

**BYLAWS
UNITED STATES HUNTER JUMPER ASSOCIATION, INC.
(USHJA)**

For additional information please see the USHJA Policy Manual at www.ushja.org

CHAPTER I – GENERAL PROVISIONS

Article 101 – Name and Location

Section 1. Name. The name of this corporation shall be “United States Hunter Jumper Association, Inc.” hereinafter referred to as USHJA. The corporation is organized under New York law as a not-for-profit organization.

Section 2. Location. The principal place of business shall be Lexington, Kentucky, or such other venue as may be determined by the Board of Directors. The corporation may also establish and maintain other offices both within and without the State of Kentucky as the Board of Directors may determine or the business of the corporation may require.

Section 3. Principles of Construction. These Bylaws are the primary governing document of the USHJA. Words in any gender shall be deemed to include the other gender; the singular shall be deemed to include the plural and vice versa; headings, captions and underlined paragraph titles are for guidance only and do not in any way limit, amplify, or otherwise modify these Bylaws.

Article 102 – Objectives

Section 1. Mission Statement. The mission of the USHJA is to unify and represent the hunter and jumper disciplines of competitive equestrian sport through education, recognition, and sport programs.

Section 2. Vision Statement. Our vision is to increase awareness of and participation in programs and services for all involved in hunter/jumper competitive sport. We strive to provide value to our community such that USHJA is the pathway to excellence and education in equestrian sport.

Section 3. Value Proposition. USHJA provides to its membership competition programs, awards and recognition, educational programs, and experiential opportunities. The competitive programs are appropriate and accessible to all levels of hunter/jumper sport. The Association distributes awards and recognition to competitors through championship events and year end awards in a wide variety of divisions and skill levels. We promote fair sport, sportsmanship, and horse welfare. Through our governance structure, the USHJA provides representation, advocacy, and regulatory input.

Section 4. Principles. The Board of Directors, Officers, Working Groups, Committees, Councils and Task Forces of USHJA shall be selected without regard to religion, race, color, sex, or national origin.

CHAPTER II – MEMBERSHIP

Article 201 – Eligibility

Membership in USHJA is open to any individual, club, association, educational institution or other entity approved by the Board of Directors, having an interest in equestrian sport and to any organization that conducts equestrian competitions or other programs or events in the sport on a local, regional, or national level.

Article 202 – Dues and Fees

Each Member and Affiliate Member Organization shall pay to the USHJA annual fees and/or dues in the amount determined by the Board of Directors. The Board of Directors shall establish deadlines for the payment of dues and fees.

Article 203 – Membership Categories

Section 1. Members join USHJA in one or more of the membership classifications listed in the Policy Manual. A membership year is 365 days and begins with the date the member joins or renews (“Anniversary Date”). When Senior Active Member is referenced regarding composition and eligibility for an elected or appointed position, Senior Life Member is included. Individual Members must “designate” their primary discipline interest as either “Jumper” or “Hunter” in a manner specified by the Board of Directors policy for the purposes of eligibility relating to Working Group representation, Jumper or Hunter “Athlete” representation, Nominating Committee representation or any other participation requiring primary discipline interest. It is understood that all members elected or appointed to any position within the USHJA must be in good standing.

Section 2. Member Residence. A member may have only one domicile, which is where the member has his permanent home and where, whenever the member is absent, the member intends to return. The Member Residence address is locked on December 1 of the competition year or the first day of the member’s membership activation, whichever comes first. However, a Life Member’s address is always locked on December 1 of the competition year. The address given on the membership application must be the state where the member resides at the time of membership activation or renewal. Modifications to a member’s residence may be requested in accordance with the Board of Directors approved policy. Exception: a full-time student, 18 years of age or older, attending school outside his traditional home state may choose his parents’ (or legal guardian’s) residence with permission of the USHJA, prior to activating his membership.

Section 3. Athletes. To be eligible to serve as an Athlete, an individual must meet the definition of an Athlete in accordance with Board of Directors approved policy at the time of election.

Article 204 – USHJA Annual Meeting

Section 1. The Board of Directors shall establish the dates of the USHJA Annual Meeting. Attendance at the USHJA Annual Meeting shall be open to all USHJA members, subject to meeting registration requirements for attendance. The USHJA Annual Meeting shall be held in conjunction with the Annual Meeting of the Board of Directors in accordance with Article 803.

CHAPTER III – VOTING, ELIGIBILITY and ELECTIONS

Article 301 – Voting Members, Balloting, Ties and Assuming Office

Section 1. Voting Members. The only voting members of USHJA are those Senior Active Members who are qualified to vote as members of the Board of Directors.

Section 2. Balloting. Whenever elections are required by these Bylaws, unless otherwise provided for herein, the election process shall follow the procedures set forth by the Board of Directors in Article 304.

Section 3. Ties. In the event there is a tied vote for any Board seat, there will be a run-off ballot between those candidates with the highest number of votes on the ballot for the position.

Section 4. Assuming Office. The President, having been elected in September, will officially assume the duties of the Office of President upon adjournment of the USHJA Annual Meeting of the Board of Directors. All other board members will assume the duties of their Office upon adjournment of the USHJA Annual Meeting of the Board of Directors.

Article 302 – Eligibility

Section 1. Eligibility. An individual seeking a seat on the Board of Directors must be a Senior Active Member of the USHJA in good standing and must be willing to participate in the Nominating Committee process. No individual, at any time, shall hold more than one office of USHJA, except under Article 601.3. Directors must maintain their primary Jumper or Hunter designation as declared at the time of their election to the Board of Directors throughout their entire term of service.

Article 303 – Nominations and Elections

Section 1. National Officer Nominations. Those individuals willing to serve as National Officers shall be proposed by the General Membership, Board of Directors and/or Nominating Committee, and nominated according to the Nominating Committee procedures. Board of Directors approved procedures for nominations shall be available to the membership ninety (90) days prior to elections at www.ushja.org.

Section 2. Elections. All Board of Directors and Officer elections shall occur at an Annual Meeting of the Board of Directors (exception: Presidential election), unless the Board of Directors, by two-thirds (2/3) majority vote, establishes another time for the election or a vacancy is being filled.

Section 3. Election of National Officers. The National Officers (President, National Vice President, Secretary and Treasurer) shall be elected by the Board of Directors from nominations provided by the Nominating Committee.

a. If a nominee for a National Officer position currently seated on the Board of Directors is elected to a National Officer position, the Director seat vacated shall be filled in accordance with Article 601.

b. Beginning in 2014 and every four (4) years thereafter, the Secretary shall be elected to serve a four (4) year term. The Secretary shall be elected by the Board of Directors at the Annual Meeting of the Board of Directors held in conjunction with the USHJA Annual Meeting and shall assume office and become a member of the Board of Directors in accordance with Article

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501. Beginning in 2022, the Secretary shall become combined with the Treasurer (“Secretary/Treasurer”).

c. Beginning in 2016 and every four (4) years thereafter, the President and National Vice President shall be elected to serve a four (4) year term. The President shall be elected by the Board of Directors at the in-person September meeting of the Board of Directors. If there is only one candidate for the Presidency, the in-person requirement for the September meeting shall be waived. The National Vice President shall be elected by the Board of Directors at the Annual Meeting of the Board of Directors held in conjunction with the USHJA Annual Meeting. Both Officers and shall assume office and become members of the Board of Directors in accordance with Article 501.

d. Beginning in 2018 and every four (4) years thereafter, the Treasurer shall be elected to serve a four (4) year term. The Treasurer shall be elected by the Board of Directors at the Annual Meeting of the Board of Directors held in conjunction with the USHJA Annual Meeting and shall assume office and become a member of the Board of Directors in accordance with Article 501. Beginning in 2022, the position of Secretary shall become combined with the position of Treasurer (“Secretary/Treasurer”).

Article 304 – Conduct of Board of Directors Elections

Section 1. Election of the President.

a. At the September Meeting of the USHJA Board of Directors, the Chair of the Nominating Committee shall present the official slate of nominees for election to the Board of Directors. All candidates for President shall make a short presentation to the Board of Directors and answer any questions of the Directors.

b. The Board of Directors shall elect the President utilizing a secret ballot at the September meeting of the Board of Directors following the National Officer reports and consideration of the minutes of the last meeting. The Nominating Committee Final Slate of candidates will be on the Ballot.

Section 2. Election of Other National Officers. The Board of Directors shall elect the National Vice President, Secretary, Treasurer and Directors utilizing a secret ballot at the first open meeting of the Board of Directors during the USHJA Annual Meeting. At the USHJA Annual Meeting the Chair of the Nominating Committee shall present the official slate of nominees for election to the Board of Directors. All candidates for National Vice President, Secretary or Treasurer shall make a short presentation to the Board of Directors and answer any questions of the Directors.

Section 3. Annual Meeting Board of Directors Elections Ballot #1. The election of National Officers (National Vice President, Secretary and Treasurer) will be conducted as the first ballot in the election process. The election is to be scheduled at the first open meeting session of the Annual Meeting of the Board of Directors following the National Officer reports and consideration of the minutes of the last meeting. The Nominating Committee official slate will be on one Ballot and identified by office.

Section 4. Annual Meeting Board of Directors Elections Ballot #2. The election of Directors At-Large and dedicated Board of Directors seats will be conducted as the second ballot in the election process scheduled as the next agenda item of the first open meeting session of the Annual Meeting of the Board of Directors following completion of the National Officer elections. The election will be conducted following announcement of the results of the National

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Officer elections to the Board of Directors. All properly nominated candidates for Board of Directors positions will be on one Ballot identified by representation position.

Article 305 – Election of Discipline Officers

Section 1. Discipline Officers. Only the Chairperson selected by the Working Group is eligible to hold the representation position of USHJA Discipline Vice President. No additional nominees for this position may be considered.

CHAPTER IV – TERMS

Article 401 – Terms

Section 1. Terms.

a. “Term” is defined as service in an elected or appointed capacity for more than two (2) consecutive years. Unless specified otherwise, for the purposes of these Bylaws, a “Year” is defined as twelve (12) months or the period of time between Annual Meetings of the Board of Directors, whichever is less.

b. Unless specified otherwise, service in an elected or appointed capacity for a period of two (2) consecutive years or less shall not be considered in the application of the Term limits.

c. All regular elections of National Officers shall be for a four (4) year term.

d. Terms for all entities other than the Board of Directors and Executive Committee are listed in the Policy Manual.

CHAPTER V – OFFICER AND DIRECTOR TERM and TERM LIMITS

Article 501 – Commencement of Officer and Director Terms

All Officers and Directors shall hold office until their successors are duly selected and shall qualify.

Section 1. President. The term of the President, elected at a September meeting of the Board of Directors, shall commence following the conclusion of the USHJA Annual Meeting of the Board of Directors in accordance with Article Requirements for Jumper or Hunter designation are set forth in Article 302.

Section 2. Officers and Directors. The term of Officers and Directors elected at an Annual Meeting of the Board of Directors shall commence following the conclusion of the USHJA Annual Meeting of the Board of Directors in accordance with Article 303.

Section 3. Election Due to Vacancy. The term of an individual elected to fill an Officer or Director vacancy shall commence immediately upon election.

Article 502 – Officer and Director Term Limits

Section 1. Terms. Terms are defined in Article 401.

Section 2. Term Limits. The maximum service as a member of the Board of Directors in any capacity, or any combination of capacities, for an individual shall be limited to three (3) consecutive Terms with the exception of Presidential terms which are defined in Section 3.a.

Section 3. An individual not serving on the Board of Directors for a period of three hundred thirty (330) consecutive days or for the period of time between Annual Meetings of the Board of Directors, whichever is less, shall be eligible to again serve on the Board of Directors without consideration of prior service in determining Term limits.

a. After serving as President for two (2) consecutive Terms, an individual may not be elected to any position on the Board of Directors of USHJA for three hundred thirty (330) consecutive days or for the period of time between Annual Meetings of the Board of Directors, whichever is less, following the expiration of that individual's Term as President.

b. After serving as a Director for three (3) consecutive Terms, an individual may not be elected to any position on the Board of Directors of USHJA, except the office of President. Once an individual has reached their term limit, they may not serve on the Board of Directors until the lesser of three hundred and thirty (330) days or the period of time during Annual Meetings has passed.

Section 4. Number of Consecutive Terms. No individual may serve as a member of the Board of Directors of the USHJA, in any capacity or combination of capacities, for more than consecutive five (5) Terms.

CHAPTER VI – OFFICER AND DIRECTOR VACANCIES

Article 601 – Vacancies

Section 1. Vacancies. Any vacancy on the Board of Directors under the provisions of Article 802 without limitation, shall be filled within ninety (90) days after the occurrence of the vacancy in accordance with Article 601.

Section 2. National Officer Vacancy. In the event of any non-Presidential Officer vacancy, the President shall appoint an individual currently serving on the Board of Directors to fill the vacancy on a temporary basis. National Officer vacancies shall be filled at an in-person meeting of the Board of Directors, unless the in-person meeting requirement is waived by a two-thirds (2/3) vote of the Board of Directors. The Nominating Committee, as soon as practical, shall nominate an individual as a replacement for the National Officer vacancy from the Board of Directors. Following the Nominating Committee's nomination, the candidate shall be elected by a majority vote of the members present at the in-person Board of Directors meeting convened to fill the vacancy.

Section 3. Presidential Vacancy. In the event a vacancy exists for the office of President, the National Vice President shall serve as Acting President, the Secretary shall serve as Acting National Vice President and Treasurer shall serve as Acting Secretary and Treasurer until a new President is elected.

Section 4. Discipline Officer Vacancy. If a Discipline Vice President vacancy occurs, the Working Groups shall elect a new Chair. The President shall appoint an acting Chair of the Working Group who shall serve as Chair of the Working Group until election of a Discipline Vice President in accordance with the Policy Manual. An individual elected to fill a Discipline Officer vacancy shall hold office for the remainder of the term for that Officer position and, if the individual elected to fill the Officer vacancy is a Director, the remainder of the term of that Director's position shall be filled in the same manner the Director elected to the Officer position was selected.

Section 5. Director Vacancy. An individual elected to fill a vacancy shall hold office for the remainder of the term for that position and, if the individual elected to the Officer position is a Director, the remainder of the term of that Director's position shall be filled in the same manner the Director elected to the Officer position was selected.

CHAPTER VII – USHJA OFFICERS

Article 701 – Officers

Section 1. National Officers. The President, National Vice President, Secretary and Treasurer shall also be known and referred to herein as the “National Officers”. Beginning in 2022, the offices of Secretary and Treasurer will be combined (“Secretary/Treasurer”).

Section 2. Discipline Officers. The Chairman of the Jumper Working Group shall be the Discipline Vice President-Jumper and referred to herein as a “Discipline Officer” of USHJA. The Chairman of the Hunter Working Group shall be the Discipline Vice President-Hunter and referred to herein as a “Discipline Officer” of USHJA.

Article 702 – Responsibilities of National Officers

Section 1. President.

a. The President shall serve as the Chair and preside at all meetings of the Board of Directors and Executive Committee. The President shall also serve as ex-officio member of all Working Groups, Committees, and Task Forces or other USHJA member structures, except the Audit Committee and Nominating Committee.

b. The President shall ensure that the plans approved by the Board of Directors are being implemented.

c. The President shall hire and oversee the work of an Executive Director in accordance with Board of Directors approved policy.

d. The President shall guide the strategic growth and direction of the USHJA in accordance with policies approved by the Board of Directors.

e. The President shall preside over the volunteer leadership to encourage and inspire the Board of Directors, committee members and other individuals to serve and contribute their time and talent.

f. The President shall sign all contracts and obligations and perform such other duties as may be assigned to the President by the Board of Directors. The President may delegate this responsibility to the Executive Director. In the absence of a President, the Board of Directors may assign these duties in an interim basis to the Secretary.

g. Unless otherwise specified herein, the President shall appoint the Chair and/or Vice Chair or Co-Chairs of all committees, except for the Audit Committee and Nominating Committee, in accordance with Board of Directors approved policy.

h. The President may increase the number of members on any committee except the Executive Committee, Nominating Committee and Audit Committee.

i. The President may appoint special committees and sub-committees in accordance with Article 1102.3.

Section 2. President-Elect. The President-Elect shall be consulted by the current President and provide input in the seating of Working Groups, committees and task forces. The President

and Executive Director shall educate the President-Elect in both the administrative functions of the USHJA and its relationship with the Federation and other affiliates. Unless already serving as a member of the Board of Directors and/or Executive Committee, the President-Elect shall serve as a non-voting member of these entities.

Section 3. National Vice President. The National Vice President shall, in the absence of the President, conduct the business of the organization. The National Vice President shall have the authority to authorize payment as required to conduct the daily business of the organization in the absence of the President. The National Vice President shall perform other duties that may be assigned to the National Vice President by the Board of Directors or President.

Section 4. Secretary. The Secretary shall give the required notice of all meetings of the Board of Directors and Executive Committee through the USHJA staff. The Secretary shall perform other duties that may be assigned to the Secretary by the Board of Directors or President. The Secretary shall keep the minutes of the meetings of the Board of Directors and distribute these to the members of the Board of Directors. Beginning in 2022, the Secretary and Treasurer will become a combined “Secretary/Treasurer” position.

Section 5. Treasurer. The Treasurer shall oversee all funds and accounts of USHJA. The Treasurer shall oversee the proper keeping of the books of account, showing the disposition of funds of the USHJA, and make a full report in writing covering the financial condition of USHJA at each annual meeting and at other times that may be requested by the Board of Directors. The Treasurer may be assigned additional duties by the Board of Directors or President. Beginning in 2022, the Treasurer and Secretary will become a combined “Secretary/Treasurer” position.

Section 6. Leave of Absence. If any Officer must take a leave of absence of less than one year from their position, the Board of Directors may approve a resolution to permit and empower the remaining Officers to assume the duties of the absent Officer during the leave of absence.

Article 703 – Responsibilities of Discipline Officers

Section 1. Discipline Vice President-Jumper. The Discipline Vice President-Jumper shall be a member of the Board of Directors, Executive Committee and Chairman of the Jumper Working Group. The Discipline Vice President-Jumper shall perform such other duties as directed by the President or the Board of Directors.

Section 2. Discipline Vice President-Hunter. The Discipline Vice President-Hunter shall be a member of the Board of Directors, Executive Committee and Chairman of the Hunter Working Group. The Discipline Vice President-Hunter shall perform such other duties as directed by the President or the Board of Directors.

CHAPTER VIII – BOARD OF DIRECTORS

In selecting individuals to serve as Officers or Directors of USHJA, consideration should be given to the character and experience of the individual and the responsibilities of the position.

Article 801 – Board of Directors Authority and Responsibilities

Section 1. Authority and Responsibilities. The USHJA Board of Directors shall be the highest governing body of the Association and shall have authority over all governance,

administrative, financial and fiduciary matters. Additional specific responsibilities of the Board of Directors shall include, but not be limited to:

- a. Authorizing the President or the Executive Director (pursuant to Article 702.1.f) to enter into contracts in the name of USHJA.
- b. Making and enforcing the policies and procedures for the governance of USHJA and consideration of policies and procedures developed by others for use by USHJA.
- c. Approving or disapproving proposed rule modifications recommended by the Jumper or Hunter Working Group and other USHJA Committees for consideration by USHJA or the United States Equestrian Federation (USEF).
- d. Keeping a record of its proceedings and reporting at all Board of Directors meetings, including any special meeting of the Board of Directors.
- e. Altering or amending the dues structure, including all fees, at any time as it deems warranted.
- f. Identifying and designating USHJA representatives who are Senior Active Members of the USEF and the USHJA and who have designated Hunter as their primary discipline to the proportionally allocated National Affiliate positions on the USEF National Breeds and Disciplines Council, as provided for in the USEF Bylaws. The representatives shall be chosen from the Board of Directors. If there is not a sufficient number of Directors who are willing to serve, members will be nominated by the Hunter Working Group and elected by the Board of Directors. USHJA will designate a representative to serve on the USEF Board of Directors from the National Breeds and Disciplines Council.
- g. Identifying and designating two representatives who are Senior Active Members of the USEF and USHJA who have designated Jumper as their primary discipline to the FEI Affiliate position on the USEF International Disciplines Council for Jumping as provided for in the USEF Bylaws. The representatives shall be chosen from the Board of Directors. If there is not a sufficient number of Directors who are willing to serve, members will be nominated by the Jumper Working Group and elected by the Board of Directors.
- h. The Board members who serve on the USEF Councils will relinquish their seats if their Board seat expires prior to the re-seating of the USEF Council. The Board of Directors will then elect a new Board representative to serve the remainder of the vacated term.

Article 802 – Board Composition and Board Election Terms

Section 1. Composition. The Board of Directors shall consist of the following twenty-two (22) Directors, or such different number as increased or decreased by action of a two thirds (2/3) vote of the members of the Board of Directors present at the Annual Meeting, provided the Athlete, Discipline Vice President-Hunter and Discipline Vice President-Jumper representation on the Board are maintained and that not less than 40% of the Board of Directors has designated Jumper as their primary discipline. All USHJA Directors must be Senior Active Members, with each Director having one vote. The individuals selected to serve on the Board of Directors shall be:

- a. National Officers. President, Vice President, Secretary and Treasurer. In 2022, the Secretary and Treasurer shall become a combined “Secretary/Treasurer”. The President shall serve as Chair of the Board of Directors. The President, Vice President, Secretary and Treasurer are voting members of the Board of Directors. The President shall be elected by the Board of Directors at the September meeting of the Board of Directors and the Vice President, Secretary

and Treasurer shall be elected by the Board of Directors at the Annual Meeting of the Board of Directors held in conjunction with the USHJA Annual Meeting and in accordance with the Board of Directors approved election schedule and nominating procedures.

b. Jumper Working Group Representation. Four (4) (Five [5] beginning with the 2016 election year) Directors from the Jumper Working Group, which must include the Chair, who shall serve as the Discipline Vice President-Jumper. Two of these individuals must be Athletes as defined in Board of Directors approved policy. The Working Group Directors, including the Discipline Vice President, shall be elected by the Board of Directors. The individuals elected to hold these offices shall serve a four (4) year term unless elected to fill a vacancy (exception: in 2016 the five members shall be elected to serve a two (2) year term in order to initiate a stagger). Beginning in 2021, two (2) of the five (5) Directors from the Jumper Working Group (excluding the Chair) will have an interrupted term (see the Policy Manual). Beginning in 2022, only the Chair of the Jumper Working Group will serve as a Director.

c. Hunter Working Group Board Representation. Four (4) (Five [5] beginning with the 2018 election year) Directors from the Hunter Working Group, which must include the Chair, who shall serve as the Discipline Vice President-Hunter. Two of these individuals must be Athletes as defined in Board of Directors approved policy. The Working Group Directors, including the Discipline Vice President, shall be elected by the Board of Directors. The individuals elected to hold these offices shall serve a four (4) year term unless elected to fill a vacancy (exception: in 2016 the five members shall be elected to serve a two (2) year term in order to initiate a stagger). Beginning in 2021, two (2) of the five (5) Directors from the Hunter Working Group (excluding the Chair) will have their term interrupted (see the Policy Manual for the process). Beginning in 2022, only the Chair of the Hunter Working Group will serve as a Director.

d. At-Large Directors Board Representation. Seven (7) At-Large Directors shall be elected by the Board of Directors from nominations made by the Nominating Committee. In filling these Board of Directors positions, consideration shall be given to the composition and geographic distribution of the membership. Beginning in 2020, there shall be a total of six (6) At-Large Directors. These Directors shall be elected by the Board of Directors from nominations made by the Nominating Committee following the schedule in the Policy Manual. Three (3) of the At-Large seats must be filled by individuals capable of providing diversified non-equestrian related business experience, to the Board of Directors and USHJA. The individuals to serve At-Large shall be proposed by the General Membership and reviewed and processed as required by the Nominating Committee. The individuals elected to hold these offices shall serve a four (4) year term unless elected to fill a vacancy.

e. Dedicated Board Seats. Beginning in 2020, seats will be created for an Amateur and a Competition Manager from nominations made by the Nominating Committee.

Beginning in 2021, seats will be created for both a Zone and an Affiliate Board of Directors seat. In filling these Board of Directors positions, consideration shall be given to the composition and geographic distribution of the membership as provided by the Governance Committee. The individuals shall be proposed by the General Membership from the respective Zone Council and Affiliate Council and reviewed and processed by the Nominating Committee as pursuant to the Policy Manual. The individuals elected to hold these offices shall serve a four (4) year term unless elected to fill a vacancy.

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f. Athlete Board Seats. Beginning in 2021, a Hunter Athlete and Jumper Athlete will be elected as per the Policy Manual.

g. Director Emeritus. The Board of Directors may elect at each Annual Meeting one (1) Director Emeritus in recognition of distinguished service as an Officer or Director of the USHJA. Director Emeriti are non-voting members of the Board of Directors, may not be counted in the determination of a quorum and shall be exempt from payment of USHJA membership dues and Board of Directors attendance requirements. There shall be no more than five (5) living individuals recognized as Director Emeritus. The President may consult with any Director Emeritus regarding matters related to the USHJA.

Article 803 – Board of Directors Meetings

All meetings of the Board of Directors shall use the latest authorized edition of Robert’s Rules of Order for guidance on procedural issues not otherwise covered by these Bylaws.

Section 1. Annual Meeting and Mid-Year Meeting of the Board of Directors. The Annual Meeting of the Board of Directors shall be an in-person meeting and commence within thirty (30) days before or after December 1 of each year. The Annual Meeting of the Board of Directors shall commence as designated by the Board of Directors and remain in session, subject to the call of the Chair, until adjourned following the conclusion of the USHJA Annual Meeting as established by the Board of Directors in accordance with Article 204. The Mid-Year Meeting shall be an in-person meeting held in May of each year.

Section 2. Regular Board Meetings. The Board of Directors shall have a minimum of three (3) Regular meetings each year in addition to the Annual Meeting and Mid-Year Meeting of the Board of Directors. These additional Regular Board Meetings may be conducted via teleconference, video conference or other method approved by the Board of Directors. Any such Board of Directors approved meeting format is permissible for all meetings except Annual Meeting and Mid-Year Meeting, unless otherwise determined by the Board of Directors. The Secretary shall provide written electronic notice of such meetings to each Director in accordance with meeting notice requirements.

Section 3. Special Meetings. The President shall have the power to call a Special Meeting of the Board of Directors at any time. The Secretary shall provide written electronic notice of such meetings to each Director in accordance with meeting notice requirements.

Section 4. Attendance. A member of the Board of Directors who fails to attend at least fifty percent (50%) of the meetings of the Board of Directors within a twelve (12) month period may be removed from the Board by the President of the USHJA and replaced with another individual in accordance with Board of Directors approved policies and procedures. Any member of the Board of Directors who fails to attend two (2) or more meetings of the Board of Directors in a twelve (12) month period without being excused by the President will automatically be removed from the Board of Directors and Officer position if applicable.

Section 5. Removal. Any Director who cannot perform the duties of a Director under the Bylaws, shall be removed from his/her position by the Board of Directors. The term of such Director position shall be filled in the manner specified for that position under the Bylaws.

Section 6. Meeting Notice. The Secretary shall provide written electronic notice of such meetings to each Director in accordance with the following Board of Directors electronically distributed meeting notice requirements:

<u>Board of Directors Meeting</u>	<u>Minimum Notice*</u>
Annual Meeting	Thirty (30) Days
Regular Meetings	Seven (7) Days
Special Meetings	Twenty-four (24) Hours

*Notice by U.S. Mail - add seven (7) days to minimum notice.

*Notice by Overnight delivery - add three (3) days to minimum notice.

Section 7. Agenda. A preliminary agenda shall be distributed by the Secretary with the meeting notice for all meetings of the Board of Directors.

a. The Agenda shall be electronically distributed in accordance with the Meeting Notice requirements contained in Section 6 above or other means approved by the Board of Directors for all matters proposed to be considered at such meeting.

b. The agenda for such meeting must describe the matter with sufficient particularity and be accompanied by sufficient supporting materials (to the extent then available) as to afford the Board of Directors reasonable notice of the matter or matters which will be offered for consideration.

c. Notwithstanding the foregoing, additional agenda items for a specific matter not referred to in the agenda for the meeting of the Board of Directors may be considered and acted upon by the Board of Directors if: a supplement to the agenda, describing such matter in the same terms as provided above, has been sent by facsimile transmission or e-mail to the members thereof, not less than twenty-four (24) hours prior to the meeting in question or when the majority of the members present and voting at the meeting, vote to consider the matter.

Section 8. Quorum. At the Annual Meeting of the Board of Directors, two-thirds (2/3) of the voting members shall constitute a quorum. At all other meetings of the Board of Directors, one-third of its voting members shall constitute a quorum. If a quorum is not present at an Annual Meeting of the Board of Directors, such meeting shall be adjourned by the Chair to a future date and the Secretary shall provide notice to each Director at least three days prior to the rescheduled meeting.

Section 9. Meeting Minutes. The adopted minutes of each Board of Directors meeting shall be published to the membership in a timely manner to keep them fully informed of developments at the USHJA.

Section 10. Proxies. At all meetings of the Board of Directors, Executive Committee and all other committees, proxies are not permitted.

Section 11. Executive Session. At any meeting, the Board of Directors may determine by majority vote to go into Executive Session. Executive Sessions are not part of the record of a meeting and may not be used to take action on agenda items, except agenda items involving personnel reviews and other confidential business. Individuals who are not Members of the Board of Directors may be excluded from the Executive Session. National Officers may not be excluded from Executive Sessions of any committee, except the Audit and Nominating Committees.

Section 12. Extraordinary Attendance at Board of Directors Meeting. Under extraordinary circumstances, as determined in their absolute discretion by the unanimous agreement of the four (three beginning 2022) National Officers, members of the Board of Directors may participate in the Annual Meeting or the Mid-Year Meeting of the Board of Directors by means of a conference telephone or similar communications equipment which allows all persons participating in the meeting to hear each other at the same time.

CHAPTER IX – EXECUTIVE COMMITTEE

Article 901 – Composition, Term of Service, Authority and Responsibilities

Section 1. Composition. President shall serve as the Chair and voting member of the Executive Committee. The Executive Committee shall consist of the following eleven (11) individuals from the current Board of Directors.

Executive Committee members resulting from elected position.

- a. Four (4) National Officers; President, Vice President, Secretary and Treasurer
- b. One (1) Discipline VP – Jumper
- c. One (1) Discipline VP – Hunter

Additional Executive Committee members nominated by President with Board of Directors approval.

- d. One (1) Jumper Athlete
- e. One (1) Hunter Athlete
- f. Three (3) Directors. Two (2) of the three (3) selected cannot be members of a Working Group.

An Executive Committee restructure shall occur following conclusion of the Board of Directors Annual Meeting in scheduled even numbered election years. The Executive Committee will be reconstituted at the first meeting of the Board of Directors following the Annual Meeting. Pending the seating of the new Executive Committee, the elected Officers and Discipline Vice Presidents collectively are authorized to act as necessary.

Section 2. Term of Service. Members of the Executive Committee serve for a term of two (2) years, or the period of time between scheduled even numbered years Board of Directors Annual Meeting elections.

Section 3. General Authorities and Responsibilities. The USHJA shall have an Executive Committee which shall act between meetings of the Board of Directors or as otherwise provided in these Bylaws. When the Board of Directors is not in session, the Executive Committee shall have the same authority as the Board of Directors, excluding the Board of Directors authority to amend the Bylaws of USHJA.

Article 902 – Executive Committee Meetings

Section 1. Meetings. The Executive Committee shall normally meet in telephonic or other agreed upon electronic fashion at least six times per year. All meetings of the Executive Committee may, at the discretion of the Chair, use the latest authorized edition of Robert's Rules of Order for guidance on procedural issues not otherwise covered by these Bylaws. The President will normally schedule and convene the Executive Committee meetings as he deems necessary. However, an Executive Committee meeting must be convened by the President within five (5) days of receipt of a request for a meeting by five (5) or more members of the Executive Committee. The request for a meeting must include Agenda item(s) indicating the matter or matters that will be discussed.

Section 2. Attendance. If an Executive Committee member misses three (3) Executive Committee meetings in a twelve (12) month period for any reason, such absence constitutes cause for removal from the Executive Committee and replacement by another member of the

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Board of Directors selected by the President, subject to the approval of the Executive Committee.

Section 3. Meeting Notice. A meeting may be held after a minimum of twenty-four (24) hours electronic, telephonic or other similar notice to all members of the Executive Committee. The meeting shall be convened in a format which allows any member of the Executive Committee to participate in a meeting of the Committee by conference telephone call or similar other electronic communications equipment method allowing all members participating in the meeting to hear each other at the same time. Participation by such means shall be deemed present in person at the meeting.

Section 4. Quorum. Five (5) members of the Executive Committee shall constitute a quorum.

Section 5. Proxies. Proxies are not permitted at meetings of the Executive Committee.

Section 6. Executive Session. At any meeting, the Executive Committee may determine by majority vote to go into Executive Session. Executive Sessions are not part of the record of a meeting and may not be used to take action on agenda items except agenda items involving personnel reviews and other confidential business. Individuals who are not Members of the Committee may be excluded from the Executive Session. Actions, excluding discussions taken during Executive Sessions will be recorded, but will not be included in the adopted minutes published of the meeting.

Section 7. Meeting Minutes. The adopted minutes of each Executive Committee meeting shall be published to the membership in a timely manner to keep them fully informed of developments of the USHJA.

CHAPTER X – DISCIPLINE WORKING GROUPS

Article 1001 – Discipline Working Groups

Section 1. General. To operate efficiently and to maximize the expertise of the various members and disciplines, the USHJA shall have two working groups: Jumper Working Group and Hunter Working Group. The President, Vice President, Secretary and Treasurer shall be ex-officio, non-voting members of each Working Group. Working Group composition shall be selected initially, and every four years thereafter as provided in Article 1001.4 and 1001.5 (exception: in 2016 the Working Group members shall be elected to serve a two (2) year term in order to initiate a stagger (*BOD 10.17.16*). In addition to expertise within their designated discipline, Working Group members would ideally possess the following qualities and abilities: good judgment, sport wide perspective, ability to clearly communicate, ability to build consensus, ability to lead and motivate others and understand the necessity of continued growth and inclusion of others into our sport.

Section 2. Selection and Seating of Working Groups. In October of 2022 the President shall appoint the Working Group members for a four-year term, subject to Executive Committee approval and seating considerations. See Articles 1001.4 and 1001.5. The newly selected Working Groups shall meet jointly with the outgoing Working Groups for the months of November and December.

Section 3. Working Group Chairs. The new Working Group will elect their chair during the USHJA Annual Meeting. If necessary, the President shall designate an interim Chair for the Working Group pending the Working Group election of a Chair.

Section 4. Jumper Working Group Composition. In the seating of positions on the Jumper Working Group, the President will proceed in a manner that strives to achieve the diverse representation necessary to reflect the constituency including, but not limited to, amateurs, professional trainers, competition organizers and licensed officials. The President shall give consideration to recommendations from the USEF Jumping Sport Committee, USHJA Jumper Working Group, and Zone Committees in appointing the Jumper Working Group. The Jumper Working Group (19 members) shall be composed of four (4) Athletes and fifteen (15) individuals who have a range of expertise in the jumping discipline at the national level, two (2) of whom must be recommended by the Zone Committees.

Section 5. Hunter Working Group Composition. In seating of positions on the Hunter Working Group, the President will proceed in a manner that strives to achieve the diverse representation necessary to reflect the constituency including, but not limited to, amateurs, professional trainers, competition organizers and licensed officials. The President shall give consideration to recommendations from the USEF National Hunter Committee, USHJA Hunter Working Group, and Zone Committees in appointing the Hunter Working Group. The Hunter Working Group (19 members) shall be composed of four (4) Athletes and fifteen (15) individuals who have a range of expertise in the hunter discipline, two (2) of whom must be recommended by the Zone Committees.

Article 1002 – Working Group Task Forces

Section 1. General. To operate efficiently and to maximize the expertise of the various members, the Working Groups may request the President to establish a task force or joint task forces.

Section 2. Composition. When approved the Working Group Task Forces shall be as follows:

a. The Working Groups Task Forces shall consist of a minimum of five (5) Senior Active Members of the USHJA in good standing.

b. The Working Groups shall recommend to the USHJA President a minimum of five (5) individuals for consideration in making appointments to the Task Forces. One of the individuals must be a member of the Working Group.

c. The Working Groups may recommend to the President increasing the number of members of a Task Force.

Section 3. Task Force Reporting. A Task Force shall report to the Chair of the Working Group that created the Task Force. In instances where a Task Force does not believe that the Working Group is adequately addressing their issues, the Chair of the Task Force may communicate directly with the President who shall facilitate discussion between the Task Force and Working Group in accordance with the policies approved by the Board of Directors.

CHAPTER XI – COMMITTEES

Article 1101 – General

Section 1. Definition. For the purpose of these Bylaws, all Working Groups, Councils, Standing Administrative Committees, Standing Sports Committees, other Committees including Zone Committees, or other established groupings of members other than the Board of Directors

and Executive Committee **shall be referred to collectively as “committees”**. The terms and seating schedule as defined in the Policy Manual shall apply to all committees, unless a different provision on the matter is included within the Committee section of the Bylaws.

Section 2. Participation Requirements (Attendance). All individuals holding a seat must attend a minimum of seventy five percent (75%) of the meetings of that committee each year, unless a different requirement is stated herein or in the Board of Directors adopted policy. A committee member who fails to attend the required number of meetings, may be removed from the committee by the President of the USHJA and replaced with another individual, in accordance with Board of Directors approved policies and procedures.

Article 1102 – Eligibility and Composition

Section 1. Eligibility to Serve. Unless otherwise specified herein, any individual holding a seat on any committee within the USHJA must be a Senior Active Member of USHJA in good standing (Exception: Junior members of USHJA in good standing may be appointed to committees as non-voting members).

Section 2. Composition. All committee members shall be seated according to the provisions contained in the Policy Manual regarding each entity. Unless otherwise specified herein, each entity shall consist of a minimum of five (5) USHJA Senior Active Members appointed by the President or otherwise selected as set forth in these Bylaws. All committees are subject to additional conditions as set forth by the Board of Directors and some may require that a specific number of members are Athletes. Unless otherwise specified herein, the Chair and Vice Chair of each committee shall be appointed by the President in accordance with Board of Directors approved policy.

Section 3. Special Committees. The President may appoint special committees and sub-committees to address specific issues as deemed necessary. These committees shall have a specific purpose and goal to achieve and be time certain.

Article 1103 – Committee Meetings

Section 1. Proxies. At all meetings of the Board of Directors, Executive Committee and all other committees, proxies are not permitted.

Section 2. Meetings. All Standing committees shall meet a minimum of three (3) times per year including the one (1) in person meeting held during the Annual Meeting, unless otherwise specified herein. The President may waive the requirement to hold a committee meeting at the Annual Meeting. Working Group Task Forces will meet at the direction of the Working Group chair. Meeting via teleconference calls is permissible for all meetings except that meeting held at the Annual Meeting. The Chair shall have the power to call a meeting of the committee at any time and the staff liaison shall provide notice of such meetings to the committee at least seven days prior to the meeting. The President shall have the power to call a meeting of the committee at any time and the staff liaison shall provide notice of such meeting to the committee as soon as is practical prior to the meeting. Unless otherwise stated, a quorum shall consist of three (3) members or one-third of the committee, whichever is greater.

Section 3. Executive Session. At any meeting, an Administrative Standing Committee may determine, by majority vote, to go into Executive Session. Executive Sessions are not part of the record of a meeting and may not be used to take action on agenda items. Individuals who

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are not Members of the committee may be excluded from the Executive Session. National Officers may not be excluded except from the meetings of the Audit and Nominating Committees.

Section 4. Meeting Minutes. Unless specified elsewhere in the Bylaws, minutes of Committee meetings are not required; however, a “Summary of the Committee Actions” should be maintained by the Staff Liaison.

Section 5. Vacancies. Except as otherwise noted herein, a vacancy shall be filled by the President.

Section 6. Nominating Committee Vacancies. Should a vacancy occur on the Nominating Committee, the entity responsible for selection of the individual creating the vacancy shall, within thirty (30) days of the vacancy occurring, select a Senior Active Member who is not seeking any office, subject to Nominating Committee review, to fill the vacancy.

Section 7. Balloting. In matters related to committee actions, duly appointed or elected members of a USHJA committee may vote on matters in connection with committee actions.

a. Any committee member present during a meeting or the President or the Executive Director may request the use of a secret ballot during voting of the committee members. The Staff Liaison will notify committee of such request. Balloting shall be conducted in accordance with the Balloting procedures established by the Board of Directors and may utilize E-mail, secure telephonic and/or U. S. Mail ballots.

b. Between scheduled committee meetings, balloting shall be conducted in accordance with the Balloting procedures established by the Board of Directors and may utilize E-mail, secure telephonic and/or U. S. Mail ballots, provided that the matter or matters to be voted on have been discussed at a scheduled committee meeting and the minutes reflect that an E-mail, secure telephonic and/or U.S. Mail ballot will be utilized.

c. Members who are not present at the meeting are not permitted to vote on the issue.

CHAPTER XII – STANDING COMMITTEES

Article 1201 – Standing Committees

Section 1. Composition. Standing Committees shall be appointed by the President (with the exception of the Nominating Committee as referenced in Article 1203) every four (4) years and in making these appointments, the President may consider recommendations of the USHJA Board of Directors, Jumper and Hunter Working Groups and Zone Committees. Unless specified otherwise, the minimum number of members for a Standing Administrative or Sport Committee shall be five (5) members. The seating of positions on Standing Committees should be done in a manner that strives to achieve the diverse representation necessary to reflect the constituency while providing the necessary expertise, including Athlete representation where applicable.

Article 1202 – Standing Administrative Committees

Section 1. Committees. The USHJA shall have the following Standing Administrative Committees whose charters can be found in the Policy Manual (Exception: Nominating Committee see Article 1203):

- a. Nominating Committee
- b. Budget and Finance Committee

- c. Audit Committee
- d. Conduct Review Committee
- e. Planning Committee
- f. Rules Review Committee
- g. Governance Committee

Article 1203 – Nominating Committee

Section 1. Eligibility to Serve.

a. To be eligible to serve as a member of the Nominating Committee, an individual must be a Senior Active Member of USHJA and may not be currently seeking a position that requires Nominating Committee selection. Any Nominating Committee member who wishes to seek a position requiring review/selection by the Nominating Committee must resign from the committee no later than November 30 of the year preceding the Election Year and prior to the start of the Nominating Committee process which shall commence on December 1 of the year preceding the Election Year. After December 1, no Nominating Committee member may seek or accept nomination for any positions requiring Nominating Committee review in that Election Year and shall not be eligible for nomination or election to positions in that Election Year which are subject to Nominating Committee review and selection.

b. Any Nominating Committee member(s) who wishes to seek the position of President must resign from the Committee no later than November 30 of the year preceding the Election Year and prior to the start of the Nominating Committee process for Presidential review which shall commence on December 1 of the year prior to the Election Year. After December 1, no Nominating Committee member may seek or accept nomination for the position of President.

Section 2. Composition. Beginning in 2018, the Nominating Committee shall consist of nine (9) Senior Active Members of the USHJA in good standing and their terms shall be for four years. Requirements for Jumper or Hunter designation are set forth in Article 302. The members shall be appointed as follows:

a. Three (3) individuals shall be appointed by the Board of Directors to serve a term of four (4) years beginning in 2012. One (1) individual must be designated Jumper and one (1) individual must be designated Hunter. In 2016, three individuals shall be appointed by the Board of Directors to serve a term of two (2) years.

b. Two (2) individuals designated Jumper shall be appointed by the Jumper Working Group to serve a term of four (4) years beginning in 2014. One (1) individual must be an Athlete at the time of election in accordance with Board of Directors “Athlete” requirements. Additionally, one individual designated Jumper shall be appointed by the Jumper Working Group to serve a term of two years in 2016.

c. Two (2) individuals designated Hunter shall be appointed by the Hunter Working Group to serve a term of four (4) years beginning in 2014. One (1) individual must be an Athlete at the time of election in accordance with Board of Directors “Athlete” requirements. Additionally, one individual designated Hunter shall be appointed by the Hunter Working Group to serve a term of two years in 2016.

Section 3. Chair Selection and Duties.

a. Nominating Committee Chair. The Nominating Committee shall elect a Chair from among the members.

b. Duties of the Nominating Committee. In making nominations for Officers and At-Large Directors, the Nominating Committee shall consider the wide variety of interests and constituencies within the USHJA. These nominations should, insofar as is practical, seek to achieve an equitable representation of all interests on the Board of Directors. The Nominating Committee shall consider the eligibility of individuals whose names have been put forward for consideration in meeting the leadership needs of USHJA as recommended by the Governance Committee and approved by the Board of Directors. The Committee shall nominate for each open position the two individuals who in the opinion of the majority of members of the Committee are the most qualified candidates by education, background and experience to fulfill the duties of the position for which the nomination is being made. In the event that no candidate exists for a position, then the Nominating Committee must seek qualified individuals to fill the position(s).

Section 4. Confidentiality. All Nominating Committee meetings and business shall be confidential, including any nominations provided to the Board of Directors prior to their publication. Nominating Committee members must refrain from discussing Committee business outside of Committee meetings and only the official recommendations reported by the Committee are in the record.

No candidate for a position requiring Nominating Committee review and selection nor anyone acting on their behalf or for their benefit may contact any member of the Nominating Committee by any means for the purpose of discussing their candidacy or that of other candidates or to otherwise promote themselves or others for a nomination to the official Nominating Committee slate. Any individual doing so shall be deemed to have a conflict of interest, shall be ineligible for consideration, or have the candidate so discussed deemed ineligible for nomination or election in that Election Year and may be subject to review by the Conduct Review Committee.

Any member of the Nominating Committee who engages in unauthorized discussion with any candidate or with anyone outside of the Nominating Committee must resign his seat on the Nominating Committee immediately and may be subject to review by the Conduct Review Committee.

Section 5. Nominating Committee Timeline. The Nominating Committee Timeline shall be contained in the USHJA Policy Manual and shall be referenced as if contained within these Bylaws.

Section 6. Governance Committee. The Governance Committee shall provide recommendations for changes, if any, to the Nominating and election timeline to the Board of Directors Election procedures and the Election Timeline to the Board of Directors no later than the first of December prior to the Election Year and the Board of Directors shall vote on same no later than February 1 of the Election Year.

Information regarding the Nominating and Election procedures approved by the Board of Directors shall be made available to the membership. Membership nomination submission period commences on May 15 and ends on August 15 of the Election Year (exception: The Presidential Nomination submission begins April 15 and closes May 1).

Section 7. Nominating Committee Nominations. The Nominating Committee shall select the two most qualified individuals for each position, where possible, no later than November 20 of the Election Year and shall put those two nominees forward on the Committee's Official Slate vote by Board of Directors at its Annual Meeting (exception: Presidential election see

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Nominating Committee Timeline). The Official Slate shall also be made available for viewing by the membership.

Section 8. Quorum. Five (5) members of the Nominating Committee shall constitute a quorum.

Article 1204 – Standing Sport and Education Committees

Section 1. Committees. The USHJA shall have the following Standing Sport and Education Committees whose charters can be found in the Policy Manual:

Standing Sport Committees:

- a. Management Committee
- b. Competition Standards Committee
- c. Horse and Rider Advocate Committee

Standing Education Committees:

- a. Official's Education Committee
- b. Education Committee

Section 2. Additional Standing Committees. The President, with approval of the Board of Directors or Executive Committee, may create additional Standing Committees as needed to support the mission of the USHJA. Additional Standing Committees shall be listed on the USHJA website.

CHAPTER XIII – ZONE STRUCTURES

Article – 1301 Zone Structure

Section 1. General. The Zone Committees are education based geographic committees which facilitate communication between members and leadership and create Zone programs and educational opportunities for the benefit of their constituents. The Zone Committees shall make suggestions and provide member feedback to the Board regarding rules, conduct and programs within the disciplines.

Section 2. Definition of Zones. The United States shall be divided into twelve (12) combined Hunter and Jumper Zones composed of the fifty (50) States and the District of Columbia as follows:

Zone 1 New England: Maine, Vermont, New Hampshire, Massachusetts, Connecticut and Rhode Island.

Zone 2 Northeast: New York, New Jersey and Pennsylvania.

Zone 3 Mid-Atlantic: Delaware, Maryland, Virginia, West Virginia, District of Columbia and North Carolina.

Zone 4 Southeast: Georgia, Alabama, Mississippi, Florida, South Carolina and Tennessee.

Zone 5 North Central: Kentucky, Illinois, Indiana, Ohio and Michigan.

Zone 6 Midwest: Wisconsin, Minnesota, Iowa, North Dakota, South Dakota and Nebraska.

Zone 7 South Central: Kansas, Missouri, Oklahoma, Texas, Arkansas and Louisiana.

Zone 8 Mountain: Utah, Colorado, New Mexico and Arizona.

Zone 9 Northwest: Washington, Oregon, Idaho, Montana and Wyoming.

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Zone 10 Southwest: California and Nevada.

Zone 11 Hawaii.

Zone 12 Alaska.

Section 3. The Zone Council. The Zone Council is composed of Zone Chairs and Vice Chairs. Its function is to share information regarding sport and education between the twelve USHJA Zone Committees.

Article 1302 – Composition of the Zone Committees and the Zone Council

Section 1. Composition of the Zone Committee. Each Zone Committee shall be composed of fifteen (15) members of which 40% must be designated hunter and 40% must be designated jumper. Six (6) members (3 Hunter and 3 Jumper) will be elected by the members of each Zone. As pursuant to the Policy Manual, four (4) members will be appointed by the four (4) largest Affiliate Member Organizations. Five (5) members will be appointed by the President with Executive Committee approval.

Section 2. Composition of the Zone Council. The Zone Council shall be composed of the Chairs and Vice Chairs of each Zone. One must be hunter designated and the other jumper designated.

Article 1303 – Zone Committee Elections and Candidate Eligibility

Section 1. Eligibility to Vote. To be eligible to vote for or be elected to a Zone Committee, a person must be a Senior Active Member of USHJA, must have paid his or her dues by March 1, must have designated the applicable primary discipline of Hunter or Jumper (hereinafter sometimes referred to as “Hunter Members” or “Jumper Members”) and must have been a resident of the Zone for at least three hundred fifty (350) consecutive days immediately preceding the date of the Zone Committee election except that in Zone 11 Hawaii and Zone 12 Alaska, a person otherwise eligible who designates a primary affiliation of either Hunter or Jumper shall nevertheless be eligible to vote for or be elected to the Zone Committee. USHJA Junior, Senior, and Life members will be counted as of November 30 of the prior year for purposes of determining the number of hunter or jumper members in a given zone.

Section 2. Election Process. In 2012, and every four (4) years thereafter, each Zone shall elect a Zone Committee for a four (4) year term commencing on or before November 1 of the same year in accordance with Board of Directors approved policy. Election procedures shall be available thirty days (30) in advance of the beginning of the election process.

Article 1304 – Alaska and Hawaii.

Section 1. Zone 12 Alaska and Zone 11 Hawaii. These Zones will follow the provisions set forth in Article 1303 with the following exceptions:

a. The initial elected size of a Combined Hunter/Jumper Zone shall be three (3) members, one (1) of whom must have designated Jumper as their primary affiliation.

b. The Zone Committee will act as both the Hunter Zone Committee and the Jumper Zone Committee with regard to the provisions of Article 1303 wherever applicable.

CHAPTER XIV – AFFILIATE ORGANIZATION STRUCTURES

Article 1401 – Affiliate Member Organizations

Section 1. Affiliate Organization Definition. Affiliate Organizations shall consist of any local, state, regional and/or national organization, club, association, including educational institutions which offer equine competitions and/or equine related programs, and corporations or other entities approved for membership by the Board of Directors. Affiliate Organizations are not eligible to serve as Affiliate Member Organizations on the Zone Committee or Affiliate Council.

Section 2. Affiliate Member Organizations Definition and Eligibility to Serve on Zone Committees.

- a. Requirements. These organizations must be:
 1. Members in good standing with USHJA as per the requirements listed in the Policy Manual
 2. Have Bylaws
 3. Be governed by a volunteer board of directors with a minimum of five (5) members
 4. Be either a non-profit or mutual-benefit organization recognized as such by both its home state and the IRS
 5. Hold a minimum of fifteen (15) sanctioned shows in at least three (3) different venues
 6. Hold at least one annual educational activity
- b. Geography. Affiliate Member Organizations will be counted for representational purposes by the Zone in which their principal place of business is located

Article 1402 – Affiliate Council

Section 1. Composition. The Affiliate Council shall be composed of one elected Affiliate Organization member from each Zone plus a representative from the four (4) scholastic formats which include IHSA, NCEA, ANRC and IEA.

CHAPTER XV – GENERAL MANAGEMENT, ADMINISTRATION AND STAFF SUPPORT

Article 1501 – General Records of USHJA

The following records shall be maintained by USHJA. Backup copies of USHJA records shall be maintained offsite on a monthly basis.

Section 1. Minutes. USHJA Secretary shall keep permanent records of minutes of all meetings of the Board of Directors and Executive Committee and a record of all waivers of notices of meetings of the Board of Directors and Executive Committee.

Section 2. Accounting. USHJA shall maintain appropriate accounting records.

Section 3. Membership List. USHJA shall maintain a membership list in a manner that provides for preparation of an alphabetical list of members, by membership category.

Section 4. USHJA Official Records Form. The USHJA shall maintain its records in electronic form or in another form capable of conversion into printed form within a reasonable time.

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Section 5. Records Maintained at National Office. The USHJA shall maintain the following records at its principal office with offsite backup:

- a. The Certificate of Incorporation.
- b. The Bylaws.
- c. Resolutions including Budgets adopted by the Board of Directors.
- d. The minutes of all meetings of Directors, and records of actions taken by Directors without a meeting for the past four years.
- e. All written communications within the past four (4) years to the general membership.
- f. A list of the names and business or home addresses of the current Directors and Officers.
- g. A copy of the most recent corporate reports delivered to the New York Secretary of State.
- h. All financial statements and tax filings prepared for periods ending during the last seven (7) years that a member of the USHJA could have requested under Article 1505 of this Bylaw.
- i. The USHJA's application for recognition of exemption and the tax exemption determining letter issued by the Internal Revenue Service.
- j. All other documents and records required to be maintained by the USHJA at its principal office under applicable law or regulation.
- k. All Contracts or similar files relating to USHJA Agreements shall be retained for a minimum of six (6) years beyond the end date of the agreement.

Article 1502 – Budgets of USHJA

The Fiscal Year for USHJA shall be from December 1 through November 30 unless the Board of Directors shall establish a different fiscal year.

Section 1. Yearly Budget. Each year the USHJA shall develop a proposed budget for the next fiscal year in accordance with Board of Directors approved policy in the Policy Manual.

Article 1503 – Audit

Each year the USHJA shall have an annual audit of its books and accounts prepared by an independent certified public accountant as recommended by the Audit Committee and approved by the Board of Directors (See Policy Manual). The Audit Committee shall provide the auditor's report to the Board of Directors upon completion.

Article 1504 – Special Purpose Funds

Section 1. Scholarship Fund. The USHJA may establish a scholarship program to benefit deserving members. These scholarships may be used for college, university or other continuing education. All receipts and distribution of scholarships must be in accordance with USHJA procedures and policies and comply with all Internal Revenue Code and not for profit requirements. Scholarship recipients must be United States citizens and members in good standing of the USHJA.

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Section 2. Other Special Purpose Funds. The Board of Directors may establish additional special purpose funds from time to time as necessary to accomplish the objectives of USHJA.

Article 1505 – Inspection of Records

A Director shall be entitled to inspect, during regular business hours at the USHJA’s main office, any of the records of the USHJA described in Article 1501 above, provided that the Director gives the USHJA written demand at least five (5) business days before the date on which the Director wishes to inspect such records. At the discretion of the Officers and upon written request listing specific documents and payment of a reasonable fee to include the cost of USHJA copier, labor and supervision, copies may be provided in due course. In the discretion of the Officers, non-voting members may be permitted to inspect during regular business hours at the USHJA’s main office such records as the Officers deem appropriate, provided the non-voting member gives the USHJA at least five (5) business days prior written notice of their request. The Officers in their discretion may permit copying in accordance with the procedures established by the Officers for Directors.

Article 1506 – Conveyances and Encumbrances

Section 1. Property. Property of the USHJA may be assigned, conveyed or encumbered by such officers of the USHJA as may be authorized to do so by the Board of Directors, and such authorized persons shall have power to execute and deliver any and all instruments of assignment, conveyance and encumbrance; however, the sale, exchange, lease or other disposition of all or substantially all of the property and assets of the USHJA shall be authorized only in the manner prescribed by applicable statute.

Section 2. Contract Execution. No officer, employee or agent of the USHJA shall, nor shall they have the authority to make or execute any contracts or agreements of any nature if said contract or agreement causes or may cause the USHJA to be obligated to pay unbudgeted expenditures or other obligations the sum of which exceeds \$10,000 for any fiscal year, or if the obligation has a term or establishes a term extending beyond one year, then the sum of which exceeds \$15,000 over the life of the obligation, unless and until such contract or agreement has been approved by the Board of Directors or Executive Committee at a duly called meeting.

Article 1507 – Indemnification of Officers and Directors; Insurance

Section 1. Indemnification. USHJA shall indemnify its directors and officers to the fullest extent allowed under the New York Not-for-Profit Corporation Law.

Section 2. Directors and Officers Insurance. The USHJA shall purchase and maintain insurance on behalf of the Directors and Officers of the USHJA against liability asserted against them for acts or omissions in furtherance of their duties as Directors or Officers of the USHJA.

Article 1508 – General Standards of Conduct for Directors and Officers

Section 1. Discharge of Duties. The primary fiduciary responsibility of each Director is to the USHJA. Each Director and Officer, by accepting a seat on the Board of Directors and/or committee, shall be bound by and discharge his or her duties in good faith and in accordance

with applicable fiduciary duties, the USHJA Bylaws, Policies and Procedures and the USHJA Conflict of Interest Statement and Ethics Policy. Directors are responsible first to the USHJA, and then to the committee that they represent. Failure to comply with these standards may result in removal from the seat by a majority vote of the Board of Directors.

Section 2. Liability to USHJA and Its Members. Except as otherwise specified in the New York Not-for-Profit Corporation Law, a Director or Officer shall not be liable to the USHJA or its members for any action taken or omitted to be taken as a Director or Officer, as the case may be, if, in connection with such action or omission, the Director or Officer performed the duties of the position in compliance with Article 1509.1 and in compliance with any fiduciary duties owed to the USHJA.

Article 1509 – General Standards of Conduct for Committee Members and All USHJA Volunteers

Section 1. Discharge of Duties. The primary fiduciary responsibility of each Committee Member and volunteer is to the USHJA. Each member, by accepting a seat or position shall be bound by and discharge his or her duties in good faith and in accordance with applicable fiduciary duties, the USHJA Bylaws, policies, and the Conflict of Interest Statement and Ethics Policy. Members are responsible first to the USHJA, and then to the committee that they represent. Failure to comply with these standards may result in removal from their committee seat(s) or position.

Article 1510 – Conflict of Interest

Section 1. General. The Board of Directors shall adopt and maintain a written Conflict of Interest Policy applicable to Directors, Officers, Staff and all volunteers of USHJA. The Board of Directors shall oversee the adoption, implementation of and compliance with the Policy. The Policy shall:

- a. Define the circumstances which would constitute a conflict of interest
- b. Contain the procedures for disclosing a conflict
- c. Provide a requirement that the conflicted person not be present at or participate in Board of Directors or Committee deliberations, discussion or voting on the matter giving rise to such conflict
- d. Provide a prohibition against any attempt by the person with the conflict to influence improperly the deliberation or vote
- e. Contain a requirement that the existence and resolution of the conflict be documented in USHJA records, including the minutes of any meeting at which the conflict was discussed or voted upon
- f. Provide procedures for disclosing, addressing and documenting related party transactions
- g. Contain a requirement that Directors, Officers, Working Group members and key employees complete, sign and submit annual conflict of interest disclosure statements to USHJA
- h. Provide a procedure by which all other Staff and volunteers acknowledge receipt of, and agreement to, comply with the Conflict of Interest Policy.

Section 2. Disclosure of Conflict of Interest. Directors, Officers, Committee members and all volunteers must annually complete, sign and submit to the Secretary a statement

identifying, to the best of the person's knowledge, any entity with which the Director, Officer, Committee member or volunteer might have a conflicting interest. Conflicts which arise after signing the Conflict of Interest form must be disclosed to the USHJA Executive Office. Copies of the completed disclosure statements will be maintained by the Executive Office of the USHJA.

Section 3. Conflict of Interest. The USHJA acknowledges that committee members may have potential or actual conflicts of interest in agenda items requiring committee vote. Committee members shall be bound by the USHJA Bylaws and policies regarding conflicts of interests and shall follow all disclosure and reporting procedures as adopted by the organization.

Section 4. Officers, Directors and Committee Officers. It is of the utmost importance to the USHJA that its Officers, Directors, and Committee be non-conflicted with respect to decisions involving the furtherance of USHJA programs, decisions involving funding and use of funds, and decisions affecting the constituency of any horse show associations. This is especially true where one of the above positions is filled with an officer of any horse show association with paid memberships, competitions points, year-end awards, or treasury. Therefore, an officer of any horse show association whose membership is comprised of at least eighty percent (80%) Hunter and Jumper interests; is a not-for-profit organization; endorses competitions that offer hunter and jumper classes; offers year-end high-point or awards programs or a championship competition may not serve simultaneously as a USHJA Officer, USHJA Director, or Zone Committee Officer (Chairman, Vice Chairman, or Treasurer) unless express permission is received in writing from the USHJA Executive Committee. (Exception: USEF, FEI and USHJA Foundation).

Section 5. Confidentiality of Business. The members of any USHJA entity are required to maintain the confidentiality of entity business. Confidentiality will be maintained until it is determined by the USHJA, and the entity is notified that such confidentiality is no longer required, unless otherwise required by law. Failure to comply with these standards may result in censure and/or removal from the positions the individual holds pursuant to the policies of USHJA.

Article 1511 – Whistleblower Policy

The Board of Directors, through the Audit Committee, shall adopt a Whistleblower Policy to protect from retaliation those persons who report suspected improper conduct within USHJA. The policy shall provide that no Director, Officer, employee or volunteer who, acting in good faith, reports any action or suspected action taken by or within USHJA that is illegal, fraudulent, or in violation of any policy of the organization shall suffer intimidation, harassment, discrimination or other retaliation or, in the case of employees, adverse employment consequences. The policy shall include:

- a. Procedures including confidentiality provisions, for reporting violations or suspected violations of laws or organization policies.
- b. A requirement that an employee, Officer or Director be designated to oversee and administer the policy and report to the Audit Committee.
- c. A requirement that a copy of the policy be distributed to all Directors, Officers, employees and volunteers who provide substantial services to USHJA.

Article 1512 – Related Party Transactions

USHJA shall not enter into a related party transaction unless the transaction is determined by the Board of Directors to be fair, reasonable and in the best interest of USHJA at the time of the determination. For purposes of this Bylaw and in accordance with the laws of the State of New York, a “related party transaction” shall include any transaction, agreement or any other arrangement in which a related party has a financial interest. Related party includes any Director, Officer or key employee of USHJA, his or her relatives and any entity in which any such individual has a thirty-five percent or greater ownership interest or beneficial interest, or in the case of a partnership or professional corporation, a direct or indirect ownership interest exceeding five percent.

Where related party transaction between USHJA and a related party with a substantial financial interest in the transaction occurs, the Board of Directors must:

- a. Consider alternative transactions to the extent available prior to entering into the transaction.
- b. Approve the transaction by not less than a majority vote of the Directors present, excluding the related party, if applicable.
- c. Contemporaneously document in writing the basis for the Board approval, including its consideration of alternative transactions.

CHAPTER XVI – UNITED STATES EQUESTRIAN FEDERATION (USEF) AFFILIATION

Article 1601 – USHJA/USEF Responsibilities and Relationship

Section 1. Federation Recognition. The USHJA recognizes that United States Equestrian Federation (USEF) is the National Governing Body (NGB) and the National Federation Member (NF) of the FEI for the United States and is the authority for national equestrian discipline rules and governance in the United States.

Section 2. Federation Criteria. The USHJA agrees to comply with the criteria established by the USEF regarding the recognition of a National Affiliate organization and an International Discipline Association also known as an FEI Affiliate.

Section 3. Rules and the USEF Rule Book. The USHJA and its members agree to comply with and be bound by

- a. The Rules of the USEF
- b. The Hearing Committee decisions of USEF
- c. The USEF Drugs and Medications rules.

Section 4. USEF Hearing Committee. Any matters deemed by the Officers or Board of Directors to require adjudication by a hearing panel may be referred to the USEF. The USHJA shall recognize all penalties imposed by the USEF Hearing Committee.

Article 1602 – USHJA Recommendations for USEF National Discipline Committees

Section 1. USEF Jumping Sport Committee. A USEF Jumping Sport Committee shall be appointed for a four (4) year term to represent the member constituency participating in the Jumper division of USEF in accordance with USEF Bylaws.

Approved by the Board of Directors November 25, 2019

a. The duties of the USEF Jumping Sport Committee will be in accordance with USEF Bylaws.

b. An individual who serves as a Jumper Working Group member shall be recommended by the USHJA President for appointment to the USEF Jumping Sport Committee in accordance with USEF Bylaws. In selecting this individual, consideration shall be given to the recommendations of the Jumper Working Group and the individual must have extensive national and/or international experience in the Jumper discipline as an owner, rider, trainer, licensed official or competition manager.

Section 2. USEF National Hunter Committee. A USEF National Hunter Committee shall be appointed for a four (4) year term to represent the member constituency participating in the Hunter Division of USEF in accordance with USEF Bylaws.

a. Duties of the USEF National Hunter Committee will be in accordance with USEF Bylaws.

b. Individuals who serve as Hunter Working Group members shall be recommended by the USHJA President for appointment to the USEF National Hunter Committee in accordance with USEF Bylaws. In selecting these individuals, consideration shall be given to the recommendations of the Hunter Working Group and the individuals must have extensive experience in the hunter, equitation, or breeding divisions as an owner, rider, trainer, licensed official, or competition manager.

CHAPTER XVII – MISCELLANEOUS

Article 1701 – Miscellaneous

Section 1. Invalid Provision. If any provision of these Bylaws is held to be illegal, invalid or unenforceable under present or future laws, such provision shall be fully severable; these Bylaws shall be construed and enforced as if such illegal, invalid or unenforceable provisions had never comprised a part of these Bylaws, and the remaining provisions of these Bylaws shall remain in full force and effect and shall not be affected by the illegal, invalid or unenforceable provision or by its severance from the Bylaws.

Section 2. Savings Clause. Failure of literal or complete compliance with provisions of these Bylaws with respect to dates and times of notice, or the sending or receipt of same, or errors in phrasing of notice of proposals, which in the judgment of a majority of the members present at the meetings held do not cause substantial injury to the rights of members, shall not invalidate the actions or proceedings of the Board of Directors, Committees, Councils, or Task Forces.

Section 3. Board of Directors Policies and Procedures and Additional Information. Board of Directors approved policies and procedures and additional information referenced herein are available at www.ushja.org.

CHAPTER XVIII – AMENDMENTS

Article 1801 – Amendments

These Bylaws may be added to or amended at any duly called meeting of the Board of Directors at which a quorum is present upon a majority vote of those Directors present at that meeting.

Amendments to these Bylaws may be proposed by any member of the Board of Directors. All proposed amendments must be submitted to the President in writing at least ten (10) days prior to a regularly scheduled Board of Directors meeting. The President shall then provide notice of the proposed amendment to the Board of Directors at least five (5) days prior to the next regularly scheduled meeting of the Board of Directors. The foregoing process notwithstanding, in the case of emergency or extraordinary circumstance, at any duly called meeting of the Board of Directors, a Director may propose an amendment or addition to the Bylaws. If it is determined by a majority vote of those Directors present that such circumstance exists, the amendment or addition to the Bylaws may then be considered and voted upon by the Directors present. In the case of a Special Meeting of the Board of Directors or extraordinary circumstance, the Board of Directors may consider and approve amendments to the Bylaws upon majority vote of those Directors present at the meeting.

CHAPTER XIX – USHJA FOUNDATION

Article 1901 – USHJA Foundation

Section 1. Purpose of USHJA Foundation. The USHJA Foundation (“Foundation”) is organized as a not-for-profit corporation under the laws of the Commonwealth of Kentucky and its specific goal and objective shall be to support and benefit the mission and programs of the United States Hunter Jumper Association, Inc. (“USHJA”) and USHJA shall be its sole supported organization.

Section 2. Foundation Status. The Foundation, at all times hereunder, shall be operated exclusively for the benefit of, to perform the functions of, or to carry out the purposes of, the organization named in the Articles that is exempt from taxation under section 501(c)(3) of the Internal Revenue Code of 1986, as amended (“Code”) and that it is not a private foundation because it is described in sections 509 (a)(1) or (2) of the Code.

The Foundation is intended to and does qualify as a “Type I” supporting organization described in section 509(a)(3) of the Code and this Foundation is intended to be exempt from taxation under section 501(c)(3) of the Code. The Foundation Bylaws shall be construed accordingly, and all powers and activities hereunder shall be limited accordingly. USHJA shall be its sole supported organization.

Section 3. Member. The Foundation is a membership corporation and shall have only one Member: The United States Hunter Jumper Association, Inc. (“USHJA” or “Member”).

a. Membership Fee. The Foundation shall not require that any annual membership fees be paid by its Member.

b. Rights of Member. As the supported organization of the Foundation and its sole Member, the Member shall have the right to appoint and remove all Foundation Directors and Officers. Member may require that the Foundation provide a mid-year and annual report to and receive approval from the USHJA Board on the following items: all Foundation finances and investments, annual independent Audit, Foundation operating and fund development plans prior to their implementation. The Foundation may not amend these Bylaws without the prior, written consent of the Member.

Section 4. USHJA Foundation Board Representation. The USHJA President shall represent the USHJA Foundation on the USHJA Board of Directors.

Approved by the Board of Directors November 25, 2019