Approved by the Board of Directors July 24, 2026

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. Principles. The Board of Directors, Officers, Working Groups, Committees, Councils and Task Forces of USHJA shall be selected without regard to religion, race, color, gender, sex, sexual orientation, 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 the preceding May, will assume the duties of the Office of President upon adjournment of the USHJA Annual Meeting of the Board of Directors the following December. 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 nominated by the General Membership and/or Board of Directors during the nominations period, and selected 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/Treasurer) shall be elected by the Board of Directors from a slate of candidates selected by the Nominating Committee and presented by the Chair of 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. The offices of Secretary and Treasurer were combined in 2022 and the seat thereafter known as Secretary/Treasurer. Election to the position of Secretary/Treasurer shall be every four (4) years with a four (4) year term.

c. 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 Mid-Year May meeting of the Board of Directors. 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 Directors At-Large shall assume office and become members of the Board of Directors in accordance with Article 501.

Article 304 – Conduct of Board of Directors Elections

Section 1. Election of the President.

a. Election of the President will take place at the May Mid-Year Meeting of the USHJA Board of Directors preceding the Annual Meeting at which the sitting President's term ends.

b. At the May Mid-Year Meeting of the USHJA Board of Directors, the Chair of the Nominating Committee shall present the official slate of candidates for President to the Board of Directors. All candidates for President shall make a short in-person presentation to the Board of Directors and answer any questions asked by the Directors.

c. The Board of Directors shall elect the President utilizing a secret ballot at the May Mid-Year 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. All candidates for President must be current members of the USHJA Board of Directors or have served on the USHJA Board of Directors within the three-year period preceding the Annual Meeting when the President-Elect takes office (i.e. individuals who served after the conclusion of the 2025 Annual Meeting and subsequently left the Board of Directors may be considered in the 2028 Presidential election).

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 candidates to the Board of Directors. All candidates for National Vice President, and Secretary/Treasurer shall make a short in-person presentation to the Board of Directors and answer any questions asked by the Directors.

Section 3. Annual Meeting Board of Directors Elections Ballot #1. The election of National Officers (National Vice President, Secretary/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 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 Officer elections to the Board of Directors. All candidates for Director At-Large seats (exception: Affiliate Council Seat and Zone Council Seat) shall be selected by the Nominating Committee and presented by the Chair of the Nominating Committee on one Ballot with the equivalent of two candidates per seat (i.e. Eight candidates shall be submitted together for voting to fill four seats). All candidates for Board of Directors seats shall make a short in-person presentation to the Board of Directors and answer any questions asked by the Directors.

Section 5. Election by Majority vote. Candidates shall be elected by a majority vote of the members present at the in-person Board of Directors meeting.

Article 305 – Election of Discipline Officers

Section 1. Discipline Officers. Only the Chair of a Working Group is eligible to hold the position of USHJA Discipline Vice President on the Board of Directors. No additional nominees for this position may be considered and this seat is not subject to Nominating Committee process.

CHAPTER IV – TERMS

Article 401 – Terms

Section 1. Terms.

a. "Term" is defined as service in an elected or appointed capacity from the time of seating regardless of length of time served. 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. All regular elections of National Officers shall be for a four (4) year term.

c. 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 unless the Officer or Director is otherwise removed from office pursuant to provisions of these Bylaws.

Section 1. President. The term of the President, elected at the May Mid-Year meeting of the Board of Directors, shall commence at the conclusion of the USHJA Annual Meeting of the Board of Directors following that election.

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.

a. 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) Terms with the exception of the President, National Vice President, and Secretary/Treasurer.

b. After serving as a Director for three (3) Terms, an individual may be elected to the office of National Vice President or Secretary/Treasurer for an additional two (2) terms.

Section 3. Number of 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 five (5) Terms except that any currently serving member of the Board of Directors may be elected to the

position of President for two (2) terms following their previous service on the Board of Directors. However, after serving in the position of President for any length of time, an individual may not be elected to any position on the Board of Directors of USHJA, except for that of Emeritus Director (Article 802.1(h)).

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, and the Secretary/Treasurer shall serve as Acting National Vice President until a new President is elected. However, if a vacancy exists for the office of President at a time in which there exists a President-Elect (i.e. a person duly elected as President in accordance with these Bylaws whose term has not yet begun), then, with the President-Elect's consent, and by a majority vote of the Board of Directors at any duly called meeting of the Board of Directors, that President-Elect shall fill the vacancy of the office of President, with the other National Officers remaining in their respective offices.

Section 4. Discipline Officer Vacancy. If a Discipline Vice President vacancy occurs, the President shall appoint a new Working Group Chair, who will serve as the Discipline Vice President. An individual appointed to fill a Discipline Officer vacancy shall hold office for the remainder of the term for that Officer position and, if the individual appointed 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, and Secretary/Treasurer shall also be known and referred to herein as the "National Officers".

Section 2. Discipline Officers. The Chair of the Jumper Working Group shall be the Discipline Vice President-Jumper and referred to herein as a "Discipline Officer" of USHJA. The Chair 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 policies.

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.

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 policies.

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 seat the Working Groups, committees and task forces if that reseating shall occur following the election of the President at the May Mid-Year meeting and prior to the President-Elect assuming office at the conclusion of the following Annual Meeting in December.

Section 3. National Vice President. The National Vice President shall, in the absence or other inability of the President to fulfill the duties of that office, 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 will actively assist the President with: running of the Board of Directors and Executive Committee meetings, leading Town Halls, and responding to member inquiries and comments. 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/Treasurer.

~~a.~~ The Secretary/Treasurer shall give the required notice of all meetings of the Board of Directors and Executive Committee through the USHJA staff, shall perform other

duties that may be assigned by the Board of Directors or President, shall keep the minutes of the meetings of the Board of Directors and distribute these to the members of the Board of Directors.

b. The Secretary/Treasurer shall oversee all funds and accounts of USHJA, 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, and may be assigned additional duties by the Board of Directors or President.

Section 5. 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 Chair of the Jumper Working Group. The Discipline Vice President-Jumper, in addition to being a member of the USHJA leadership team, shall represent and present the needs and perspectives of the discipline, and the recommendations of the Task forces at all Executive Committee, Board and USHJA meetings; and 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 Chair of the Hunter Working Group. The Discipline Vice President-Hunter, in addition to being a member of the USHJA leadership team, shall represent and present the needs and perspectives of the discipline, and the recommendations of the Task forces at all Executive Committee, Board and USHJA meetings; and 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. Altering or amending the dues structure, including all fees, at any time as it deems warranted.

e. 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.

f. 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.

g. The Board members who serve on the USEF Councils must 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 eighteen (18) 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 where possible 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, National Vice President, and Secretary/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, National Vice President, and Secretary/Treasurer are voting members of the Board of Directors. The President shall be elected by the Board of Directors at the May Mid-Year Meeting of the Board of Directors and the National Vice President, and Secretary/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. Individuals seeking election to a National Officer seat shall not be permitted to also seek election to a different seat on the Board of Directors during the same election cycle.

b. Jumper Working Group Representation. The Chair of the Jumper Working Group shall serve on the Board of Directors as Discipline Vice President-Jumper.

c. Hunter Working Group Board Representation. The Chair of the Hunter Working Group shall serve on the Board of Directors as Discipline Vice President-Hunter.

d. At-Large Directors Board Representation. At-Large Directors shall be elected by the Board of Directors from nominations made by the Nominating Committee. Consideration should

be given to the demographic and geographic distribution of the membership, and specific experiential and skill sets as recommended by the Governance Committee and approved by the Board of 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. At-Large seats must be filled by individuals who have the necessary skills as recommended by the Governance Committee and approved by the Board of Directors to help the Board meet its goals and objectives. The individuals seeking At-Large seats shall be nominated by the general membership, reviewed and recommended for election by the Nominating Committee in accordance with Board approved policies. The individuals elected to hold these offices shall serve a four (4) year term unless elected to fill a vacancy.

e. Board Dedicated Seats.
In filling seats on the USHJA Board of Directors, consideration shall be given to the demographic and geographic distribution of the membership, and specific experiential and skill sets as recommended by the Governance Committee and approved by the Board of Directors.:

f. Zone and Affiliate Seats. Designated Board seats for one Zone and one Affiliate Board of Directors seat. In filling these seats on the Board of Directors, consideration shall be given to the composition and geographic distribution of the membership. At least two individuals shall be recommended by each of the respective Zone Council and Affiliate Council and reviewed and processed by the Nominating Committee 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.

g. Athlete Board Seats. Designated Board seats for one Hunter Athlete and one Jumper Athlete as defined by Board policies.

h. Education Working Group Chair. To be appointed by the President to serve a two year term.

i. Director Emeritus. The Board of Directors may elect at each Annual Meeting one (1) Director Emeritus in recognition of distinguished prior service as a Board Officer or Director of the USHJA. Director Emeriti are non-voting members of the Board of Directors, shall 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 and/or Board may consult with any Director Emeritus regarding matters related to the USHJA.

j. Notwithstanding any other provision of this Article 802, the President shall appoint the Chairs of the Hunter, Jumper, and Education Working Groups. Each appointment must be approved, before the appointee assumes office, by a vote of a majority of the members of the Board of Directors. Upon approval, the appointee will assume the applicable Working Group Chair position and the related seat on the Board of Directors.

If the Board of Directors does not approve an appointee, that individual shall not assume either the Working Group Chair position or the related seat on the Board of Directors. The President shall then appoint another individual, whose appointment shall be subject to the same Board approval requirement.

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 two (2) 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/Treasurer shall provide written electronic notice of such meetings to each Director in accordance with meeting notice requirements.

Section 3. Special Meetings. Special Meetings of the Board of Directors may be called by the President or by a majority of the Directors then in office. Upon receipt of a written request signed by a majority of Directors then in office or the President, the Secretary/Treasurer must 1) provide written electronic notice of such meetings to each Director within 24-hours of receiving the request and 2) in accordance with Meeting Notice requirements the electronic notice must be at least 24 hours in advance of the meeting. In addition, the meeting must be held within seven (7) days of the notice.

Section 4. Attendance. A member of the Board of Directors who fails to attend at least Seventy-five percent (75%) 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 consecutive 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/Treasurer shall provide written electronic notice of such meetings to each Director in accordance with the following Board of Directors electronically distributed meeting notice requirements:

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

Section 7. Agenda. A preliminary agenda shall be distributed by the Secretary/Treasurer 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/Treasurer 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. 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 three 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 nine (9) individuals from the current Board of Directors.

Executive Committee members resulting from elected position.

a. Three (3) National Officers: President, Vice President, and Secretary/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. Two (2) Directors.

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 National 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 and other restrictions in accordance with the Not-For-Profit Corporation Laws of the State of New York.

Article 902 – Executive Committee Meetings

Section 1. Meetings. The Executive Committee shall meet in telephonic or other agreed upon electronic fashion at least six times per year. All meetings of the Executive Committee may 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 schedule and convene the Executive Committee meetings as that person 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 Board of Directors selected by the President and approved by the Board of Directors.

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. Four (4) 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. 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, National Vice President, and Secretary/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 In addition to expertise within their designated discipline, Working Group members must 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. The President shall appoint the Working Group members for a four-year term, subject to Executive Committee approval and seating considerations. Beginning December 1, 2026, the Working Groups shall be comprised of the Chairs of the Working Group Task Forces, two (2) Athletes as defined per respective disciplines, and up to three (3) additional members appointed by the President.

Section 3. Working Group Chairs. The President will appoint Chair of the Working Group with input from and a list of suggested nominees provided by the Working Group.

Section 4. Jumper Working Group Composition. The Jumper Working Group shall be composed of the Chairs of each of the Jumper Working Group Task Forces, two (2) Athletes, and up to three (3) additional members appointed by the President.

Section 5. Hunter Working Group Composition. The Hunter Working Group shall be composed of the Chairs of each of the Hunter Working Group Task Forces, two (2) Athletes, and up to three (3) additional members appointed by the President.

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 Group 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, Task Forces, 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. 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 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.

Section 3. Appointment of Chair and Vice Chair. 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 4. Vacancies. Except as otherwise noted herein, a vacancy shall be filled by the President.

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.

1. 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.
2. 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. Attendance - Participation Requirements. All individuals holding a committee 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.

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. 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 or secure electronic 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 or secure electronic ballots, provided that the matter or matters to be voted on have been discussed at a scheduled committee meeting and the minutes reflect an E-mail or secure electronic ballot.

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 or President-Elect as applicable (with the exception of the Nominating Committee as referenced in Article 1203) every four (4) years and in making these appointments, the President or President-

Elect may consider recommendations of the USHJA Board of Directors, Jumper and Hunter Working Groups and Zone Committees. 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. Awards Committee
b. Diversity and Inclusion Advocacy Committee
c. Nominating Committee
d. Budget and Finance Committee
e. Audit Committee
f. Conduct Review Committee
g. Planning Committee
h. Rules Review Committee
i. Governance Committee
j. Safety 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 2026 and following expiration of existing terms, the Nominating Committee shall consist of nine (9) Senior Active Members of the USHJA in good standing and their terms shall be for two years. Requirements for Jumper or Hunter designation are set forth in Article 302. The members shall be appointed as follows and must be members of the respective committees/Board at time of appointment:

a. Two (2) individuals shall be appointed by the Board of Directors.

b. Three (3) individuals designated Jumper shall be appointed by the Jumper Working Group. One (1) individual must be an Athlete at the time of election in accordance with Board of Directors "Athlete" requirements.

c. Three (3) individuals designated Hunter shall be appointed by the Hunter Working Group. One (1) individual must be an Athlete at the time of election in accordance with Board of Directors "Athlete" requirements.

d. One (1) individual shall be appointed from the Governance Committee.

e. USHJA Legal Counsel shall serve as Facilitator of the Nominating Committee.

Section 3. Nominating Committee Vacancies. Should a vacancy occur on the Nominating Committee during a two-year term, the vacancy shall be filled as soon as possible, but no later than 30 days after the Executive Director receives written notice of the vacancy. The body that originally selected for the vacated seat shall fill the vacancy using the same selection method originally used for that seat. A person selected to fill the vacancy shall serve for the remainder of the unexpired term.

Section 4. 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 from the list of nominated candidates, for each open position, the two individuals who in the opinion of the majority of members of the Nominating Committee are the most qualified candidates by geography, education, background and experience to fulfill the duties of the position for which the nomination is being made.

Section 5. Confidentiality of Committee Members, and Proceedings.

a. The names of the Nominating Committee members will be kept confidential.
b. 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.
c. 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.
d. 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 6. Nominating Committee Timeline and Procedures. The Nominating Committee Timeline shall be contained in the USHJA Policy Manual and shall be referenced as if contained within these Bylaws. Information regarding the Nominating and Election procedures approved by the Board of Directors shall be made available to the membership.

Section 7. Nominating Committee Nominations. The Nominating Committee, where possible, shall select the two most qualified individuals for each position 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 Nominating Committee Timeline). Individuals seeking election as a National Officer shall not be permitted to also seek election to a different seat on the Board of Directors during the same election cycle. Where nominations are for non-designated, At-Large Director seats, the names of all the nominated candidates shall be presented on a single ballot, and there must be two individuals available for each seat to be filled (i.e. eight candidates submitted to fill four seats). 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.

Section 9. Governance Committee Recommendations. The Governance Committee shall provide recommendations to the Board of Directors regarding specific skill sets and other criteria to ensure that the Board is comprised of individuals with the relevant and necessary subject matter expertise, subject to Board approval. Following Board approval, these recommendations shall be forwarded to the Nominating Committee as additional candidate requirements to be used in selecting candidates.

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

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.
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. The Zone Council shall have one seat on the USHJA Board of Directors.

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

Section 1. 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. Beginning in 2024, 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 elected size of a Combined Hunter/Jumper Zone Committee shall be a minimum three (3) members, one (1) of whom must have designated Jumper as their primary affiliation.

CHAPTER XIV – AFFILIATE ORGANIZATION STRUCTURES

Article 1401 – Affiliate Organizations

Section 1. Affiliate Organization Definition. An Affiliate Organization shall be 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.

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

a. Requirements. These organizations must be:
    1. Must be current in their membership as an Affiliate Organization, and a member in good standing with USHJA as per the requirements listed in the Policy Manual
    2. Have Bylaws
    3. The two (2) Affiliate Organizations with the largest reported membership will be invited to appoint a member to their respective Zone Committee
    4. Should the Affiliate appointee already be an elected member of the Zone Committee, the Affiliate Organization with the next highest total membership will be invited to appoint a member to the respective Zone Committee.
b. Geography. Affiliate Organizations will be counted for representational purposes by the Zone in which their principal place of business is located

Article 1402 – National Affiliates Council

Section 1. Composition.

a. The National Affiliate Council shall be composed of a representative from each of the two largest Hunter Jumper Affiliate Organizations in each Zone plus a representative from the four (4) largest national scholastic formats by membership size.
b. The National Affiliate Council shall have one seat on the USHJA Board of Directors.

Section 2. Term. National Affiliate Council representatives will serve for a four (4) year term.

Section 3. The President, taking into consideration the recommendations from the National Affiliate Council, shall appoint the Chair and Vice Chair from members of the National Affiliate Council.

Section 4. Affiliate, Scholastic Representation Changes/Vacancies. In the event of a vacancy due to change in the Affiliate representative elected to serve on the National Affiliate Council, the vacancy will be filled within 90 days by the original group seating that individual. Any change in appointed scholastic representative~~,~~ will be filled within 90 days by the scholastic organization. Newly elected representatives will serve the remaining term of the representative replaced.

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/Treasurer shall be responsible for maintaining 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.

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 – 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 1505 – 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 1506 – 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 1507 – 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, Ethics Policy, and Code of Conduct. 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 1508.1 and in compliance with any fiduciary duties owed to the USHJA.

Article 1508 – 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, and Code of Conduct. 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 1509 – 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/Treasurer 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 members 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.

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 notification provided 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 1510 – 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 1511 – 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.

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.