

The American Driving Society, Inc.
Notice of Proposed Bylaw Changes to be voted upon at the Annual Meeting
By The Board of Directors
October, 2017

SUMMARY

ARTICLE III. MEMBERS

Section 4. ~~Annual Meeting: A meeting of the members of the Society shall be held annually for the purpose of electing Directors and for the transaction of business as may be properly brought before the members of the Society at a place, date and time as designated by the Board of Directors.~~

Change to read: A meeting of the members of the ADS shall be held annually for the purpose of transacting business as may be properly brought before the members of the ADS at a place and time as designated by the Board of Directors

[Current wording indicates the election of Directors takes place annually. This is incorrect. The election takes place every two years.]

ARTICLE IV. REGIONS

Section 1. The Society shall be geographically divided into Regions to help achieve the purposes of the Society as stated in the Certificate of Incorporation and in Article II of these Bylaws. The number of regions and the name by which they are known shall be established by the Board of Directors with the advice of the membership and shall be published in the ~~Policy~~ Policies and Procedures of the Society. Each Region shall have the benefit of a Regional Director to act as a liaison between the members within the Region and the ~~Society's~~ ADS Board of Directors.

*Correct Policy to Policies
Substitute "ADS" for Society's to maintain continuity of reference to ADS*

ARTICLE V. DIRECTORS

Section 1. Number, Election, Term and Classification of Directors:

a) Directors shall be elected from the members of the Society by members of the Society at the annual meeting held in even numbered calendar years and shall serve without compensation. The Board of Directors ~~shall not be less than twenty-five (25) nor more than thirty-five (35).~~

[Less than 25 should be changed to a number representing the minimum total number of officers and directors decided upon.

The maximum of 35 should not be changed. This is merely a maximum number and has no bearing on the number of positions which need to be filled. The total number of officers plus directors elected determines the current number of the full Board. Sub-note - the total number of Board positions will be determined by the manner in which the Committees of the Board are constructed.]

ARTICLE V. DIRECTORS

Section 1

- b) The Board of Directors shall consist of the officers (President, Vice President, Secretary, Treasurer), ~~immediate past president~~, Director/Chairs of Standing Committees, Regional Directors and Directors at Large, the total of which shall comply with section (a).

[Removes the mandate that the immediate past president be a member of the board. There is nothing preventing the person who previously served as President from being nominated and elected as Director at large or any other office or position]

ARTICLE V. DIRECTORS

Section 2. Duties of Board of Directors

- c) ~~The Board of Directors shall review and may approve proposals submitted by committees or members of the Society.~~ The Board of Directors shall review and approve, postpone a decision or reject proposals submitted by committees.

[Mary Anne Cody, Atty, - our legal advisor for these Bylaws explained that Best Business Practices as adopted by the State of New York indicates that members of the organization elect the Directors and it is from this pool of Directors that the Board of Directors elects the Officers.]

[Revised New York law states that only Committees of the Board may bind the corporation. It has been recommended that in addition to the two mandatory Committees of the Board (Executive Committee and Finance and Audit Committee) the number of these committees be kept to a minimum. All other committees are Committees of the Corporation. Committees of the Corporation must submit their proposals to the Board of Directors for review and acceptance prior to being activated. If all committees be they of the Board or the Corporation submit their proposals to the Board of Directors for review it will help to maintain knowledge of what is being done throughout the organization. It should also help identify areas in which we need to pay more attention.]

- g) The Board of Directors may elect Honorary Directors in recognition of distinguished service rendered to the Society. An Honorary Director shall hold office for life and shall be entitled to attend meetings of the Board of Directors and to participate in discussions at meetings but shall have no vote on matters before the Board. Honorary Directors shall have all rights and privileges of ~~Senior~~ Single Members but shall be exempt from annual dues.

["Senior" is not defined and our membership categories do not include "seniors". Change to "Single" to provide consistency.]

- i) ~~The Board of Directors may create new Standing Committees as needed upon receiving a majority vote of the entire Board to do so. The Board of Directors may combine or dissolve any Standing Committee if in their judgment it does not hinder the interests of the Society to do so upon receiving a majority vote of the entire Board to do so~~

The Board of Directors may upon receiving a majority vote of the entire Board create new committees as needed. The Board of Directors may combine or dissolve any committee if in their judgment their action does not hinder the interests of the ADS upon receiving a majority vote of the entire Board.

[The revised wording eliminates the word "Standing" and by doing so opens interpretation to any type committee rather than restricting it to only a Standing Committee.]

ARTICLE VI. OFFICERS

Section 1.

- ~~The President may serve only two (2) consecutive two year terms. There are no term limits for~~

other-officers.

[Delete the sentence restricting the term of office, the word "other" in the next sentence and change the word "offices" to "officers". Recent experience in difficulty of filling a vacated office strongly indicates consideration of eliminating the term restriction for President. A past president who has served 2 consecutive 2-year terms would not be able to step into the vacancy if the vacancy were for the office of President. Arguments can be made for and against this restriction. However, most would be on a what if basis and it is most likely we would be better off taking the positive approach and remove the restriction. This also corrects the word "offices" to "officers"]

Section 2. President. The President is the Chief Executive Officer of The American Driving Society, Inc. and a member and presiding officer of the Board of Directors, and its the Executive Committee and the membership.

[Delete the highlighted wording. A CEO has many more responsibilities than does the President and should be an individual with experience in the set up and operation of a corporation. Most volunteers in an organization such as ours are not MBAs and it is unfair and not especially wise to require an individual to shoulder responsibilities expected of a CEO. Carrying this title along with that of President could prevent a volunteer from accepting the position.]

g) Vote only when the vote is tied—

[Remove this restriction. It has been thought for a long time that a President should not vote unless a vote is tied. More "modern" interpretation of this is that the President is every bit a member of the organization as is any other member and has just as much right to vote ad does anyone else.]

h) Carry out other duties as may be requested by the Membership, the Board of Directors or its Executive Committee or as may be required to maintain the best interests of The American Driving Society, Inc.

The President shall serve as official liaison between The American Driving Society, Inc., and the United States Equestrian Federation and any other equestrian organization with whom the ADS affiliates or may appoint an alternate from the Board of Directors to serve in this capacity. Any alternate, permanently or temporarily appointed must be approved by the Board of Directors or may appoint another member from the Board of Directors to serve in this capacity.

The President may appoint a member from the Board of Directors to serve as official liaison between The American Driving Society, Inc. and other organizations.—Any appointments are subject to prior approval by the Board of Directors.

[This revision eliminates naming any specific organizations(s) with whom we may affiliate. It also eliminates the necessity of changing our bylaws because a specifically named organization has changed its name. It also consolidates two paragraphs into one.

ARTICLE VII. EXECUTIVE COMMITTEES OF THE BOARD OF DIRECTORS

Section 1. Executive Committee

The Board of Directors shall select an Executive Committee of the Board of Directors of at least three ~~but~~ no more than ten (10) Board members. This committee shall include the President as Chair ~~man~~, the Vice President, the Secretary, and the Treasurer.

[Remove gender]

ARTICLE VIII. COMMITTEES OF THE CORPORATION

Committees of the Corporation will include standing committees and special committees.

[A request was received asking that the term Special Committees be changed back to Ad Hoc Committees]

ARTICLE XI. PROCEDURE AT MEETINGS

~~Meetings of the membership and the Board of Directors shall be conducted according to Roberts Rules of Order Newly Revised.~~

[It has been recommended that this Article be removed. More time has been wasted in meeting arguing the fine points of RR and preventing work from getting done. RR are followed for the most part but it is felt mandating their usage should not be required. If by using them should become necessary a motion can be made to invoke their usage.]

Note: The change in New York Not for Profit Corporation Law changes the types of committees permitted. They are now Committees of the Board and Committees of the Corporation. Committees of the Board have the authority to bind (or in other words - act on behalf of) the Board of Directors. The Executive Committee and Finance and Audit Committee are the only two committees required by law to be Committees of the Board. The Board of Directors may add other committees to the Committees of the Board category. However, Counsel recommends keeping the number of committees in this category to a minimum. All other committees are Committees of the Corporation and have no authority to bind (or act on behalf of) the Board. They are advisory only and their recommendations must be presented to the Board of Directors and receive approval prior to acting upon them.

Discussions as to which committees will fall into either of the two categories will be discussed by discussion groups held during the annual meeting. These discussions are open to all who are interested. The final decisions regarding these committees will be decided by the current Board of Directors.