g. At the annual General and special meetings of the members of the club, the order of business shall be:
 - 1. Reading of the minutes
 - 2. Financial reports
 - 3. Committee reports
 - 4. Unfinished business
 - 5. President's reports
 - 6. Elections
 - 7. New business
- h. The business of the meetings of the club not herein specifically provided for shall follow Robert's Rules of Order.
- i. On or before the first day of October, following the date of their appointment, the Nominating Committee shall publish in the Newsletter and submit to the Board of Directors a written report of the nomination as provided for in these by-laws. The Board of Directors, after determining the eligibility of the slate of nominees as provided in these by-laws, shall have no further power to change, alter or otherwise amend the slate as presented by the Nominating Committee and shall accept it as the regular slate of the club for the ensuing election.
- j. The action of the Nominating Committee shall not deprive members of the privilege of nominating members to stand for election as officers or directors. The Committee shall prepare a list containing the names of all persons nominated by the Nominating Committee as provided in the by-laws and mail the same without comment to the last address as registered with the club for each member of the club, at least forty-five (45) days prior to the date of the next annual meeting. Any member may nominate as an officer or a director, any qualified member in good standing whose name does not appear on such list, but such nominations must be in writing, signed by the member making the nomination and accompanied by written consent of the person nominated. If such nomination is received by the Committee within fifteen (15) days of the date of mailing the aforementioned list, the Committee shall add the name or names to the list already prepared, revise the slate and mail a copy thereof to each member at fifteen (15) days prior to the date of the next annual meeting.

Article V

Sec. 1 Committees

The following committee chairpersons shall be appointed annually by the Board of Directors:

- 1. Nominating Committee
- 2. Finance Committee
- 3. Education & Program Committee

4. Newsletter & Website Committee
5. Equipment Committee
6. Clinic/Special Event Committee
7. Pleasure Show and Teddy Bear Picnic Committee
8. Hospitality Committee
9. Membership Committee
10. Recreational (pleasure) Driving Committee
11. ADS Representative

- a. A chairperson for each committee shall be designated annually by the Board of Directors except as provided in these by-laws. Committee chairpersons need not be voting members of the Board of Directors. Committee membership, unless otherwise specified below, may vary from one upwards with additional members, when desired, appointed by the chairperson.

Sec. 2 Duties

- a. Nominating Committee: Prior to September in each year, the Board of Directors shall appoint a Nominating Committee consisting of three (3) members of the club: one (1) of whom shall be a director and one (1) of whom shall be neither director nor officer. At least one (1) of the committee shall be persons who were not members of the Nominating Committee in the year proceeding. The Nominating Committee, by a majority vote, shall select from the qualified members of the club in good standing, the requisite number of persons indicated by the Board of Directors to stand for election as officers and/or directors. Before reaching a final decision, it shall be the duty of the Nominating Committee to ascertain that the persons selected are willing to serve. At least one third, and in any event not less than three (3) but not more than two thirds of the persons selected to stand for election as directors or officers shall be members who are neither directors nor officers.
- b. Finance Committee: The Finance Committee, to include the Treasurer, and at least two other members in good standing, shall oversee the financial integrity of the club. They shall conduct a limited reconciliation of receipts/expenditures at least annually and provide a brief report of their finding to the Board of Directors at the March board meeting of each year.
- c. Education and Programs Committee: The Education and Programs Committee shall consider and develop the educational functions, meeting programs and long-range goals of the club.
- d. Newsletter & Website Committee: The Newsletter & Website Committee shall gather, prepare and disseminate through a regularly published Newsletter sent or e-mailed to all members and the club's Website, information necessary for the purposes, business and activities of the club. The Committee shall maintain the club's Website.
- e. Membership Committee: The Membership Committee shall maintain contact and other relevant information pertaining to club members. It shall also initiate and supervise annual renewal of membership and make membership applications available to prospective members during the year.
- f. Equipment Committee: The Equipment Committee shall obtain, maintain, store and keep an inventory of all equipment necessary for the conduct of the club and all its activities. The committee shall also oversee the rental of the club's equipment to other parties as or when the Board directs.

- g. Clinic/Special Events Committee: The Clinic/Special Events Committee shall plan and implement suitable clinics, schooling events and activities in order to further the purposes of this club and instruct its members.
- h. Pleasure Show/Teddy Bear Picnic Committee: The Pleasure Show/Teddy Bear Picnic Committee shall plan and implement suitable competitions and staff the same in order to further the purposes of this club.
- i. Recreational (pleasure) Driving Committee: The Recreational (pleasure) Driving Committee shall plan and implement suitable drives and conduct them with due regard to human and equine safety.
- j. Hospitality Committee: The Hospitality Committee shall provide refreshments for general and board meetings and make arrangement for the annual meeting.
- k. ADS Representative: A BVDC member in good standing shall be appointed annually by the President to represent BVDC, Inc. in matters pertinent and relating with the American Driving Society, Inc.

Sec. 3 Ad Hoc Committees

- a. The Board of Directors will appoint, at intervals not to exceed five years, a committee whose purpose will be to review these entire by-laws.
- b. Such other committees shall be appointed to perform any duties and make investigations for the Board of Directors as the President or the Board of Directors deem necessary to further the purposes of this club.

Article VI

Amendment of the By-Laws

These by-laws shall be adopted, revised, amended, altered or repealed by a two thirds vote of the members present and members voting by absentee ballot at any annual meeting or special meeting called for that purpose, provided, however, that any proposed amendment, signed by ten (10) members, shall be filed with the Secretary of the club at least thirty (30) days in advance of the meeting at which said amendments shall be considered and a copy of the same shall be mailed to each member, together with a notice of the meeting at least fifteen (15) days prior to the date of such meeting.

By-Laws

Brandywine Valley Driving Club, Inc.

These by-laws are the rules by which your club (BVDC) is governed. The Board of Directors elected by you, in concert with the by-laws, makes all decisions in the management of your club. Your input is important to them. Therefore, if you have a concern or opinion that affects the management of BVDC, you should do one of the following:

1. Attend a board meeting and discuss your concern.
2. Send a letter to the Board explaining your concern.
3. Ask a Board member to voice your concern to the whole Board.

The members of the Board of Directors are your elected representatives. Let them know your thoughts regarding BVDC.

