

**CARRIAGE AND DRIVING SOCIETY
OF
GREATER KANSAS CITY**



CDSGKC

Bylaws & Policies
Approved 17 November 2019

Introduction

The Carriage and Driving Society of Greater Kansas City (CDSGKC) was founded on December 3, 1980, with the aim to preserve the heritage of carriages and driving that prevailed at the turn of the 20th century.



**By-Laws and Policies
of the Carriage & Driving Society of Greater Kansas City**

Article I: Name

The name of this organization is THE CARRIAGE AND DRIVING SOCIETY OF GREATER KANSAS CITY, referred to as “CDSGKC” OR “The Club.”

Article II: Logo

The corporate logo shall be a design approved by the Board of Directors.

Article III: Objectives

The objectives of The Club shall be:

- Promote the heritage of horse drawn vehicles and equipment - for pleasure, work, transportation, demonstration, collection, restoration, display, and repair.
- Publicly promote the art of driving, through participation in parades, shows, exhibitions, and competitive driving events.
- Promote safe driving and horsemanship.
- To assist members with information about harness and carriages, safety when engaged in driving activities and care of the driving horse.
- Recognize the cultural, social and economic history of horse-driven vehicles, animals and equipment.
- To promote the collection and restoration of horse-drawn equipment.
- To assist members with information and with finding items, such as vehicles, equipment, supplies and repairs.
- To support and assist regional and national groups of similar objectives.
- To promote fellowship among the members by having meetings, clinics, and driving demonstrations with informative programs related to carriage driving.

Article IV: Membership

1. The membership of The Club shall consist of individuals and families accepted under procedures authorized by the Board. Family membership, persons living in the same household, shall exercise membership privileges.
2. A member, by vote of a majority of the Board, may be expelled from The Club for conduct deemed by the Board to be prejudicial to the interest of The Club, provided 60 days notice in writing of the charges and an opportunity to be heard is given to the member.
3. Membership dues for the next calendar year should be paid on or before the annual meeting, and those delinquent March 1st will be dropped from the membership roster. Any new member who joins and pays after October 1st will be paid through the following year.

Article V: Government of CDSGKC

1. The governing body of CDSGKC shall be vested in a Board of Directors, which shall consist of the President, Vice-President, Secretary, Treasurer and six additional members called Directors. All will be elected by the membership at the December annual meeting, when their term of office expires. Five members, including two officers, of this governing body shall constitute a quorum at any Board meeting. The Board of Directors may create additional officer positions as needed, by majority vote of the Board.
2. The Board of Directors will implement correct procedures to buy, lease, hold, and exercise all privileges of ownership over such real or personal property as may be necessary for the conduct and operation of The Club.
3. The Board of Directors will devote all funds accruing to The Club to the above stated objectives. In addition, by a majority vote of the Board or members at a Club meeting, approve specific contributions to charitable or civic organizations.
4. Officers will be elected for two-year terms. Directors will be elected, two on succeeding years, each for a three-year term. To avoid all Officers going out simultaneously, the terms for the President and Secretary will commence in alternating years with the Vice President and Treasurer.
5. The Board of Directors may declare vacant the office of any officer or Board member absent for three meetings of the Board. If deemed appropriate the Board may fill the vacancy for the remaining term of office.
6. Officers and Board members shall not hold office for more than two consecutive full terms except where a special hardship exists in filling the position, and then only by a special vote.
7. The presence of ten Club members entitled to vote in person shall be necessary to constitute a quorum at any general Club meeting.
8. The business of The Club shall be conducted as follows: Members should use the Board as their representatives. Proposals should be submitted by Club members to officers or Board members with recommendations for acceptance. The governing body must bring forward all requests submitted by Club members for consideration, acceptance, or rejection.
9. If there are requests requiring a short deadline, unable to wait until the next scheduled Board meeting, an emergency Board meeting in person, or by conference call or email, will be called at that time to make a decision on the request.
10. Treasurer books will be audited yearly at the beginning of the new year by a Club member or outside party approved by the Board.
11. Tax returns will be prepared/submitted and bi-annual Missouri Incorporation fees paid in compliance with Federal and State laws.

12. The Club shall maintain a \$5000 minimum in the bank account to serve as an emergency fund to cover unanticipated expenses. Disbursing funds that will cause the balance to drop below \$5000 other than temporarily for 30 days will require a two-thirds majority vote of the Board of Directors.

Article VI: Nominations and Elections

1. All offices are to be filled by an elective system either by an open or closed ballot, which is to be decided upon by the members present. Newly elected officers and directors shall take office immediately upon conclusion of the election and each retiring officer shall turn over to his successor all properties and records relating to that office within 15 days after election. The Secretary shall notify the American Driving Society and any other applicable association or group who the contact is for The Club.
2. At the September meeting, the Board shall elect a nominating committee of at least three members, not more than one of whom may be a member of the Board. The Board shall name a chairman of the committee, who shall call a meeting before November 1st to secure nominations for officers and/or Board members.
3. The slate of proposed nominees shall be provided in writing to The Club Secretary for preparation of ballots as soon as the nominations have been finalized. The nominees shall be printed in the newsletter prior to the December meeting.
4. The chairman of the nominating committee shall present the slate of one or more nominees for each office at the Annual meeting for election.
5. Any member in attendance may make additional nominations at the annual meeting provided that the person accepts when his/her name is proposed. If the proposed candidate is not in attendance at this meeting, the person making the nomination shall present to the Secretary a written statement from the proposed candidate signifying willingness to be a candidate. No person may be a candidate for more than one position, and additional nominations may only come from among those members who have not already accepted a nomination from the nominating committee.
6. Voting privileges extend to all members whose dues are paid in full and are over the age of 16. One vote per member is allowed with no voting proxy. Two votes per family membership are allowed.
7. The nominated candidate receiving the greatest number of votes for each office shall be declared elected.
8. Absentee Ballots: Absentee voting shall be allowed providing the ballot is received by the Secretary in writing prior to the meeting where the vote is to be held. Absentee voting shall be allowed only for election of officers and Board members.

9. Vacancies in office shall be handled as follows.
 - a) In the event of death, resignation, or incapacity of the President, the Vice President shall become the President for the remainder of the term.
 - b) Vacancies in offices other than the President shall be filled for the remainder of the term by decision of the Board of Directors.
 - c) If vacancies occur at the annual meeting in connection with the election of officers or Board members who are moved into other positions, nominations may be submitted from the floor at this time to fill these positions.
10. It is recommended that the outgoing President assume an ex officio place on the Board, for one year to retain continuity.

Article VII: Duties of Officers

1. The **President** shall be the principle officer of The Club. He/she shall:
 - a. Preside at all meetings and Board meetings.
 - b. Appoint standing and special committees as authorized by the Board.
 - c. Appoint to special positions, i.e. Longview Representative, Newsletter Editor, Pony Express Representative, and others as may be needed.
 - d. Serve as ex-officio member of all committees except the nominating committee.
 - e. Bring to the attention of The Club all pertinent information.
 - f. Provide an agenda for Board members of the Board meeting when possible and notification of meetings.
 - g. Assign a state resident as agent for service as required.
2. The **Vice President** shall:
 - a. Perform the duties of the President in absence of the President.
 - b. Become President for the remainder of the term in case of death, incapacity or resignation of the President.
 - c. Be Events Committee Chairperson.
 - d. Arrange a place to hold general meetings.

- e. Arrange a place to hold the annual meeting.
- f. Serve in other capacities as assigned by the President.

3. The **Secretary** shall:

- a. Record accurate minutes of all meetings of The Club and attendance of Board meetings, shall submit those minutes to the Board and Officers within 2 weeks.
- b. Maintain custody of the logo.
- c. Preserve in a permanent file all significant records and letters of value to The Club and its officers.
- d. Conduct correspondence of The Club.
- e. Process new applications for membership.
- f. Keep a current roster of members.
- g. Provide new members with a current copy of the by-laws and a membership list.
- h. Send sympathy or cards of condolence, as applicable, on the loss or illness of Club members or members of immediate family.
- i. Provide notice of meetings.

4. The **Treasurer** shall:

- a. Collect and receive all monies belonging to The Club.
- b. Make receipts and records of all transactions and provide a current treasurer's report at Club and Board meetings.
- c. Make deposits, in the name of The Club, in a bank or depository as designated by the Board.
- d. Pay all bills as authorized by the Board of directors. The treasurer plus the president will have the ability to sign checks.
- e. File not-for-profit/incorporation status with the Secretary of State of Missouri as required.
- f. Serve as Chair for the Budget meeting. Develop and email proposed and final budgets to Board members.

- g. Deliver to his/her successor within 15 days of expiration of office, all books, records and receipts.
- h. Turn over books for audit annually.
- i. Prepare, file, and submit payment for Federal and State tax returns for The Club in accordance with Federal and State tax deadlines.
- j. Prepare, file and mail 1099-MISC forms to qualified contractors in accordance with Federal tax deadlines.
- k. Retain all Federal and State tax returns, issued 1099-MISC forms, labor contracts, W-9's, Club Incorporation papers, etc.
- l. Ensure all contractors who work for The Club fill out and sign a W-9 in accordance with applicable tax laws.
- m. Receive membership dues and release forms. Notify the secretary and editor of all membership changes. Turn over membership/release forms to secretary at next board meeting.

5. Officers and Board Members shall:

- a. Supervise the affairs of The Club.
- b. Attend Board meetings.
- c. Make recommendations for The Club's growth and prosperity.
- d. Provide input for Budget at the January meeting.
- e. Transact any business between meetings of The Club and report to The Club at the next meeting.
- f. Hold a minimum of four meetings during the year, dates to be determined by the Board.
- g. Hold special meetings if called by the President or one-third of the Board.
- h. Have at least five members present, including two officers, to conduct Club business at board meetings.
- i. Should an officer or Board member be unable to attend a meeting the officer/Board member may designate another member as a proxy on a specific item.
- j. Determine yearly dues during a sixty-day period prior to each annual meeting.

- k. Expel or suspend any member for conduct deemed by the Board to be detrimental to the interest of the Club. Provide written notice of the charges and an opportunity to be heard by the Board a minimum of sixty days in advance of action.

Article VIII: Committees

1. The Board may authorize, or accept a member's recommendations to appoint standing committees to advance the work of The Club. These include, but are not limited to a nominations committee, events committee, horse show committee, and driving trial committee.
2. Each committee shall consist of the committee chairperson with a minimum of two additional members.
3. Any committee appointment may be terminated by a majority vote of the Board upon written notice to the appointees. The Board may appoint successors to those persons whose services have been terminated.
4. Standing committees must submit a formal request for funds from the Board.
5. All committees are responsible for coordinating their activities with the Board.

Article IX: Operational Limitations

Notwithstanding any other provisions of these articles, The Club shall not carry on any other activities not permitted to be carried on by a corporation.

Article X: Property

1. All property/equipment owned by The Club shall be used for Club purposes only or other purposes as approved by The Board.
2. No Club member shall be allowed to lend any property/equipment for other than Club purposes without permission of the Board. If permitted, Club member assumes full responsibility to return equipment in the same condition as it was when borrowed or pay full replacement costs. Borrower will sign the board approved lending agreement.
3. All Club property/equipment shall be kept in a location to be determined by the Board.
4. The Board shall appoint a member to maintain a current inventory of all Club property

Article XI: Order of Business

1. Call to order and attendance
2. Reading and approval of last meeting's minutes
3. Treasurer's report

4. Committee reports
5. Unfinished business
6. New business
7. Announcement of program if applicable
8. Adjournment

Article XII: Amendments

Amendments may be made to the by-laws by the request of Club or Board members. The proposed amendment must be given to the Board at least thirty (30) days prior to the meeting at which action is to be taken. General Membership ratification by a simple majority is required to implement any change.

Article XIII: Dissolution

The Club may be dissolved at any time by the written consent of not less than two-thirds of all members. After payment of all debts of The Club, its property and assets shall be distributed to such charitable organizations or equine related clubs or associations as may be designated by the majority of the members in attendance.



CDSGKC POLICY

1. No member may participate in any Club event unless the release form has been signed. Competitors must sign the approved release form before they participate.
2. All participants in Club-sponsored activities must be Club members for insurance purposes with the exception of Club designated public events.
3. The Board of Directors must give authorization before members may represent The Club in parades, promotional activities, carriage drives, shopping displays, etc. Each person participating in such an event must sign a release form.
4. The Club will follow ADS safety rules.
5. Club members will be reimbursed for expenses when involved in Club activities only with prior approval of the Board of Directors. Reasonable overages in approved budget may be submitted to the Board of Directors for approval of reimbursement.
6. Cancellation of Event. The decision for the cancellation of an event shall be made by the event organizer, The Club President, and one other Board Member or Officer.
7. The designation of “Life-time Club Member” (non dues paying) can be made by a majority vote of the Board.
8. The Secretary of the Club shall share a highlighted version of approved Board minutes to the Newsletter Editor.
9. Fiscal procedures:
 - a. In November, a planning meeting of the events committee will be held to establish Club projects for the coming year. Committees will be named for each major project.
 - b. Before the end of the current year, standing committees will meet to set their individual budgets. The Treasurer will review re-occurring budget items. Any budget item that has not been active for two years shall be deleted from the budget for subsequent years. Committees will submit their individual budgets to the Treasurer before December 31.
 - c. In January, the Treasurer will compile a combined budget. The budget will be emailed to all members of the incoming board prior to the first board meeting. At the first board meeting, the budgets will be examined for adjustments. After the proposed budget has been discussed, the Treasurer will make the adjustments to the budget and email the final budget to the board members for review and approval.
 - d. In February, the board will approve the final budget for the year. Once this budget is approved, no other major projects will be considered until the following budget year. No budget will reflect a loss to The Club.