

California Gymkhana Association

Board of Directors Policy Manual

Approved / Revised Board of Directors – 7/25/09

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Section 1. Overview

1.1 Purpose of Board Policies

It is the intent of the CGA Board of Directors to maintain a Manual of Policies. This document shall contain the current policies of the California Gymkhana Association and shall be the final authority as to those policies. This Manual shall serve as a resource for current members of the Board of Directors, the Board of Governors and the membership of CGA.

1.2 Adoption/Amendment of the CGA Policy Manual

New Policies may be added and existing Policies may be amended or deleted by a 2/3rd vote of the elected and appointed Board of Directors present. Any CGA member may submit a new Policy or amendment to an existing Policy for consideration by the Board of Directors. Such submission shall be in writing, and must be submitted at least 30 days before the next scheduled meeting of the Board of Directors. These items will be placed on the published agenda, so that Board Members are familiar with the issue prior to the meeting, and so that CGA members will have an opportunity to address the issue in front of the Board of Directors.

1.3 Board of Directors Code of Ethics

The Board of Directors of CGA is committed to providing excellence in leadership that results in the highest quality of services to the CGA Membership. In order to provide these services, the following rules shall be observed.

1.3.1 *Respect* - The dignity, style and opinions of each Director and Member shall be respected. Directors should commit themselves to emphasizing the positive and avoiding hidden agendas. Directors should focus on issues and not personalities. While differing viewpoints are healthy, once the Board of Directors has taken action, Directors should commit to supporting that action.

1.3.2 *Organizational Needs* - The needs of CGA as an organization and its membership shall be the first priority in all decisions. Directors should function as part of a whole. Issues should be brought to the attention of the entire Board, not to individual members selectively.

1.3.3 *Purpose* - The primary responsibility of the Board of Directors is the formulation and evaluation of Policy. Routine matters concerning the operational aspects of CGA are to be delegated to the Board of Governors and the General Manager. If a Director is approached by a member with a problem, in most cases the Director should refer the member to the General Manager for resolution.

1.4 Board of Directors Compensation

Membership on the Board of Directors of CGA is a volunteer position and no direct compensation is provided. However, once an individual becomes an elected or appointed Board Member, their individual or family membership in CGA will be paid by the organization for as long as they are a Board Member.

Section 2. Ruling and Administrative Bodies

2.1 Definition

The Ruling Body of the California Gymkhana Association consists of the Board of Directors. It has the ultimate authority over the organization. Members of the Ruling Body include: President, Vice President, Secretary, Treasurer, Directors at Large (elected and appointed), Regional Vice Presidents, Rules Chairman, members of the Board of Governors, Immediate Past President, and Parliamentarian (non-voting).

District Delegates are not a member of the Ruling Body. They may vote on general membership issues at the Board of Directors meetings.

The Administrative Body of the California Gymkhana Association consists of the Board of Governors, who are elected by the Board of Directors and District Delegates, and the General Manager, who is hired by the Board of Governors and approved by the Board of Directors

2.2 General Responsibilities

It is the responsibility of the Board of Directors to establish CGA Policy, and it is the responsibility of the Board of Governors and the General Manager to implement that policy. The Board of Governors and the General Manager maintain a Procedure Manual that defines how to implement the items identified in this Policy Manual.

2.3 Members of the Board of Directors and Duties

2.3.1 *President* – The President is a member of the Board of Governors. The President presides at general meetings of CGA members and the Board of Directors, aids in the affairs of the association, makes an annual report to the members, and makes all necessary appointments (including Royalty Liaison). The number of appointments made by the President shall not exceed the number of elected Directors at Large. Normally this consists of the three

Regional Vice Presidents (Northern, Central, and Southern), 4 appointed Directors at Large, and a nonvoting Parliamentarian. The Board of Directors, by majority vote, shall approve all Presidential appointments.

2.3.2 *Vice President* - The Vice President shall conduct the affairs of the President upon the absence of the President and shall serve as an assistant to the President.

2.3.3 *Secretary* - The Secretary shall give notice of all meetings and shall keep the minutes of all meetings, assist the General Manager and Parliamentarian in being custodian of all official records of the organization, prepare agendas with the President, and keep a current roster of members of the Board of Directors.

2.3.4 *Treasurer* - The Treasurer shall report in detail to the Board of Directors and Board of Governors all sums received and expended, all outstanding obligations, and such other matters as may be deemed proper at each Board of Directors meeting and prior to each Board of Governors meeting. Additionally the Treasurer shall require full statements of project financial status, oversee all the financial records of CGA, be responsible for the accuracy thereof, and assist the General Manager in maintaining a list with the location of CGA assets.

2.3.5 *Director at Large* (8 elected, 4 appointed) - Directors at Large shall assist as required to meet the objectives of the CGA. They assist in the identification of potential CGA problems and present recommendations for their resolution. They provide encouragement to project chairpersons and assist with the development and staffing of committees with competent personnel. They approve all presidential appointments. They shall serve as a check and balance function for the organization, approve all policy changes, serve as the final step in conflict resolution, and shall act as the hearing body for appeals to disciplinary proceedings.

2.3.6 *Regional Vice President* (3 appointed) - The Regional Vice Presidents shall assist the President as required to meet CGA

objectives and serve as Co-Manager of any CGA State sponsored event that occurs in their assigned region.

2.3.7 Rules Chairman (1 elected by MAC) - The Rules Chairman is a non-partisan, voting position and is the spokesperson for the MAC. They shall report all decisions of the MAC. The Rules Chairman shall keep the president apprised of MAC activities and recommendations.

2.3.8 Member of the Board of Governors (4 are elected, the President serves as the 5th member of the Board of Governors) - The Board of Governors has full control and management responsibility of the organization. They may hire an employee and/or contract services as required to accomplish the daily operation of the organization. They monitor CGA office operations to ensure that CGA policies are being properly implemented. The Board of Governors shall publish a summary of their activities and recommendations to the Board of Directors within thirty (30) days following each Board of Governors meeting.

2.3.9 Immediate Past President - The Immediate Past President shall serve as an advisor to the President and Board of Directors.

2.3.10 Parliamentarian - The Parliamentarian shall serve as an advisor to the President and Board of Directors in reference to these Policies, the CGA Bylaws, and Roberts Rules of Order. The Parliamentarian shall be responsible for updating the following documents: CGA Bylaws, BoD Policy Manual, CGA Rule Book, Information & Regulations Manual. Updates shall be completed at least (30) days prior to the next regularly scheduled Board of Directors meeting. All changes must be sent to the General Manager to be posted on the internet as a separate document. No changes will be made to the posted documents until the next major printing. The Parliamentarian is a nonvoting position.

2.4 Eligibility and Terms of Office for Members of the Board of Directors

2.4.1 *President* - To be eligible for the office of President, the candidate must be a CGA member in good standing for a minimum of two years, be at least twenty-one years of age, and a previous member of the Board of Directors for at least two years. The candidate shall have demonstrated in one or more capacities his/her capability to get along with people and to be proficient in achieving CGA objectives. The President shall be elected for a 2-year term.

2.4.2 *Vice President* - To be eligible for the office of Vice President, the candidate must be a CGA member in good standing for a minimum of two years, be at least twenty-one years of age, and a previous member of the Board of Directors for at least two years. The candidate shall have demonstrated in one or more capacities his/her capability to get along with people and to be proficient in achieving CGA objectives. The Vice President shall be elected for a 2-year term.

2.4.3 *Secretary* - To be eligible for the office of Secretary, the candidate must be a CGA member in good standing, and be at least eighteen years of age. The Secretary shall be elected for a 2-year term.

2.4.4 *Treasurer* - To be eligible for the office of Treasurer, the candidate must be a CGA member in good standing, and be at least eighteen years of age. The Treasurer shall be elected for a 2-year term.

2.4.5 *Director at Large* - To be eligible for the office of Director at Large, the candidate must be a CGA member in good standing, and be at least eighteen years of age. Each year, four Directors at Large are elected for staggered 2-year terms.

2.4.6 *Regional Vice President* - To be eligible for the office of Regional Vice President, the candidate must be a CGA member in good standing, be at least twenty-one years of age, shall have served as a member of the Board of Directors for at least two years. The Regional Vice President's term of office shall be at the pleasure of the President, and shall expire in any case at the end of the President's term of office. An elected board member may serve concurrently as a Regional Vice President, but their vote will only count for the elected office and not as one of the (8) presidential appointments.

2.4.7 Rules Chairman - To be eligible for the office of Rules Chairman, the candidate must be an active Master Judge in good standing. The candidate is elected by the Master Judge Advisory Committee (MAC) to be their spokesperson. The MAC election must be held prior to the first Board of Directors meeting at Convention. The Rules Chairman shall be elected for a 1-year term.

2.4.8 - Member of the Board of Governors - To be eligible for the office of Member of the Board of Governors, the candidate must be a CGA member in good standing for a minimum of two years, be at least twenty-one years of age, and a previous member of the Board of Directors for at least two years. The candidate shall have demonstrated in one or more capacities his/her capability to get along with people and to be proficient in achieving CGA objectives. Each year, one Member of the Board of Governors is elected for staggered 4-year terms by the Board of Directors and District Delegates. Any Board Member or District Delegate at the first Board Meeting may nominate and vote on replacement members for those Governors who have expired or resigned. The Board of Governors shall elect a Chairperson among them at their first meeting following the installation of the new Governor. The spokesperson of the BoG may not be the CGA President.

2.4.9 Parliamentarian - To be eligible for the office of Parliamentarian, the candidate must be a CGA member in good standing, and be at least eighteen years of age, and have a good working knowledge of the CGA Policies, Bylaws and Roberts Rules of Order. The Parliamentarian's term of office shall be at the pleasure of the President, and shall expire in any case at the end of the President's term of office.

2.4.10 Elections - Elections will be held annually as prescribed in the CGA Procedure Manual, maintained by the Board of Governors.

2.5 Vacancies on the Board of Directors

Vacancies of the elected Directors at Large or the position of any office with the exception of that of the President shall be filled by appointment by the President with approval of a simple majority of the Board of Directors. The appointee is to serve for the duration of the term of the individual whose position he or she was appointed to

fill. If the vacancy is of the office of President, the Vice President shall assume the office for the duration of the term of President and shall appoint from either the elected Board of Directors (preferred) or CGA Membership a qualified successor to fulfill his term as Vice President.

The Board of Directors shall declare vacant the office of any Officer, Director at Large, or member of the Board of Governors who misses two (2) consecutive meetings without an excused absence.

2.6 Removal of Officers or Directors

2.6.1 *Reason for Removal* - Any officer or director may be removed from office because of failure to fulfill the duties of said office or for conduct detrimental to the best interests of the organization. Removal from office shall be in accordance with the Procedure Manual.

Section 3. CGA Membership

3.1 Active Members

Active Members are those who join as an individual or family member and those who pay dues and are currently in good standing. There shall be an initial membership fee for memberships. Thereafter, upon the anniversary date following acceptance into the association, the dues shall be payable for memberships. Memberships shall be considered delinquent if unpaid by the anniversary date. All membership privileges cease when an invalid check is received by the CGA office and may be restored only upon receipt of funds to cover the invalid check.

3.2 Honorary Members

Honorary Members are persons who have rendered distinguished service to this organization. Such persons may be elected honorary members by an affirmative vote of a two-thirds majority of the Board of Directors. An Honorary Member will have a lifetime membership with all the privileges of an active member.

Section 4. Finance and Operations

4.1 *Incurtion of Debt*

No CGA member shall contract for, incur any debt, enter into any agreement, or otherwise obligate this organization except by authorization of the Board of Governors.

4.2 Revenue Distribution

All money received by this organization from dues or any other source shall be deposited in a bank.

4.3 Withdrawals of Funds

All withdrawals will be made via check duly signed by an authorized CGA representative. No withdrawals shall be made except for the organization's debts.

4.4 Budget Process and Controls

4.4.1 *Debt* - No indebtedness shall be created and no obligation shall be incurred which shall in any fiscal year exceed the sum appropriated in the budget for that year unless authorized by the Board of Governors. All chairpersons of proposed projects shall submit recommended budgets for approval by the Board of Governors Chairperson.

4.4.2 *Accounting* - All fiscal reports must have a full itemization of the financial transactions of the organization. The General Manager and Treasurer shall present the current Actual versus Budget report at all meetings of the Board of Directors.

4.4.3 *Budget Creation* - The Board of Governors and the Treasurer shall present a budget for the current fiscal year to the Board of Directors no later than the first Board of Director's meeting of that year.

4.5 Assessments Against Members

No special assessments shall be levied against any member.

4.6 Sale of Assets

Any member, district or club that accepts an item for sale or resale on behalf of CGA shall be responsible for the selling price of the item. Any item not sold must be returned to CGA within thirty (30) days of request.

4.7 Employees

The Board of Governors may hire an employee and/or contract services as required to accomplish the daily operations of the organization. The contract value and duration, rates of salary, salary schedules and payroll periods will be prescribed by the Board of Governors and approved by the Board of Directors. All employees/subcontractors shall be directly responsible to the Board of Governors.

4.8 Presidential Spending Authority

The President's spending power shall be up to \$200.00 within any given month without Board of Directors' or Board of Governors' approval.

Section 5. Rules of Conduct, Penalties and Violations

5.1 Member Responsibility

No member, district or club shall refuse any reasonable request to assist the association, its officers, committees, judges, or show management in the proper conduct of the shows or affairs of the association.

5.2 Violations

Any CGA member may be disciplined, fined, suspended or expelled from the association and any CGA member may be denied any or all of the privileges of the association whenever it shall have been established by satisfactory evidence to the Board of Governors that such CGA member performed any one or more of the violations described in the following listing of violations. Failure to understand these violations shall not be accepted as an excuse.

5.2.1 Abuse - Abusing a horse at any CGA function. Willfully or intentionally doing harm to another competitor's horse.

5.2.2 Intoxication - Being intoxicated or under the influence of illegal drugs or illegally consuming alcohol at any CGA function.

5.2.3 Coercion - Attempting to fix, threaten, bribe or influence the judge, horse show management, or timing secretaries at any CGA function.

5.2.4 Fraud - Falsifying or withholding any times or records of any CGA function. Sending in fraudulent insurance claims. Use of electronic or remote controlled devices to create a false reading on an electronic timer.

5.2.5 Causing a Disturbance - Willfully causing trouble inside or outside the ranks of the CGA by constant complaining, willfully causing disturbances or unnecessarily aggravating CGA directors,

judges, horse show managers, secretaries, or members. Accusing or making derogatory statements relative to the performance of judges, secretaries, or officers that is detrimental to the CGA or the person involved.

5.2.6 *Stealing* - Taking of any property belonging to the association or any member without authority.

5.2.7 *Fighting* - Physically disturbing or fighting at any CGA function.

5.2.8 *Horse Doping* - The use of drugs to alter the performance of a horse other than drugs permitted by the California Drug Advisory Board.

5.2.9 *Disloyalty* - Disloyal acts like giving CGA proprietary information to other organizations such as membership lists, administrative data, or other information, which could decrease the competitive advantages of the CGA.

5.2.10 *Illegal Acts* - CGA has the right if deemed warranted, to request any Board Member or other person acting in an official capacity to provide background information of any criminal history. Such history may be sufficient grounds to refuse or suspend membership in CGA.

5.2.11 *Other Conduct* - Any conduct deemed detrimental to the best interests of the organization by a majority of the Board of Governors or a majority of the Board of Directors.

5.3 Disciplinary Procedures

The Board of Governors shall hear the complaint and take action according to the Board of Governors' Procedure Manual.

Section 6. District Affiliation

6.1 District Relationship to CGA

CGA districts are independent entities, and are not governed by CGA. CGA sanctions districts to run CGA shows, and while such shows are being run, the district must run according to CGA rules and regulations. Other than when shows are being run, CGA has no authority or interest in the district's finances, membership, governing board, rules or any other activity.

6.2 District Responsibilities

CGA districts sign an annual contract agreeing to certain rules and payment schedules when they are sanctioned by CGA. Among other responsibilities, the district agrees to report show results and submit payment of fees within a specific period of time.

6.3 Violations of Agreement

Any CGA district may have its sanction to run CGA shows revoked, and may be denied any or all of the privileges of the association whenever it shall have been established by satisfactory evidence to the Board of Governors that the district performed any one or more of the violations described in the following listing of violations. Failure to understand these violations shall not be accepted as an excuse.

6.3.1 *Failure to Report Shows* - Failing to remit payment and show results within the time period specified in the district contract.

6.3.2 *Failure to Obey CGA Rules* - Failing to obey and enforce the rules and regulations of the association when running CGA shows.

6.3.3 *Fraud* - Falsifying or withholding any times or records of any CGA show. Sending in fraudulent insurance claims.

6.3.4 *Disloyalty* - Disloyal acts like giving CGA proprietary information to other organizations such as membership lists,

administrative data, software, or other information, which could decrease the competitive advantages of the CGA.

6.3.5 *Failure to Agree* - Refusing to renew the district contract with CGA.

6.3.6 *Other Conduct* - Any conduct deemed detrimental to the best interests of the organization by a majority of the Board of Governors.

6.4 Penalties

Penalties assessed against districts by the Board of Governors will be in accordance with the Procedure Manual. Districts do not have an appeal process and all decisions of the Board of Governors are final.

Section 7. Organizational Program and Rule Changes

7.1 Subcommittees

There are (3) subcommittees. They are:

1. Rules Issues - The CGA Rules Committee, which consists of all CGA carded judges in good standing. This Committee is overseen by the Master Judge Advisory Committee, which consists of all active Master Judges. While this meeting is open to all CGA members, only carded CGA Judges may vote. This is because they are most knowledgeable about CGA Rules and can assess the impact of rule changes to avoid undesirable and unforeseen results. The Rules Chairperson and the President preside at these meetings.

2. Rider Programs and Awards - The CGA President presides over this committee, which is open to all CGA Members.

3. Bylaws - The CGA President presides over this committee, which is open to all CGA Members.

7.2 Change Process

Under normal circumstances, the process for changing bylaws, rider programs and rules is as follows:

1. Submit all voting items in writing to the General Manager or Secretary at least (30) days prior to the meeting for placement on the agenda. Items not submitted at least (30) days prior may be discussed but not voted on.

2. The item is discussed and voted on by the appropriate subcommittee. If the item is approved by the committee, it is forwarded to the General Membership Meeting (at Convention) or the next Board of Directors meeting, whichever occurs first, for a final vote.

3. If the item is not approved by the committee, it is not forwarded, and the issue ends.

4. The item is voted on by the General Membership (at Convention) or the Board of Directors. While minor modifications may be made for clarification, the original intent of the item may not be modified such that it has a different meaning than intended.

7.3 Disagreement on Subcommittee Decisions.

It can occur, especially with the Rules Committee, that members may disagree on the subcommittee's decision to not forward an issue to the General Membership or the Board of Directors. In that case, members may submit a petition signed by 5% of the current active CGA membership (the actual number will be provided by the General Manager) to have the request presented to the General Membership or Board of Directors in spite of the subcommittee's decision. The petition will be submitted to the General Manager, who will validate that there are sufficient valid signatures on the petition. The petition will also state whether the request should be submitted to the Board of Directors, the General Membership meeting, or placed on the ballot for the annual election. Only one of the above options is allowed.

If there are sufficient valid signatures on the petition, the request will be submitted as requested and voted on. The proponents and opponents of the issue will be provided an opportunity to make their case, either at one of the meetings, or by a position statement on the ballot. The resulting vote is final and the issue may not be revisited for a period of 2 years, except in the case of an emergency.