

ARTICLES OF CONSTITUTION and BY LAWS
of
THE INTERNATIONAL SIDE SADDLE ORGANIZATION

ARTICLE 1:

NAME: This organization, both state chartered and non-profit, shall be known as the International Side Saddle Organization (here-in after called the Association). This organization was formerly known as the World Sidesaddle Federation, Inc., and also as the Mid-West Side-Saddle Association.

Effective December 16th, 2004 the International Side Saddle Organization was restructured and incorporated as a non-profit organization with the state of Ohio. Number 565951, Receipt Number 200436203450.

ARTICLE II:

LOCATION: The principle office of the Association is located Queen Anne's County in the State of Maryland. The Association maintains a Stevensville, Maryland mailing address. Branch or subordinate offices may be established at any time and at any place by the Board of the Association.

ARTICLE III: PURPOSE:

SECTION 1: The purpose of the Association shall be to create, stimulate, and maintain interest in the equine art of riding aside, by educating the public in this art, by providing information on riding aside by supporting those who engage in aside activities, and by formulating and coordinating the activities and interests of aside riders.

SECTION 2: The Association is organized exclusively for the non-profit purposes set forth in section 501(c)(3) of the Federal Code and that the Association will not carry on any activities not permitted to be carried on by an organization exempt under section 501(c)(3) of the Federal Code.

ARTICLE IV: MEMBERSHIP:

SECTION 1: MEMBERS: Membership in the Association shall be by application to the secretary, together with one year's dues as provided in these By-Laws. Upon acceptance of the application and dues, the Association shall provide an official membership card and the applicant shall be entitled to all rights and privileges of their membership. Any person or persons owing debts or unpaid bills to the Association will be ineligible for membership until such time that this indebtedness is settled satisfactorily.

Membership shall be open to any reliable person, firm or corporation, or resident of any state or country, interested in promoting the art of sidesaddle. Any person, firm or corporation having joined this association shall thereby become subject to the rules and by-laws then in force or later adopted by the association, and shall be subject to expulsion from the organization as provided in these by-laws. Every Member by joining ISSO, or by participating in ISSO-approved events, a person does hereby agree:

- (A) If unsuccessful in an attempt to overturn ISSO decisions, actions, rules or regulations, to reimburse ISSO for its reasonable attorney's fees, court costs and other expenses in defense of such suit, and

(B) That he/she will not commence any action, whether in law or equity, against ISSO, its Officers or Board Members in any courts other than those Federal and State courts located in Queen Anne's County, MD.

Membership is of eight categories – Adult, Junior, Life, Family, Family Life, Affiliate Member Club, Affiliate and Inactive.

ADULT MEMBERSHIP: An Adult Membership will cover only the individual named on the application and will entitle the holder to one (1) vote on all business of the Association requiring approval by the membership and one (1) subscription to the association newsletter, ASIDE WORLD.

JUNIOR MEMBERSHIP: A Junior Membership is available to persons 18 years and under and will cover only the individual named on the application and will entitle the holder to one (1) subscription to the Association newsletter, ASIDE WORLD. Anyone holding a Junior Membership may participate in all of the activities of the association except those activities which are considered by the association as being activities solely for the Adult Membership such as holding office and voting on officers and Association activities and procedures.

LIFE MEMBERSHIP: A Life Membership will cover any individual that applies to the Association by paying ten (10) times the established membership fee for one year. This will entitle the life member to one (1) vote on all business of the Association requiring approval by the membership and one (1) subscription to the association newsletter, ASIDE WORLD.

FAMILY MEMBERSHIP: Family Membership consists of two adults and all minor children (under the age of 18) residing within the same residence who applies as a family for membership with the Association and pay one year's membership fees as set by Policy. This will entitle the adult members of the family to one (1) vote each on all business of the Association requiring approval by the membership and one (1) subscription to the association newsletter, ASIDE WORLD.

FAMILY LIFE MEMBERSHIP: Family Life Membership consists of two adults and all minor children (under the age of 18) residing within the same residence who applies as a family for membership with the Association by paying ten (10) times the established family membership fee of one year. This will entitle the two (2) adult members of the family to one (1) vote each on all business of the Association requiring approval by the membership and one (1) subscription to the association newsletter, ASIDE WORLD.

AFFILIATE MEMBER CLUB: An Affiliate member club is available to any duly formed organization and will cover only the club named on the application and will entitle the club to one voting delegate for each twenty (20) members to any and all Members' meetings of the Association and one (1) subscription to the Association newsletter, ASIDE WORLD, in which space will be available for club news. Each member club will pay an annual fee per member as set in policy and provide the Association with a membership roster by March 1st of each year.

AFFILIATE MEMBER: An Affiliate Member will cover only the individual named on the application and will entitle the holder to one (1) subscription to the Association newsletter, ASIDE WORLD. An Affiliate Member will not have the privilege of voting on Association business or holding an office. An Affiliate Member must be a member of a current Affiliate Association. The Affiliate Member's annual membership fees will be set in policy.

INACTIVE MEMBER: An Inactive Member is defined as a Member who has not been suspended or expelled from the Association, or who has not resigned from the Association and whose dues are not paid according to current Policy for the current year. Inactive members are not eligible to vote, may not hold any position of authority such as Director, Officer, or committee member, will not receive a subscription to the Association newsletter, *Aside World*, nor be eligible to participate in year end awards.

SECTION 2: DUES: Changes in the amount of annual dues shall be recommended by the Board of Directors. Such recommendations shall become effective only upon the vote of the majority of the membership present at a regularly constituted meeting preceded by at least thirty (30) days notice to the membership of such a proposed change. All dues for renewable membership shall be payable annually on or before the 1st of January. Any member whose dues are not paid within 30 days of the due date shall be automatically dropped from active membership, removed from the official mailing list and removed from participation on the Association's electronic message boards.

SECTION 3: DISCIPLINARY ACTION. When any person, firm or corporation as members of the association shall be accused of any acts or practices which may be deemed just cause for expulsion from the association, said person, firm or corporation shall be entitled to a full, fair and impartial public hearing before the Board of Directors of the organization where he/she shall be faced by his accuser or be permitted to examine all evidence offered in support of the charge by the accuser or others and where he shall be given full opportunity to refute such evidence, but upon being adjudged guilty of the practice as charged and worthy of expulsion by affirmative vote of a majority of the directors, he shall forthwith be so expelled. Any expelled member loses any and all membership privileges, fees, and benefits of ISSO. Any expelled member may be reinstated with the approval of a majority vote of the Board of Directors.

Any behavior or form of action deemed, in the judgment of the Board, to be detrimental to the association or the sport of riding sidesaddle, including but not limited to animal abuse, may be just cause for expulsion from the association.

- (a) **Disciplinary and Appeal Procedure: Board Jurisdiction:** The Board is the forum within ISSO which, initially or ultimately, hears or reviews evidence of alleged violation of rules and regulations by Members or non-members, decides all matters pertaining to the business and functions of the Association, and hears appeals from other committee action. A Member may be disciplined, suspended, fined and/or expelled from ISSO and any non-member may be denied any or all ISSO privileges. End of the year award points earned may be altered or canceled. Proof necessary to establish a rule violation or participation ineligibility is that quantum of proof which would lead a reasonable person to believe the matter alleged in the notice of hearing is established by the credible evidence admitted before the Board. A majority vote of the Board shall determine guilt, and its decision and action shall be final and binding on all parties.
- (b) **Extent of Sanction:** In regard to any violation of ISSO rules and regulations, the Board shall have jurisdiction to invoke sanction, including revocation or denial of membership privileges of the sanctioned Member and their spouse if also a member, revocation of participation privileges in all ISSO-approved events for a definite or indefinite period, denial of right to hold approved instructor's or judge's credentials or any other Association accreditation and in addition, assessment of fine not to exceed \$5,000 in addition to any fees or costs incurred by the

Association in the process of addressing the actions of the member. Board sanction may include denial of privilege to advertise in ISSO's official publications.

- (c) Admissibility of Evidence and Sufficiency of Proof. Proceedings before the Board shall be informal, and rules of evidence, both at common law or provided by Ohio rules of civil or criminal evidence, need not be strictly observed. The standard by which admissibility is determined is whether the evidence is such that an ordinary person is willing to rely upon it. As a ISSO member, the owner or lessee of a horse, or participant at a ISSO-approved event, and a person appearing before the Board, a standing committee or any sub-committee, agrees that all witnesses and participants in such hearing shall be immune from any civil liability whatever, including but not limited to, libel, slander, invitation of privacy, defamation, or product disparagement for testimony given in the course of the preparation for or at the hearing.
- (d) Notice of Hearing: Anyone accused of any violation, shall be given not less than fifteen (15) days notice of a time and place for hearing such accusation by the Board at which he or she shall have the opportunity, in person, and by counsel to present evidence in his or her own behalf and to hear and refute evidence against him or her. Such notice is deemed received when delivered according to ISSO's general notice procedure.
- (e) Temporary Suspension: Pending final hearing by the board, the President or Vice President may by giving written notice of his/her action:
 - (1) Temporarily suspend such Member, the effect of which shall be to deny him further ISSO privileges until the Board can hear the matter and take the appropriate disciplinary action; and
 - (2) Temporarily suspend the end of the year award points earned.
- (f) Reinstatement: Any expelled member or member suspended for an indefinite period may appeal to be reinstated with the approval of the Board of Directors after one year from the date of expulsion or suspension. A formal letter must be sent to the Board with an accompanying, nonrefundable fee as specified in policy, asking for reinstatement and listing the reasons they should be reinstated. If conduct or behavior were the reasons for expulsion or suspension, then three letters from current members in good standing, of character reference must be submitted with the letter of appeal. Proof of all reparations causing the expulsion or suspension or of any other injuries occurring against the association or its members must also be included. However, if a second offense occurs after the disciplinary action on the first offense all reinstatements will be solely up to the Board of Directors and must be initiated by the Board of Directors.
- (g) Publication: When a Member is disciplined, suspended or expelled, or a non-member is denied membership privileges, or when a Member is temporarily suspended by the President or Vice President pending hearing, the name and address of such Member or non-member may be published in the official publication of the Association. A current list of suspended or disciplined persons shall be maintained at the ISSO's office, with the responsibility of each member, horse owner or those involved in transactions with the International Side Saddle Organization, to contact ISSO for information concerning the membership status of a particular individual or legal entity.
- (h) The following associations for which reciprocity for suspension shall be given are:
 - ISSO Affiliate Organizations
 - United States Equestrian Federation
- (i) Acceptance of such ruling or sanction by ISSO will be given after notice to the sanctioned person or entity according to ISSO rules, who may request a hearing before the Board to present lack of due process by the reporting association to merit ISSO's refusal to give reciprocity.

- (j) Reciprocity can be given at any time following notification. Notification shall be given within three years of the action by any of the above specified associations.

ARTICLE V: OFFICERS OF THE ASSOCIATION

SECTION 1: PRESIDENT: The President shall be elected by the majority of the voting members taking part in voting at the annual meeting for a term of three (3) years. He or she shall be the chief executive officer of the Association. The President shall preside at all meetings and appoint all special committees. He or she may sign and execute all contracts or other obligations and undertakings in the name of or in behalf of the Association as authorized by the Board of directors. The President shall keep a record containing the names and address of all members. The President is a member of the Board of Directors and must present a report on the state of the Association at the annual meeting. A President elected and serving his or her entire term of three (3) years shall be eligible for re-election.

SECTION 2: VICE PRESIDENT: The Vice President shall be elected by the majority vote of the voting members taking part in voting at the annual meeting for a term of three (3) years. He or she shall assume all the responsibilities of the President at the President's request or in the event of the President's absence or disability. The Vice President shall be chairman of the nominating committee, Hearing Committee and shall perform such other duties as the Board of Directors may from time to time determine. A Vice President elected and serving his or her entire term of three (3) years shall be eligible for re-election.

SECTION 3: SECRETARY: The Secretary shall be elected by the majority of the voting members taking part in voting at the annual meeting for a term of three (3) years. He or she shall attend the meeting of the Board of Directors and of the Association. The Secretary shall serve all notices and direct all communications pertaining to the Association. In general he or she shall perform all the duties incident to the office of Secretary, including keeping copies of important documents. A Secretary elected and serving his or her entire term of three (3) years shall be eligible for reelection.

SECTION 4: EXECUTIVE OFFICER: The Executive Director is the chief operating officer of ISSO, and pursuant to direction of the Board of Directors, shall implement the actions decisions and direction of the Board of Directors and shall manage ISSO's physical facilities and personnel. The Executive Director shall keep the minutes of all membership and Directors' meetings. He or she shall be the liaison between other show and breed organizations and execute all matters necessary to their organizations' rules governing sidesaddle use and eligibility of sidesaddle riders. He or she shall collect all monies due ISSO and turn the same over to the Treasurer. He or she shall be *ex officio* secretary of all committees appointed by the President. He or she shall make a report of his office to the Board of Directors when demanded and to the annual membership meeting, and shall perform such other duties as may be prescribed by the Board of Directors from time to time.

SECTION 5: TREASURER: The Treasurer shall receive the money turned over to him by the Executive Director and all other money. He or she shall disburse the same only upon itemized demands and upon the order of the Board of Directors. He or she shall account for all of the same by itemized statements in detail to each annual meeting of the Members and to the Board of Directors when demanded. He shall also cause to happen all actions necessary to be compliant with all federal and state laws pursuant to finances. Also, he or she shall submit to the Board of Directors, at the annual meeting of the Members, a detailed budget of the proposed and anticipated expenditures for the forthcoming fiscal year of ISSO. Upon approval of this said budget, or its modification, it becomes

binding upon the officers of ISSO and cannot be exceeded in the total amount set forth by more than 10% without a majority vote of the Board of Directors.

SECTION 6: The criteria for being a candidate for the office of President, Vice President, and Secretary is active membership in good standing as a voting Member for the 2 consecutive years immediately prior to the nomination.

SECTION 7: The positions of Executive Director and Treasurer shall be filled by the Board of Directors by appointment of qualified individuals, the term of such appointment to be for a period of no greater than three (3) years, with provision for termination of appointment for cause, which appointment may be renewed by the Board of Directors for successive three-year periods. Other provisions of said appointment, such as salary, shall be on such terms as the Board of Directors, at its discretion, may determine.

SECTION 8: INDEMNIFICATION: Indemnification of the Association's Officers, Directors, Volunteers, and Agents will be in accordance with Ohio Revised Code Title XVII Corporations – Partnerships, Chapter 1702.12 Non-Profit Corporation Law.

SECTION 9: Nomination of the Officers and Directors for election at the annual meeting of the members shall be as follows: The current Board, after hearing a report from the nominating committee, shall nominate a sufficient number of candidates for the positions as are to be elected. Any member entitled to vote may, by written declaration, nominate him/herself or another member as a candidate for any of the elective Director's or Officer's positions; such petition is to be endorsed by ten (10) members of the Association entitled to vote and which petition shall be mailed to the Vice President in charge of elections or the Association's office. Anyone seeking an office by petition must meet all criteria for that office and must have attended four (4) Directors' meetings previous to running for office and has signed in with the Secretary or participated in committee membership during the preceding twelve (12) months. Petition is to be received no later than sixty (60) days prior to the annual meeting. Such nominations shall be added to the official ballot and shall be voted on by the membership upon approval by the Board.

SECTION 10: Any Officer or Director of the Association may be removed for cause by the affirmative vote of two-thirds of the members of the Directors called for such purpose. Written charges shall be served upon said Officer or Director at least two (2) weeks prior to the meeting of the Board at which removal proceedings are to be held. He shall be permitted to attend such meeting and defend the charges against him.

SECTION 11: VACANCY OF OFFICE. Any vacancy of office shall be filled by appointment for the balance of said term by a majority vote of the Board of Directors present at the meeting called for such a purpose.

ARTICLE VI: BOARD OF DIRECTORS:

SECTION 1: RESPONSIBILITIES AND NUMBER. The business affairs of the Association shall be managed and controlled by the Board of Directors, which shall consist of the President and Treasurer of the Association during the term of their office, and such other members as elected by the voting members of the Association at the annual meeting.

Three Directors shall be elected to the Board of Directors each where the term of office will be for three (3) years.

SECTION 2: Any Officer or Director missing three (3) consecutive meetings without a reasonable excuse (which will be determined by the Board of Directors) may be relieved of their duties.

ARTICLE VII: MEETINGS:

SECTION 1: THE ANNUAL MEETING. The annual meeting of the Association shall be held at such time or place as shall be determined and announced by the Board of Directors. Open positions for the Board of Directors and the Association Officers shall be filled by election by the majority vote of the voting members participating in the election . The Association's Nominating Committee shall be duly elected by the voting members attending the annual meeting. Officers and Directors shall be installed in their newly elected offices at the close of the said annual meeting.

SECTION 2: SPECIAL MEMBERSHIP MEETINGS. Special meetings may be called by the President or by a majority of the Directors at such time and place as deemed necessary. The time, place and purpose of any such meeting shall be announced to the membership not less than thirty (30) days prior to such a meeting.

SECTION 3: BOARD OF DIRECTORS' MEETING. To carry on the business of the Association, regular Board of Directors' Meetings shall be held as necessary during the year at times convenient to the majority of the Board members. Time and place or method of these meetings shall be at the discretion of the Board of Directors and shall be open to all members of the Association.

Special Directors' Meetings may be called in addition to the regular Directors' Meetings to take care of any emergency business requiring immediate action by the Board of Directors.

Directors' Meetings, either Regular or Special, may be called by the President or the majority of the Board of Directors.

SECTION 4: NOTICE OF MEMBERSHIP MEETINGS. Notice of the annual meeting, along with the proposed slate of officers and directors, shall be given not less than thirty (30) days prior to the time for such meeting. Notice shall be deemed to be delivered when it or the issue of *Aside World*, the association's official newsletter, containing such notice shall be deposited in the United States mail addressed to the member at his or her address as it appears on the records of the Association, with postage prepaid.

ARTICLE VIII:

ORDER OF BUSINESS:

SECTION 1: ANNUAL MEETING: The order of business shall be as follows:

- President's Call to Order
- Reading of Minutes President's Report
- Executive Director's Report
- Treasurer's Report
- Report of Committees
- Unfinished Business
- New Business

Election of Officers and Directors
Election of Association Nominating Committee
Miscellaneous Business and Announcements
Adjournment

ARTICLE IX: COMMITTEES:

SECTION 1: COMMITTEES. The President, with the approval of the Board of Directors shall appoint any and all committees deemed necessary by the Board of Directors. Disbursement of said committees for any reason must meet with a majority vote of the Board.

SECTION 2: STANDING COMMITTEES.

The Nominating Committee, consisting of 3 members, shall be elected by the membership at the regular annual Members' meeting. This elected committee shall be chaired by the Association's Vice President and will function throughout the Association year to insure a slate of qualified candidates for the next Association election.

The Hearing committee shall be appointed by the President and chaired by the Vice President with two (2) committee members coming from the Board of Directors and two (2) committee members coming from the voting membership. The Hearing committee will follow the hearing procedure of ISSO in all matters.

SECTION 3: AD HOC COMMITTEES

The Board, at its own discretion, may create other committees or workgroups to serve for a time and purpose as necessary.

ARTICLE X:

AMENDMENTS TO THE BY-LAWS:

SECTION 1: Any proposed amendment to these By-Laws may originate with the Board of Directors or it may be originated by any member or members of the Association. Any proposed amendment must be submitted first to the Board of Directors for their consideration. The proposed amendment shall specifically designate the Article and Section to be amended, shall quote the words to be deleted and the specific words to be substituted, or if the proposed amendment be an addition to the By-Laws, it shall indicate the number of the Article and Section and the entire language to be added. A majority vote of the Board of Directors shall be required to approve the proposed amendment to the By-Laws. If approved by the Board of Directors, a notice shall be sent to all voting members by the Association Secretary advising of the proposed amendment. If a proposed amendment is originated by a regular member, the notification to all voting members will be mailed to the membership at his or her expense. Notice of any proposed amendments must be given thirty (30) days in advance of the Meeting at which the vote will take place. All proposed amendments must be ratified by a two-thirds favorable vote of all the voting members participating in the meeting's vote at which the amendments are presented.

SECTION 2: Administrative Corrections

Alterations to the bylaws to correct errors such as number, spelling, grammar, and internal consistency are not to be considered amendments and do not require approval of the membership. Any alteration that clarifies or alters the intent and content of the bylaws are amendments and must be approved in the manner described above.

ARTICLE XI:

DISSOLUTION:

SECTION 1: Whereupon this Association is dissolved, the Board of Directors will see to the selling of property, payment of all debts and the remaining assets will be distributed to an organization that is exempt under section 501(c)(3) of the Federal Code whose mission is compatible or comparable to that of the Association's.

ARTICLE XII:

ADOPTION:

SECTION 1: These preceding By-Laws were established and ratified by a two-thirds majority vote of the Board of Directors present at the Special meeting of the International Side Saddle Organization, and witnessed by the following officers and Directors:

Date October 15, 2004, the special meeting of the International Side Saddle Organization, Bucyrus, Ohio.

SECTION 2: These preceding By-Laws were amended by a majority vote of the Board of Directors present at the Special meeting on April 28, 2007 and by a two-thirds vote of the Members of the International Side Saddle Organization voting at the annual meeting, and witnessed by the following officers and Directors: Janet Brown, President; Linda Flemmer, Vice President; Barbara Thelen, Executive Director; Jeannie Whited, Historian & Treasurer pro tem. Date July 14, 2007.

SECTION 3: These preceding By-Laws were amended by a majority vote of the Board of Directors on February 24, 2009, and by a two-thirds vote of the Members voting at the annual meeting as witnessed by the following officers and Directors: Janet Brown, President; Linda Flemmer, Vice President; Barbara Thelen, Executive Director; Jeannie Whited, Historian & Treasurer pro tem. Date March 28, 2009.

SECTION 4: These preceding By-Laws were amended by a majority vote of the Board of Directors on February 24, 2009, and by a two-thirds vote of the Members voting at the annual meeting as witnessed by the following officers and Directors: Michelle Liggett, President; Carla Peetros, Vice President; Janet Brown, Executive Director; Jeannie Whited, Historian & Treasurer pro tem. Date April 6, 2014.