

# **Policies and Procedures of the Oklahoma Dressage Society**

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## I. General Information

### A. Purpose

The purpose of the Policies and Procedures (“P&P’s”) for the Oklahoma Dressage Society (“ODS” or “Society”) is to define the rules, guidelines and philosophy for the routine operations of the Society and its Chapters. Unlike the ODS Bylaws, which must be approved by a majority of the general membership, the P&P’s are developed and approved by the governing Board Members. If there is a conflict between the P&P’s and the ODS Bylaws, the Bylaws take precedence.

To assure accountability and transparency to the general membership, it shall be the policy of the ODS Board of Directors to advise the membership of any changes to the ODS P&P’s. The procedure for amending the ODS P&P’s is given in Section II (C) (2).

### B. Definitions

To provide clarity and to avoid the possibility of different interpretations, the following definitions will be used in the P&P’s:

#### ***Forth coming***

## II. General Policies and Procedures

### A. Miscellaneous

1. Unless another procedure is in place, all waivers of any ODS rule or requirement must be approved by the President.
2. Material created by an individual or individuals specifically for use by ODS or one of its Chapters becomes the property of ODS unless a written agreement is executed between ODS and the individual(s) involved, prior to initiating the development or creation of the materials, stating that the rights to the property are to be retained by one or more of the individuals named in the agreement.

3. ODS will not be held responsible for late, damaged or misdirected mail.

B. Code of Ethics and Conflict of Interest *To be developed.*

C. Amendment Procedures

1. ODS Bylaws

a. ODS Bylaws may be amended by a majority vote of the voting members present at a general membership meeting.

b. The procedure to amend the Bylaws shall be initiated only at a regularly scheduled meeting of the ODS Board of Directors by way of a formal motion made to the Board proposing that the Board make a recommendation to the Membership that the Bylaws be amended, accompanied by a written proposal of the precise language of the desired amendment. The motion may be made by a Director or any ODS Senior member in good standing in attendance. The Board may vote on the motion as presented or may, upon proper motion, take other action on the motion as the Board deems appropriate.

c. Upon a two-thirds (2/3) affirmative vote of the Directors then eligible to vote, the Board shall adopt a resolution to recommend the proposed amendment(s) to the Membership. The Secretary shall thereafter prepare for dissemination to the membership, via direct mailing, the ODS newsletter and/or the website, a "Board Recommendation To Amend the Bylaws," which shall contain the precise language of the proposed amendment(s) as voted on by the Board at least thirty (30) days prior to the Annual General Membership meeting or a Special Meeting of the membership.

d. The Board Recommendation to Amend the Bylaws shall be adopted only upon an affirmative vote of a majority of those Senior members in good standing in attendance at the meeting.

2. ODS Policies and Procedures

a. All Senior ODS members in good standing may submit, either in person or via written proposal, amendments to the Board of Directors for consideration.

b. The proposed amendment(s) shall be tabled for consideration, published in the newsletter and on the website and shall be voted on at the next regular meeting of the Board following the presentation.

c. These Policies and Procedures may be amended by a two-thirds (2/3) vote of the

Board of Directors then eligible to vote. Voting may be done in person, proxy or via electronic mail.

d. Upon passage by the Board, the former and new language of the amendment(s) shall be published in the first newsletter and/or posted on the ODS website following the Board meeting.

### III. Membership

#### A. Definition of Membership

1. A member in good standing is defined as an eligible person under ODS Bylaws, who has paid applicable dues and is not currently under suspension by USEF, USDF or the ODS Board of Directors. Members in good standing are eligible to participate in any and all ODS benefits.

2. A suspended member is defined as a member of ODS, who is currently under suspension by USEF, USDF or the ODS Board of Directors. A suspended member may not vote, run for any office, be appointed to any Committee, or participate in any ODS benefits until and unless the suspension has been lifted and the suspended member has been reinstated as a member in good standing. The ODS Board, as defined in ODS By-Laws Article V section 3C may suspend a member.

#### B. Types of Membership

1. Senior: A Senior (adult) member, as specified by current USEF definition, shall consist of an individual who is entitled to one (1) vote and all rights and privileges provided by ODS. The definition of Senior member includes Annual, Charter and Life memberships as established by ODS herein or historically. Charter and Life memberships are currently limited to those individuals who applied for them at a time when they were offered by ODS. All other Senior memberships are Annual.

2. Junior: A Junior member shall consist of an individual who, by current USEF definition, is a junior and who has not reached her/his 18<sup>th</sup> birthday by December 1st of the membership year. Junior members shall not have a vote at general membership meetings and are not eligible to hold an elective or appointed position, but are otherwise entitled to all rights and privileges provided by ODS.

3. Family: A family membership shall include one (1) primary and one (1) additional member of a family unit. A family membership entitles the members to all ODS rights and privileges, in accordance with their status as either a "Senior" or "Junior." member. However, the family membership shall not entitle the family unit to more than two (2) votes or to receive more than one (1) copy of the Society publications, which shall be sent to the address of the primary member, unless otherwise directed by the primary member.

### C. Membership Period

Effective December 1, 2007, the ODS membership period shall coincide with that of USEF and USDF, currently December 1 through November 30. Voting and other membership rights become effective upon payment of dues.

### D. Dues

1. Dues paid after October 1 includes membership in the remaining portion of the current year and the upcoming year.

2. Annual dues for ODS and its Chapters shall be set by the Board of Directors no later than October 1 of the year before they are to go into effect.

3. Annual dues include annual dues for group membership in USDF.

4. The Treasurer shall notify the members of the dues payable by them to maintain membership at least 30 days prior to the due date. Publishing the due date for annual dues in the ODS newsletter shall constitute notice.

5. The current fee schedule for annual dues is as follows:

Annual Junior Member	\$32
Annual Senior Member	\$40
Charter/Life	\$17
Family Membership	\$48/primary and one family member \$ 8 for each additional family member
ODS Chapter membership	\$10

6. All monies raised in each fiscal year by way of dues or otherwise shall be spent for the purpose for which the society was founded and the benefit of its members, as stated in the annual budget.

7. Chapter dues will be paid directly to the local chapter designated by the member in their membership application. All Chapter monies raised each fiscal year shall likewise be spent for stated society purposes.

### A. Loss of Membership

Other than for nonpayment of dues, fees, charges or assessments, no member may be suspended from membership, unless in accordance with ODS Bylaws and Policies and Procedures.

1. Any ODS member, regardless of type, may be removed from membership or from office by the affirmative vote of a majority of the Board of Directors, upon a finding of just cause.
2. A finding of one or more of the following shall be considered just cause:
  - a. Upon written notification, the member has outstanding indebtedness to the Society and the debt remains unresolved;
  - b. Conduct deemed prejudicial to the best interests of the Society; or
  - c. The Member has been suspended by the USEF and/or the USDF.
3. An action to suspend a Member may be initiated only by one of two ways, as follows:
  - a. A Director may make a formal motion to the Board requesting that the Board schedule a suspension proceeding. The motion must state with particularity the alleged grounds for seeking suspension. The Board of Directors may, upon a majority vote of the Directors then eligible to vote, vote to hold a suspension proceeding, after which time the proceeding shall be scheduled and conducted as set forth below.
  - b. A Member may submit to the Board a petition signed by ten percent (10%) of the Membership (determined as of the first day of the month prior to the date that the petition is submitted to the Board.) The petition to suspend a Member must state with particularity the alleged grounds for seeking suspension. Upon receipt of the petition, the Board of Directors shall schedule and conduct a suspension proceeding as set forth below.
  - c. No less than 30, nor more than 60 days prior to the scheduled date of the suspension proceeding, the Secretary shall mail to the Member whose suspension is being sought, written notice of the proceeding. Such notice shall be mailed to the Member's last known address as shown in the Society's records and shall set forth the manner in which the proceeding was initiated, and shall state the facts alleged which form the grounds for seeking suspension.

d. The Member subject to suspension shall have ten (10) business days from the date of the written notice to request a closed hearing before the Board of Directors prior to any vote to suspend the Member.

e. Any Member, including the Member whose suspension is being sought, may give testimony concerning the proposed suspension, and the Board shall have the right to ask questions relevant to the proceeding of any person so testifying.

f. After a fair and reasonable consideration of the facts alleged and all relevant testimony, the Board shall vote on the proposed suspension. The member may be suspended from membership in the Society, for such period as the Board determines, only upon a majority vote of all Directors then eligible to vote.

g. The President, at the conclusion of the suspension proceeding, shall announce the vote count and the result of the vote, which shall be recorded by the Secretary. Suspension of a Member shall be issued in written form detailing the reason for the suspension, duration of the suspension, and actions required by the Member for restoration of full membership. The Secretary shall, within 24 hours, mail written Notice to the Member whose suspension was considered, advising such Member of the suspension of their membership.

h. Any Member suspended pursuant to ODS Bylaws and this Procedure shall, at the time of the announcement by the President at the conclusion of the suspension proceeding, cease to be a Member of ODS and shall have no rights or benefits of membership. No dues or fees paid by a suspended Member shall be refunded, but any unpaid debt owed by such Member to ODS for any fees, charges, etc shall remain the obligation of such Member and shall be paid to the Society as required by the terms of the debt agreement between the Society and the Member.

i. The Board of Directors shall by majority vote elect to publish the suspended member's name, the grounds for suspension, and the duration of the suspension in the ODS newsletter. If so published, the Directors shall publish in the newsletter a statement regarding the changed status of the suspended member after the completion of the suspension, or upon lifting of the suspension by a majority vote of the Board.

j. If the Member whose suspension is sought submits to the Board a written notice of resignation, during any stage in the suspension process, the suspension process then pending shall become moot.

#### IV. Board of Directors

## A. Definition

The Board of Directors shall consist of at least seven (7) but not more than fifteen (15) members, each of whom must be a Senior member of ODS in good standing. The long-standing Policy of ODS has been to maintain the number at nine (9) Directors.

The Board of Directors is responsible for governance and policy making for of the Society. The Board shall receive no compensation other than reasonable expenses incurred as a result of carrying out their respective duties.

## B. Powers and Duties

Neither the Board, nor any Director nor any group of Directors nor any agent of the Board shall take, on behalf of the Society, any action of any type unless and until such action has been duly approved by the Board of Directors, and then only if such action is in full compliance with all applicable Federal, State and local laws, ODS Bylaws and Policies and Procedures.

All Directors have a fiduciary duty to the Society and the entire membership to act at all times in good faith, and in the best interest of the Society and membership with the care an ordinarily prudent person in a like position would exercise under similar circumstances, in accordance with ODS Bylaws and Policies and Procedures so as to maintain the status of the Society as an Oklahoma non-profit corporation.

Directors have a duty to attend and participate in all Annual and Special Meetings of the Membership and all Regularly Scheduled Meetings and Special Meetings of the Board of Directors. Outgoing Board members shall attend the first meeting of the new Board to assist with the transition.

Each Director, shall, upon taking office, receive a copy of the ODS Bylaws and Policies and Procedures, plus other additional information deemed necessary by the Board, and shall be responsible for reading and understanding the information therein.

## C. Officers

The Board of Directors, at the first Board meeting of the year, shall elect the President, Vice President, Secretary and Treasurer, who shall act in their respective capacities as the officers of the Society. All officers shall be members of the Society in good standing. Officers shall hold their positions for one (1) year or until successors are elected.

At the end of her/his term of office, either by expiration, resignation or removal, each officer shall transfer all records pertaining to their office to the succeeding officer within a reasonable period of time not to exceed twenty (20) days.

#### D. Appointed Committees / Positions

The following committee chairpersons / positions shall be appointed by the Board as needed:

1. Education
2. Membership
3. Awards
4. Recognized Shows
5. Chapter Coordinator
6. Schooling Show Coordinator
7. Newsletter Editor
8. Webmaster
9. Librarian
10. Historian
11. Fundraising
12. Public Relations/Publicity

Appointed committee chairpersons/positions do not have a vote on the Board. However, appointment of a Director to a committee or non-voting chair position shall not abridge the right of the Director to vote on matters before the Board. Each appointed committee chairperson / position shall have the power to appoint Society members as committee members to assist with committee responsibilities. If additional permanent Committees / Chairs, both ad hoc and permanent are deemed necessary, the Board of Directors shall have the power to define and appoint those committees/positions.

#### E. Vacancies

1. In the event of the resignation, vacancy, demise or removal of the President during his/her term of office, the Vice-President shall assume the President's duties, responsibilities and restrictions until the next presidential election.

2. In the event of the resignation, vacancy, demise, promotion to President or removal of the Vice-President during his/her term of office, the Directors shall appoint a new Vice President from the Board.

3. In the event of the resignation, vacancy, demise, promotion or removal of any other Director or Officer during his/her term in office, the vacancy may be filled by the vote of a majority of the remaining Directors with a member in good standing. A Director appointed to fill a vacancy shall hold office for the unexpired term of her or his predecessor; however, said appointment must be confirmed by the Membership at the next Annual General Meeting of the membership.

#### F. Resignation / Removal from Office

1. A Director may resign from the Board of Directors at any time by delivering to the President or Secretary a written notice declaring her or his intent to resign and specifying the effective date of such resignation. If no effective date is specified in the resignation, the effective date shall be the date and time that the notice is delivered. Acceptance of such resignation shall not be necessary for the resignation to be effective.

2. Any Director who fails to attend three (3) Board meetings within a calendar year may be removed from the Board by a majority vote of the remaining Directors. A Director may otherwise be removed from the Board only by a two-thirds vote of the Directors then eligible to vote if, in the judgment of the Board, the best interests of the Society would be served thereby. The Secretary shall clearly note in the minutes of all Board meetings which Directors are in attendance and which are absent.

3. The Board of Directors may be removed from office by a no-confidence vote of the general membership. Such vote shall apply to the entire Board as a whole and may not be used to target a single board member. A minimum of thirty (30) member signatures is required to initiate a no-confidence vote on the current Board. Delivery of the thirty-signature list to an Officer shall constitute notice of no confidence by the general membership.

#### G. Attendance

Directors and Officers are expected to attend all scheduled Board meetings and actively participate in the majority of the Society sponsored events. Directors who will be absent from any scheduled Board meeting shall notify the President at least three (3) business days prior to the scheduled meeting when possible. In addition, when appropriate, the Director shall provide a written report to be presented at the meeting by another member.

#### H. Terms of Office

A Director shall hold office effective on the date of the Annual General Meeting immediately upon election. Each term of office for a member elected to the Board of Directors shall be three (3) years,

unless the Director has been elected to fill a vacancy on the Board, in which case, the Director shall serve for the unexpired term. Directors' terms of service shall be staggered with one-third (1/3) of the members of the Board of Directors elected each year.

Officers shall serve in their positions for twelve (12) months from the Annual General Membership meeting.

## V. Meetings

Meetings of the membership shall be held at such place and time within Oklahoma as determined by the Board of Directors. It is the policy of the Board to geographically rotate meetings around the State.

### A. General Membership Meetings

1. There shall be one (1) Annual General Membership meeting ("AGM") held each year. This meeting shall be held within sixty (60) days following the close of the fiscal year, which currently is on a calendar basis. At said meeting, the Senior members shall vote by secret ballot to elect Directors by simple majority vote, and shall transact other business as may properly be brought before the meeting. The annual awards banquet shall be held on the same date as the AGM.

2. By policy, ODS has a Summer (Other) general membership meeting to keep members informed of Society activities, and to transact any business as may properly be brought before a membership meeting. A short educational program is generally offered in conjunction with the Summer meeting.

### B. Special / Unscheduled Meetings / Emergency Board Actions

1. The President, with approval of the Board, may call for a Special Meeting of the membership; or, any member may by petition signed by at least ten (10) Senior members require the President to call a Special meeting of the membership. Members shall be notified in writing postmarked at least fifteen (15) days prior to the date of a meeting of members or by publication of notice of such meeting in the Newsletter or other regular communication distributed by ODS to its members, at least thirty (30) days before the meeting. Business transacted at said Special meeting shall be limited to the purpose stated in the written notice of said meeting.

2. Directors shall be notified in writing, via regular or electronic mail, at least two (2) business days in advance of any special/unscheduled meeting of the Board, and the purpose of that meeting. Notification shall include the proposed agenda and only items on that agenda shall be voted on at that special/unscheduled meeting.

3. Emergency Board actions, i.e. a proposal or motion, may be passed by a majority vote of all Board Directors. Voting may be conducted via electronic mail.

### C. Board Meetings

Meetings of the Board of Directors shall be held as required to conduct the affairs of ODS. There shall be a minimum of four (4) scheduled Board meetings during the membership year. Board meetings shall be open to all members in good standing. General membership attendees may participate in limited discussion but shall have no voting powers at Board meetings. The location, date and time of Board meetings shall be determined by the Board, and published on the ODS Website, and in the ODS newsletter to the extent that it is practical.

#### D. Quorum

1. A quorum for general membership meetings shall consist of the members who are present.
2. A majority of the members of the Board shall constitute a quorum at any meeting of the Board. A majority of the quorum is required to pass any motion, unless a greater proportion is required by law, ODS Bylaws or the Policies and Procedures of ODS.

### VI. Nominations and Elections

#### A. Nominations

The Nominating Committee shall assist in the nomination and election of Directors to serve on the ODS Board.

The Nominating Committee shall consist of Chapter Presiding Officers. In the event that a Chapter Presiding Officer is unable to serve (i.e. would like to run for the ODS Board) the Chapter Presiding Officer may designate another Chapter Board member to serve on the Nominating Committee in their stead. The ODS President shall appoint a Nominating Committee Chairman from these Officers/Designees.

The Nominating Committee shall publicize the positions up for election in the October newsletter.

The Nominating Committee shall be responsible for selecting a slate of nominees who represent diverse interests within the Society. The Committee shall not pass judgment on the merits of the nominees except to ensure that each nominee is fully aware of the duties and meets the qualifications.

In all cases, consent of the nominee must be obtained prior to the preparation of a slate of nominees.

#### B. General Elections

All ODS Senior members in good standing shall be eligible to vote and to hold office.

General Elections shall be held according to the following guidelines:

1. The general election shall be held at the Annual General Membership meeting.
2. The Nominations Chair shall read the slate prepared by the Nominating Committee to the membership.
3. Nominations from the floor will be taken; however the Nominations Chair must determine the eligibility of the nominee, and the nominee must indicate her/his willingness to serve.
4. Once the Nominations Chair has closed nominations, the President shall ask for a vote by acclamation if all positions are uncontested.
5. If there are contested positions, the Nominations Chair shall provide secret ballots, and the President shall ask for a vote by those secret ballots.
  
6. The vote shall be determined as follows:
  - a. Each voter shall vote for one (1) nominee per position on the ballot.
  - b. Any Senior member wishing to vote by mail-in ballot shall fill out the ballot and return it to the designated member before the start of the voting process at the Annual General Membership meeting.
  - c. The nominee(s) who receives the most votes for the vacant position shall be elected. In the event that one (or more) of the vacant positions are for unexpired terms, the nominee(s) receiving the next highest number of votes shall be elected in descending order.
  - d. In the event that all elected positions are filled, the losing nominee(s) shall be offered a vacant appointed Committee Chair position, if any, by the Directors at the next scheduled Board of Directors meeting.

## VII. Officers

### A. Powers and Duties

Officers shall hold their positions for one (1) year or until successors are elected. The Officers shall be a President, a Vice President, a Secretary and a Treasurer, plus any other officers as may be designated by the Board, each having the powers and duties as prescribed by the Board of Directors in accordance with ODS Bylaws and these Policies and Procedures.

Officers shall have the same duties with respect to the Society as does any Director who is not serving as an Officer of ODS, and Officers shall have such additional duties as the Board of Directors may assign.

At the end of her/his term of office, either by expiration, resignation or removal, each officer shall

transfer all records pertaining to their office to the succeeding officer within a reasonable period of time not to exceed twenty (20) days.

All duties listed below shall be the responsibility of the specified officer. The officer may delegate the task to another individual; however, the responsibility for the task will still rest with the officer. The duties shall not be limited to the following. As items arise, a task shall be assigned to a specified individual.

#### B. President

The President shall:

1. Prepare the agenda for and preside over all meetings, both general and Board.
2. Appoint committee chairpersons, with the approval of the Board.
3. Act as the primary representative of the Society.
4. Oversee the general operation of ODS in accordance with ODS Bylaws and Policies and Procedures of ODS.
5. Serve as ex-officio member of all committees, except the nominating committee.
6. Act as the point of contact for the USEF and the USDF on behalf of the Society.
7. Ensure deadlines are met and sign contracts on behalf of ODS or appoints an individual to do so.
8. Assign tasks and give realistic deadlines to be met by the Board members as necessary.
9. Attend meetings or submits a report at the Board meetings.
10. Ensure the necessary checks and balances shall be in place to prevent fraud or personal gain issues.
11. Identify Society needs.
12. Sign checks on behalf of the Society as needed.

#### C. Vice President

The Vice President shall:

1. Assume the duties, obligations and restrictions of the President in her/his absence.
2. Perform other duties as the President and / or the Board of Directors may assign.
3. Keep current of all USEF, USDF and Region 9 rules and regulations.
4. Assist in fraud prevention and personal gain issues.
5. Attend meetings or submit a report, as needed, at the Board meetings.
6. Review the budget as well as any extraordinary expenses.

#### D. Secretary

The Secretary shall be a resident of the State of Oklahoma and shall:

1. Be responsible for keeping the Corporate Seal.
2. Present and retain correspondence to the Society at all meetings.
3. Maintain the official record of attendance at Board meetings and determine whether a quorum is present.
4. Record the official minutes of all Board and General Membership meetings.
5. Attend all meetings and or submit a report, as needed, at the Board meetings.
6. Submit minutes to Board within fifteen (15) business days from date of meeting for approval.
7. Be the central repository for all pertinent documents and records of ODS, such as bylaws, newsletter, policies and procedure, logos, contracts, etc.
8. Perform other duties as the President and / or the Board of Directors may assign.

#### E. Treasurer

The Treasurer shall:

1. Handle all financial transactions as approved by the Board.
2. Have charge and custody of all funds and securities of ODS.
3. Notify members of dues via the newsletter and website.
4. Maintain a complete record of all ODS financial transactions
5. Prepare financial reports for the Board of Directors.
6. Submit a written report at the Annual General Membership meeting that includes, but is not limited to, financial transactions for the preceding fiscal year and a budget for the upcoming fiscal year.
7. Submit USDF dues and membership roster on behalf of the Society.
8. Compose and maintain a list of assets, their location and estimated value, and track depreciation.
9. Keep all financial affairs up-to-date.
10. Coordinate with each Chapter to assure that Chapter financial reports are provided in a

timely manner for inclusion with ODS consolidated financial reports.

11. Transfer dues received for Chapter membership to Chapter treasurers.
12. Upon Board request, promptly furnish to the Board, Society members or such other person as directed, all records or financial reports requested.
13. Upon Board approval, pay all Society expenses to vendors, judges, clinicians, etc.
14. Submit all required IRS reports and tax returns.
15. Comply with appropriate state and federal regulations and statutes.
16. Perform other duties as the President and / or the Board of Directors may assign.

#### VIII. Standing Committees / Appointed Positions

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## IX. Chapters

### A. Purpose, Formation

Chapters may be formed in order to give ODS members the opportunity to promote and enhance the ODS Mission through educational and other activities in their local areas designed to meet their particular needs, while participating in dressage on a statewide level. Any ODS Chapter formed shall be, and is merely a “local branch” or “local office” of the Oklahoma Dressage Society proper, and is not, and shall not be considered, an entity separate from the Society.

To become a recognized Chapter, a written application stating the needs for the local area and the plans for the development of dressage in that area must be submitted to the Board of Directors for approval.

A minimum of fifteen (15) Senior ODS members in good standing is required to form and to retain ODS Chapter status. All Chapters are subject to, must be formed under, and operate within the requirements of ODS Bylaws and Policies and Procedures.

### B. Governance

1. The general membership of each ODS Chapter shall elect a Board of Directors composed of not less than three (3) ODS Senior members in good standing, one of whom shall be elected as the Chapter Presiding Officer. The Chapter may elect or appoint such additional Officers as it deems necessary to properly conduct the affairs of the Chapter. Chapters shall have the latitude to decide for themselves whether these officers are elected directly by their membership or are appointed by their Chapter Board.

It is the responsibility of these Officers, as representatives of the membership, to encourage and organize, at the local level, educational activities to help members advance the training of themselves and their horses. The Chapter Presiding Officer shall be responsible for reporting to the ODS Chapter Coordinator the details of all Chapter activities.

Directors and Officers for Chapters shall be subject to the same fiduciary responsibilities and accountability as any other ODS Director or Officer.

2. The Chapter Board of Directors shall be responsible for governing the affairs of the chapter in accordance with, and shall operate under, ODS Bylaws and Policies and Procedures. Chapters may adopt additional written policies and procedures, so long as they are not in conflict with the Bylaws and Policies and Procedures of ODS. Chapter policies and procedures, as well as any and all subsequent changes, shall be approved by the general chapter membership, as well as the ODS Board of Directors.

3 The Chapter Presiding Officer shall prepare a report for the ODS Board of Directors to submit at, or prior to the ODS AGM meeting, summarizing the Chapter’s activities occurring since submittal of the previous report. If not previously submitted, this report should include all minutes of

Chapter meetings and Chapter Treasurer's reports.

4. If any Chapter concern is not explicitly addressed within ODS Bylaws and in the Chapter section of the Policies and Procedures, the Chapter Board shall refer to the General sections of the ODS Bylaws and P&P's for guidance.

#### C. Finances

ODS Chapters shall be responsible for the management of their own funds, and shall maintain complete financial records in accordance with ODS Bylaws and Policies and Procedures.

Each Chapter is responsible for submitting financial reports to the ODS Treasurer or designee, as specified in the Policies and Procedures of ODS.

ODS Chapters may submit written application to the ODS Board of Directors for monetary assistance to cover unusual financial needs. Each application shall be considered on its own merits, and thus must detail the need for assistance and the proposed uses for such funds. Upon evaluation of the application and a determination of justifiable need, the ODS Board may appropriate certain funds to the Chapter for the purpose of furthering the stated Mission of ODS. The Board may attach appropriate stipulations and conditions to any appropriation of funds to the Chapter. In the event that the ODS Board appropriates funds to a Chapter, the Presiding Officer of that Chapter shall be responsible for providing to the ODS Treasurer a monthly accounting report detailing the use of the funds to date. Within 30 days of the completion of the activities for which the appropriation was made or within 30 days of when the funds are exhausted, whichever occurs first, the Presiding Officer must present a final accounting report to the ODS Treasurer. The ODS Board shall review in detail each accounting report to determine that the funds are being used properly, in accordance with the Board's directions. If, at any time, the Board determines that the funds are not be so used, the Board shall revoke the appropriation and require the Chapter to immediately return all appropriated funds.

All Chapter Presiding Officers, other Chapter Officers, Chapter Committee members and other members of any Chapter shall serve without monetary compensation, except that an actual expense incurred may be reimbursed.

#### D. Membership and Meetings

A chapter shall have at least fifteen (15) dues-paying ODS Senior members and shall hold a minimum of one (1) annual general membership meeting per year in order to retain recognition by ODS. Chapter members shall receive due notice of the meeting, as provided in Article VI, Section 3 of the ODS Bylaws.

#### E. Chapter Suspension

Any Chapter may lose ODS recognition when any of the following conditions exist:

1. Failure of any Chapter to act in accordance with all applicable federal, state and local laws, ODS Bylaws and Policies and Procedures, or otherwise act in a way that is prejudicial to the Society.
2. Whenever the number of ODS Senior members represented by the Chapter falls below fifteen (15) on April 1 of the current membership year.

3. Whenever, in the judgment of the ODS Board of Directors, the best interest of the Society would be served thereby, a Chapter may lose ODS recognition. The ODS Board shall follow these procedures:

- a. The Chapter subject to suspension shall be notified, in writing addressed to the last known Chapter Presiding Officer, detailing the grounds for concern, and the Chapter Presiding Officer shall have thirty (30) days from the date of the written notice to request a hearing before the ODS Board of Directors, prior to any vote on the suspension.
- b. Chapter members shall be notified in writing or by publication of notice of such meeting in the ODS Newsletter or other regular communication distributed by ODS to its members, at least thirty (30) days before the ODS Board meeting at which the Chapter suspension is to be considered.
- c. Any Chapter Officer or member may give testimony concerning the proposed suspension, and the Board shall have the right to ask questions relevant to the proceeding of any person so testifying.
- d. After a fair and reasonable consideration of the facts alleged and all relevant testimony, the ODS Board shall vote on the proposed Chapter suspension.
- e. Suspension of a Chapter shall require a two-thirds (2/3) vote of the ODS Board Directors eligible to vote, and shall be held at a regularly scheduled meeting. All members of the ODS Board must be sent written notification of the intention to move for the suspension of a Chapter at least thirty (30) days prior to the Board meeting where the vote will be taken.
- f. The President, at the conclusion of the suspension proceeding, shall announce the vote count and the result of the vote, which shall be recorded by the Secretary. Suspension of a Chapter shall be issued in written form,

and

announced on the ODS website and in the next ODS newsletter.

- g. All Chapter assets and funds remaining after satisfaction of Chapter liabilities shall revert to ODS. However, the Chapter may designate how it wants the funds/assets allocated..