

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

CHAPTER I – GENERAL PROVISIONS

Article 101 – Name and Location

Section 1. Name. The name of this corporation shall be the 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. The corporation may also establish and maintain other offices both within and without the State of Kentucky as the Board of Directors (BOD) may determine or the business of the corporation may require.

Article 102 – Objectives

Section 1. Mission Statement. The USHJA, as the Official National Affiliate for the Hunter/Jumper discipline, promotes our sport and the well being of its participants, offers broad based education for our members and provides the framework for the conduct of our sport.

Section 2. Principles. The Board of Directors, Officers, Committees, Councils and Task Forces of USHJA shall be selected without regard to religion, race, color, sex, or national origin.

Section 3. Participation. Any individual holding a seat on the BOD must be a Senior Active Member of the USHJA in good standing and any individual holding a seat on any committee within the USHJA must be a Senior Active or Senior Associate Member of USHJA in good standing (Exception: Youth Committee which may have Junior non-voting members of USHJA in good standing). All individuals holding a seat must attend a minimum of 50% of the meetings of that entity each year or said individual may be removed from his seat by the President of the USHJA and replaced with another individual pursuant to the procedures incorporated within these Bylaws.

Section 4. The USHJA may establish a scholarship program to benefit deserving members. These scholarships may be used for college, university or other continuing education. All collection of revenues and distribution of scholarships must be in accordance with USHJA procedures and policies which comply with all Internal Revenue Code and not for profit requirements. Recipients must be United States citizens and members in good standing of the USHJA.

Article 103 – Miscellaneous Provisions

Section 1. Fiscal Year. The Board of Directors shall establish the fiscal year of the USHJA.

Section 2. 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. For the purpose of these Bylaws, all committees, councils and task forces shall be referred to collectively as “committees”.

Section 3. 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 4. 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 5. Robert’s Rules of Order. The Annual Meeting and other meetings of the Board of Directors shall use the latest authorized edition of Robert’s Rules of Order as a guide.

Article 104 – Federation Recognition, Criteria, and Rule Book

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 sole 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 aka: FEI Affiliate.

Section 3. Rules and the USEF Rule Book. The USHJA and its members agree to comply with and be bound by (i) the Bylaws and Hearing Committee decisions of USEF; (ii) USEF rules regarding education and licensing of officials; and (iii) USEF Drugs and Medications rules. USHJA and its members agree to comply with and be bound by the rules in the USEF Rule Book which govern the disciplines of Hunter and Jumper.

Section 4. Any matters deemed by the Officers or Board of Directors to require adjudication by a hearing panel will be referred to the USEF as NGB. The USHJA shall uphold all findings of the USEF Hearing Committee.

CHAPTER II – MEMBERSHIPS AND AFFILIATES

Article 201 – Eligibility

Membership in USHJA is open to any individual 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. As a condition of membership in the USHJA, members shall strive to uphold the USHJA Member Code of Conduct contained herein.

USHJA Member Code of Conduct

As members of the USHJA, we recognize our role in furthering the hunter and jumper sport by holding ourselves to the highest ethical standards. We shall strive:

- To adhere to the rules and standards set forth by the USHJA and the USEF and to work to further their goals and objectives.
- To ensure that the welfare of the horse is the foremost consideration and that every horse shall be treated humanely, with dignity and compassion.
- To conduct all business affairs with transparency to promote confidence among all equestrians and the public in the hunter/jumper industry.

Article 202 – Voting Constituency

Section 1. Voting Members. Voting Members of USHJA are those Senior Active Members from time to time 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.

Article 203 – Dues and Fees

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

Article 211 – Membership Categories

Individual members shall designate a primary affiliation of hunter or jumper.

Section 1. Individual Members. Members consist of individuals who have joined USHJA in one or more of the membership classifications below:

- a. Junior Active Members. Those individuals who have not reached their eighteenth birthday as of December 1st of each competition year and who have paid the requisite dues.

- b. Senior Active Members. Those individuals who have reached their eighteenth birthday and who have paid the requisite dues.
- c. Junior Associate Members. Those individuals who have not reached their eighteenth birthday as of December 1st of each competition year and who have paid the requisite dues and do not compete as USHJA Junior Active Members in USEF recognized competitions.
- d. Senior Associate Members. Those individuals who have reached their eighteenth birthday and who have paid the requisite dues and do not compete as USHJA Senior Active Members in USEF recognized competitions.
- e. Life Members. Those individuals and/or entities that have paid the requisite dues.
- f. Contributing Members. Those individuals who have made a donation to support the USHJA and may or may not be members in another category.
- g. Founding Members. Those individuals and/or entities that have made a donation to support the USHJA by November 30, 2004 and may or may not be members in another category. These individuals and/or entities shall be listed as Founding Members of the USHJA. Founding Member fees are determined by the Board of Directors.
- h. Outreach Individual Members. Those individuals who have paid the requisite dues and compete in classes which qualify for the USHJA Affiliate Equitation Awards Program and the Outreach Medal Program.
- i. Outreach Competition Members. Those competitions which have paid the requisite dues and offer Outreach Medal classes which qualify individuals for awards in the Silver, Bronze, Gold and Platinum Medal classes.
- j. Collegiate Individual Members. Those individuals who have paid the requisite dues and compete in IHSA/USHJA Competitions. Membership year is September 1 to August 31. Riders may join USHJA at any membership level, coaches must join USHJA as an Active or Associate Member.

Section 2. Farm Recording. Farms may be recorded with the USHJA for a one time fee determined by the Board of Directors. Such recording shall remain in effect providing one owner of the Farm is a current member of the USHJA.

Section 3. Affiliate Association Members. Affiliate Association Members shall consist of any local, state, regional and national organizations, clubs, associations, corporations and other groups that conduct equestrian competitions or other equestrian related programs or events, educational institutions which offer equine related programs, and other organizations approved by the Board of Directors that have united together to form an association.

Section 4. Membership Benefits. Members shall receive USHJA In Stride as a benefit of membership. Members may request, in writing, not to receive the publication or not to receive multiple copies of the publications at a single address.

Section 5. Member Residence. A member may have only one domicile, which is where the member has his permanent home and where, whenever he is absent, he intends to return. That 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 is domiciled at the time of membership activation or renewal. Exception: a full time student, 18 years of age or older, attending school outside of his traditional home state may choose his parents' (or legal guardian's) residence with permission of the USHJA, prior to activating his membership.

CHAPTER III – GOVERNANCE

Article 301 – Board of Directors (BOD)

Section 1. The USHJA shall have a Board of Directors of 23 Members. Except as otherwise provided by these Bylaws, the Board of Directors shall have all governance, supervising, and administrative authority over the USHJA. The responsibility and authority of the Board of Directors shall include:

- a. the primary fiduciary responsibility of the Board of Directors is to the USHJA.
- b. general management of affairs of USHJA, including, but not limited to the entering into contracts in its name and on behalf of or authorizing such contracts to be made by the Officers of USHJA.
- c. making and enforcement of the rules of USHJA governing its members. The Board of Directors shall in its discretion adopt rules recommended by its Committees, Councils, or Task Forces.
- d. keeping a record of its proceedings and shall report at the annual meeting of USHJA or at 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. increasing the number of directors on the Board of Directors by a majority vote of those members present at a duly called meeting of the Board of Directors.
- g. designating representatives who are Senior Active Members of the Federation and USHJA and have designated hunter as their primary discipline to the proportionally allocated National Affiliate positions on the USEF Board of Directors as provided for in USEF Bylaw 303, Section 4.
- h. designating a representative who is a Senior Active Member of the Federation and USHJA and has designated jumper as their primary discipline to the FEI Affiliates position on the USEF Board of Directors for Jumping as provided for in USEF Bylaw 303, Section 3.

Section 2. Term of Service. Starting with the 2008 election, any member of the Board of Directors shall serve a maximum of two consecutive full terms. However, a Director elected to fill a vacancy and serve a partial term shall not have that service affect his right to serve a maximum of two consecutive full terms as stated above. A Director may not be re-elected to the Board of Directors for 350 days following the expiration of his second consecutive full term except that any Director may be elected to an Officer position for a maximum of two additional consecutive four-year terms, regardless of prior continuous service as a Director or Officer. Election to an Officer position shall operate to extend the maximum term of such person, however under this exception, no Director or Officer may serve more than four consecutive terms. After serving as President, an individual may not be elected to the office of Vice-

President, Secretary or Treasurer or to the Board of Directors of the USHJA for 350 days following the expiration of that individual's term as President.

Article 302 – Composition of the Board of Directors

Section 1. The Board of Directors shall consist of the following 23 Directors, each of whom must be a Senior Active Member, with each Director having one vote:

- a. The following categories shall have one representative Director on the Board of Directors: Amateurs, Professionals, Competition Management, Youth Committee, Zone Hunter Council, Zone Jumper Council, Officials and Marketing.
- b. The following category shall have two representative Directors on the Board of Directors: Affiliates Council and National Jumper.
- c. The following Officers shall be Directors on the Board of Directors: President, Vice-President, Secretary, and Treasurer.
- d. There shall be six At-Large representative Directors on the Board of Directors.
- e. The President of the USHJA Foundation shall serve on the Board of Directors.

Section 2. The composition of the Board of Directors shall be based on the ratio of members who have designated hunter or jumper as their primary discipline. The ratio of hunter to jumper members shall be determined by the number of USHJA Junior, Senior and Life Members designating hunter or jumper as their primary discipline as recorded with USHJA on June 1 of the election year. Regardless of the ratio of hunter to jumper members, a minimum of 1/3 of the USHJA Board of Directors shall be representatives who have designated Jumper as their primary discipline.

Section 3. The six At-Large representative Director seats on the Board of Directors shall be utilized to maintain the ratio of hunter to jumper members and to assist in achieving the best possible geographic and constituency balance of representation on the Board of Directors without compromising the effectiveness of the Board.

Article 303 – Election of Board Voting Members

Section 1. Starting with the first election in 2005, the Board Voting Members shall serve a three year term to expire in December 2008 with the 2009 Board Voting Members taking their designated seats as the last agenda item of the 2008 Board of Directors annual meeting. The 2009 Board Voting Members, and all Voting Members elected thereafter, shall be elected and serve terms as set forth below:

- a. Each of the following committees shall elect, in conjunction with the Nominating Committee under conditions set forth in Article 401, Section 7, one representative Director to the Board of Directors: Amateurs, Professionals, Competition Management, Youth Committee and Officials. The 2009 Board Voting Members elected to these seats shall serve a two year term and thereafter, the Board Voting Members elected to these seats shall serve a four year term.
- b. The USEF National Jumper Committee shall elect two individuals who have designated jumper as their primary discipline to serve as the National Jumper

representative Directors to the Board of Directors. The Zone Jumper Council shall elect one representative Director, who has designated jumper as their primary discipline, to the Board of Directors. The Board Voting Members elected to these seats must have national level jumper experience and shall serve a four year term and thereafter, the Board Voting Members elected to these seats shall serve a four year term.

- c. The Zone Hunter Council shall elect one representative Director, who has designated hunter as their primary discipline, to the Board of Directors and the Affiliates Council shall elect two representative Directors to the Board of Directors. The Board Voting Members elected to these seats shall serve a four year term and thereafter, the Board Voting Members elected to these seats shall serve a four year term.
- d. The four Officer Directors shall be elected by the Board of Directors from nominations made by the Nominating Committee. If a nominee for an Officer's position is currently seated on the Board of Directors, upon their election to the Officer position, the representative Director seat vacated shall be filled in accordance with Article 304, Section 4. The individuals elected to hold the 2009 offices of President and Vice President shall serve a four year term and thereafter, the individuals elected to hold these offices shall serve a four year term. The individuals elected to hold the 2009 offices of Secretary and Treasurer shall serve a two year term and thereafter, the individuals elected to hold these offices shall serve a four year term.
- e. The six At-Large representative Directors shall be nominated and elected to the Board of Directors by the currently seated Board of Directors. The Board Voting Members elected to these seats shall serve a four year term and thereafter, the Board Voting Members elected to these seats shall serve a four year term.
- f. The President of the USHJA Foundation shall serve on the Board of Directors. If the individual who is appointed to this position leaves the Presidency of the USHJA Foundation for any reason whatsoever, then the new President shall be appointed to serve on the Board of Directors.
- g. The Chairman or another member of the Marketing Committee designated by the President shall serve on the Board of Directors. If the individual who is appointed to this position leaves for any reason whatsoever, the President shall appoint another individual to serve on the Board of Directors.

Section 2. The USHJA Board of Directors shall determine and publish the election procedures and timeline on the USHJA website a minimum of thirty days in advance of the beginning of the election process.

Article 304 – Meetings

Section 1. Meetings. The Board of Directors shall meet a minimum of eight times per year including one time in person. Meeting via teleconference is permissible for all meetings except that meeting designated as the Annual Meeting. The President shall have the power to call a meeting of the Board of Directors at any time. The Secretary shall provide notice of such meetings to each Director at least 7 days prior to the meeting. The President shall have the

power to call a Special Meeting of the Board of Directors at any time and the Secretary shall provide notice of such meeting to each Director at least 3 days prior to the meeting.

Section 2. Quorum. At all meetings of the Board of Directors, one-third of its members shall constitute a quorum.

Section 3. Proxies. At all meetings of the Board of Directors, proxies are not permitted.

Section 4. Vacancies. Any vacancy on the Board of Directors shall be filled by election of an individual for the remainder of the term of such director position in the manner specified for that position under Article 303. Any seat vacated due to the death of a Director shall be filled for the remainder of the term of such director position in the manner specified for that position under Article 303.

Section 5. Removal. Any Director who fails to attend two consecutive meetings without being excused in advance by the President may be removed by the Board of Directors. Any Director who fails to attend a minimum of 50% of the Boards meetings in any year may be removed by the President in accordance with Article 102, Section 3.

Section 6. Disability. Any Director that becomes disabled and cannot perform his duties under the Bylaws shall be removed from his position by the President and the term of such director position shall be filled in the manner specified for that position under Article 303.

Article 310 – Executive Committee

Section 1. The Executive Committee shall consist of 7 individuals from the Board of Directors. These Directors shall be the four USHJA Officers and one representative Director from the Marketing Committee, Zone Hunter Council and Zone Jumper Council. The President shall serve as the Chairman and the Vice President shall serve as the Vice-Chairman.

Section 2. Duties. The Executive Committee shall act between meetings of the Board of Directors or as otherwise provided in these Bylaws. When acting in such capacity, the Executive Committee shall have the same authority as the Board of Directors and such other limitations as imposed by Not-for-Profit Corporation Law of the State of New York.

Section 3. Meetings. The Executive Committee shall meet at the discretion of the President. Four members of the Executive Committee shall constitute a quorum. Meeting via teleconference is permissible for all meetings, except that meeting held at the Annual Meeting. The minutes of each Executive Committee meeting shall be distributed to the Board of Directors.

Article 311 – Officers

Section 1. The Officers of USHJA shall be a President, Vice-President, Secretary, and Treasurer. All Officers shall hold office until their successors are duly chosen. No individual at any time shall hold more than one office of USHJA, except under Article 312, Section 4.

Section 2. Election. The four Officers of USHJA shall be elected by the Board of Directors and upon election, will become Directors of the USHJA. Elections shall be held in accordance with Article 302 and Article 303.

Article 312 – Responsibilities of Officers

Section 1. President.

- a. The President shall serve as the Chairman and preside at all meetings of the Board of Directors and shall serve as ex-officio member of all committees, councils, and task forces except the Nominating Committee. The President may call a meeting of the Board of Directors at any time in accordance with Article 304, Section 1.
- b. The President may recommend a Chief Executive Officer (CEO) to the Board of Directors for its approval. The President shall negotiate the terms and conditions of employment for the CEO and shall recommend him to the Board of Directors for its approval. The President shall serve as liaison between the Board of Directors and the CEO and shall be responsible for the CEO's implementation of the Board of Directors policies and directives and the CEO's overall management of the USHJA. The President shall report at least once per year to the Board of Directors as to the performance of the CEO and shall submit to the Board of Directors any recommendations as to changes in the terms and conditions of employment of the CEO for its approval at that time.
- c. The President or CEO shall sign all contracts and obligations and perform such other duties as may be assigned to the President or CEO by the Board of Directors. In the absence of a CEO, the President may assign these duties to the Executive Director.
- d. The President, at the direction of the Executive Committee, shall appoint the Chairman, Vice-Chairman or Co-Chairman of all committees except for the Nominating Committee. In selecting these appointments, consideration shall be given to the following factors: recommendations of the committee members, length of service, past performance of the Chairman and Vice-Chairman, leadership capabilities, technical expertise, governance expertise and any other factors deemed appropriate.
- e. The President may increase the number of members on any committee, council, task force, special or sub-committee.
- f. The President may appoint special committees and sub-committees in accordance with Article 401, Section 6.
- g. The President, or Vice President if the President is unavailable, upon consultation with the other available officers, may make modification in the application of the USHJA membership requirements and fees under special circumstances and shall report any such modification granted to the Board of Directors at its next meeting.

Section 2. Vice-President. The Vice-President shall, in the absence of the President, conduct the business of the organization. The Vice-President shall have the authority to sign checks as required to conduct the daily business of the organization in the absence of the President.

Section 3. Secretary. The Secretary shall give notice of all meetings of the Board of Directors and perform any duties that may be assigned to the Secretary by the Board of Directors. The Secretary shall keep the minutes of the meetings of the Board and distribute these

to the Board members.

Section 4. 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 fund 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.

Section 5. Vacancies. Any vacancy of an Officer position shall be filled within 60 days under the provisions of Article 311, Section 2. If there is a vacancy in the office of President, the Vice-President shall serve as Acting President until a new President is elected.

Section 6. The President, Vice President, Secretary and Treasurer of USHJA, when it is necessary and in the best interest of USHJA, shall have the authority to act, by majority vote, between meetings of the Board of Directors on administrative and/or operational matters related to the day to day activities of USHJA and shall act with the same authority and subject to the same limitations as the Board of Directors. Any such action taken pursuant to the authority granted by this bylaw shall be reported to the Board of Directors at its next regularly scheduled meeting.

Article 321 – Indemnification of Officers and Directors

Section 1. 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 him for acts or omissions in furtherance of his duties as a Director or Officer of the USHJA.

Article 331 – 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, shall be bound by and discharge his duties in accordance with the USHJA Conflict of Interest Statement and Ethics Policy. He shall discharge those duties in good faith and in a manner in which he believes to be in the best interest of the USHJA and the facet of the discipline he represents. 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. 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 331, Section 1.

Article 341 – Conflict of Interest

Section 1. General. The Board of Directors shall adopt a Conflict of Interest policy. Any actual or potential conflict of interest which could result in a direct or indirect benefit of any

kind to a Director or Officer must be disclosed in good faith before voting on any matters before the Board of Directors. If the Board finds that any Director or Officer does have a conflict of interest with regards to a matter before the Board, that individual shall not vote or use his personal influence on the matter, or be present during the final discussion or vote, but may be counted in determining the quorum.

The minutes of the meeting shall reflect (a) that the conflict was disclosed, (b) that the interested Director or Officer was not present during the final discussion or vote and (c) that the interested individual abstained from voting.

All questions as to whether a conflict of interest exists shall be resolved by a vote of the Board of Directors in which the interested individual shall not vote.

A Conflict of Interest disclosure shall be furnished annually to the Board by each Director and Officer.

Section 2. The USHJA Board of Directors may require that individuals holding any seat(s) on a USHJA committee furnish a Conflict of Interest Disclosure to the Board of Directors, which must be updated annually.

Section 3. It is of the utmost importance to the USHJA that its officers, directors, and Zone Committee Officers (Chairman, Vice Chairman, and Treasurer) 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 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).”

CHAPTER IV – COMMITTEES, COUNCILS, AND TASK FORCES

Article 401 – General.

Section 1. Composition. All committees shall be seated according to the provisions contained herein regarding each entity. The committees shall be composed of members from different levels of the disciplines and shall be as geographically balanced as possible without compromising the effectiveness of the committee. Unless specified elsewhere in these Bylaws, each committee shall consist of 9 – 15 Senior Active or Senior Associate Members appointed by the President subject to conditions set forth by the Board of Directors. Following the first election and thereafter every election year beginning in 2009, each committee shall consist of 9 – 15 Senior Active or Senior Associate Members and shall be comprised as follows. The Affiliates Council, the USHJA Hunter Zone Council, the USHJA Jumper Zone Council, and Board of Directors shall each recommend two individuals for appointment to the committee by the President. One representative recommended by the BOD must have designated jumper as their

primary discipline and one representative recommended by the BOD must have designated hunter as their primary discipline. In the event that there are insufficient recommendations, the President may appoint two individuals to represent these entities. In addition, up to seven members may be appointed by the President subject to the conditions set forth by the Board of Directors. The President shall appoint a Chairman and Vice Chairman or may appoint Co-Chairman.

Section 2. Meetings. Committees shall meet a minimum of three times per year including one time in person. Meeting via teleconference is permissible for all meetings except that meeting held at the Annual Meeting. The Chairman or any three committee members, working through the staff liaison, shall have the power to call a meeting of the committee at any time. 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 one-third of the committee.

Section 3. Participation. Any member of a committee must attend 50% of the meetings of the entity each year. If a member fails to meet this requirement the President may remove said member and replace them with another individual pursuant to Article 401, Section 4. Any member of a committee who fails to represent their entity according to Article 331, Section 1, may be removed from their seat according to Article 331, Section 1. The committees shall hold at least three meetings annually and submit reports to the Board of Directors. Meeting by teleconference is permitted for all meetings except that meeting designated as the Annual Meeting.

Section 4. Vacancies. Except as otherwise noted herein, a vacancy on any committee shall be filled by the President in consultation with the Executive Committee.

Section 5. Balloting. Any committee may be required to vote by secret ballot when requested by any member of that entity or when required by the President or Executive Director. Staff Liaison will notify committee of such requirements. E-mail, secure telephonic and/or U. S. Mail ballots may be used as a means of voting on committee issues between scheduled committee meetings. When there is a quorum of the committee and a vote is held during a scheduled meeting, either in person or by conference call, members who are not present are not permitted to vote on the issue.

Section 6. 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.

Section 7. In instances where an election is held in conjunction with the Nominating Committee, the following conditions govern the process:

- a. Each applicable committee shall submit the names of two individuals, one who has designated jumper and one who has designated hunter as their primary discipline, to the Nominating Committee for their designated seat.
- b. Any individual whose name has been submitted must be a Senior Active Member of

USHJA and shall agree to hold this seat and perform their duties under the terms of the Bylaws.

- c. The Nominating Committee shall then submit to the BOD a slate of candidates to be elected. This slate shall be as geographically balanced as possible without compromising the effectiveness of each entity and in accordance with Article 302, Section 2.

Section 8. Term of Service. Unless otherwise specified, all members of any committees within the structure of the USHJA shall be elected and/or appointed to four year terms.

Section 9. Conflict of Interest. The USHJA acknowledges that committee members may have potential or actual conflicts of interest in agenda items requiring committee vote. Voting members with a potential or actual conflict of interest in an agenda item shall declare that interest prior to discussion. At that time, the committee shall decide by majority vote whether the conflict of interest is acceptable to the committee or whether the individual member must abstain and absent himself or herself from the discussion and/or vote on that agenda item.

Section 10. Discharge of Duties. Each member, by accepting a seat on a USHJA committee shall be bound by and discharge his duties in accordance with the USHJA Bylaws, policies and procedures including the USHJA Conflict of Interest Statement and Ethics Policy. He shall discharge those duties in good faith and in a manner in which he believes to be in the best interest of the USHJA and the facet of the discipline he represents. Failure to comply with these standards may result in the removal from committee seat(s) that the individual holds by a majority vote of the Officers.

Section 11. Confidentiality of Committee Business. The members of any USHJA committee are required to maintain the confidentiality of committee business as instructed by the committee Chair or by the USHJA or USEF Staff Liaison. Confidentiality will be maintained until it is determined by the USHJA, and the committee is notified, that such confidentiality is no longer required.

Article 405 – Nominating Committee

Section 1. The Nominating Committee shall consist of 8 Senior Active or Senior Associate Members of which two each shall be elected bi-annually, in June of each election year, by the Affiliates Council, the USHJA Hunter Zone Council, the USHJA Jumper Zone Council, and the Board of Directors. One representative elected by the BOD must have designated jumper as their primary discipline and one representative elected by the BOD must have designated hunter as their primary discipline. The Committee shall elect a Chairman. The term of the Nominating Committee is two years and no individual may serve more than two consecutive terms. A quorum shall consist of one-third of the committee.

Section 2. Duties. At the first open meeting of the voting members of the USHJA at the Annual Meeting in an election year, the Nominating Committee shall submit its nominations for Directors and Officers to be elected that year. At this meeting, additional nominations for Directors and Officers shall be accepted from members of the Board. The Nominating

Committee has the task of achieving the best possible geographical balance of those individuals recommended for election to the Board of Directors without compromising the effectiveness of the Board. Regarding the election of the USHJA Board of Directors, the Nominating Committee shall submit their recommendations for election to the Board of Directors in accordance with Article 302 and Article 303.

Article 415 – Administrative Committees

Section 1. Finance Committee. The Finance Committee shall consist of a minimum of five Senior Active or Senior Associate Members of the USHJA appointed by the President. Committee members must have an understanding of and experience with general accounting principles, financial statements and financial management. The Finance Committee shall recommend procedure and policies for the financial management of the USHJA and prepare an annual operating budget for approval by the Board of Directors. The Committee shall also assist any committees within the USHJA with their budgets and financial policies.

Section 2. Planning Committee. The Planning Committee shall be convened upon recommendation of the Officers and in accordance with Article 401, Section 6. The committee shall consist of Senior Active and/or Senior Associate Members appointed by the President.

Section 3. Audit Committee. The Audit Committee shall consist of a minimum of three Senior Active or Senior Associate Members of the USHJA appointed by the President, one of whom must be a financial expert who possesses an understanding of generally accepted accounting principles and financial statements and has the ability to assess the general application of such principles in connection with the accounting for estimates, accruals, and reserves. The President shall appoint the Chairman of the committee. The primary duties of the Audit Committee include, but are not limited to the following: managing the selection, compensation and terms of engagement of the independent auditor; assessing the independence of the independent auditor; reviewing the scope of the external audit; reviewing the annual financial statements; discussing the results of the audit with the independent auditor including review of the plan of implementation for any recommendations provided by the independent auditor in a management letter; providing a mechanism for open communications among management, the independent auditor and the audit committee; undertaking additional tasks requested by the Board of Directors.

Section 4. Rules Committee. The USHJA Rules Committee shall consist of a minimum of five (5) Senior Active or Associate Members of the USHJA appointed by the President, one of whom must be an Officer with emphasis on geographic balance and constituency representation. Beginning in 2010, members shall serve a term of three (3) years and thereafter, members shall serve a term of four (4) years. The duties of the Rule Committee include review, analysis, and oversight of the USHJA rule change process, subject to review and approval by the Officers. The committee members and staff, including legal counsel, will review each proposed rule change. If there are any questions or concerns, the proponent will be asked to clarify the proposed rule change intent, change the effective date, make changes to the language of the proposal, etc. The Rules Committee has the right and responsibility to reject proposals for cause. The Rules Committee will designate review of the proposed rule change by any and all USHJA

Standing Committees and each assigned entity deemed appropriate.

Section 5. Marketing Committee. The Marketing Committee shall consist of a minimum of five Senior Active or Senior Associate Members of the USHJA appointed by the President who have experience and expertise in the field of marketing, promotion and sponsorship. A minimum of two of these individuals must have equestrian experience. The Chairman or another member of the Marketing Committee designated by the President shall serve on the Board of Directors as set forth in Article 303, Section 1(g).

Article 420 – Sport Committees

Section 1. General. There shall exist 13 Sport Committees of the USHJA. They are Amateurs, Competition Management, Competition Standards, Emerging Athletes, High Performance Hunter, Horse and Rider Advocates, Officials, Professionals, Stewards, Trainer Certification, Young Professionals, Youth and World Championship Hunter Rider. The Amateurs, Competition Management, Officials, Professionals, and Youth Committee committees shall each elect one representative Director to the Board of Directors in conjunction with the Nominating Committee as set forth in Article 401, Section 7.

Section 2. Amateurs Committee. This committee shall make recommendations to the Board of Directors regarding issues of importance to amateur participants in the hunter and jumper disciplines. An Owners Task Force shall be seated under the purview of the Amateur Committee and shall be appointed by the President.

Section 3. Competition Management Committee. For the purpose of seating this committee, individuals considered as Competition Management and therefore eligible to serve on this committee are Competition Managers and Competition Secretaries. This committee shall make recommendations to the Board of Directors regarding issues of importance to competition management in the hunter and jumper disciplines.

Section 4. Competition Standards Committee. This committee shall make recommendations to the Board of Directors regarding issues of importance related to competition standards in the hunter and jumper disciplines.

Section 5. Emerging Athletes Committee. The Emerging Athletes Committee shall consist of a minimum of seven Senior Active or Senior Associate Members of the USHJA appointed by the President. This committee shall make recommendations to the Board of Directors regarding the Emerging Athletes Program and development programs for riders and horses in the hunter and jumper disciplines.

Section 6. High Performance Hunter Committee. This committee shall make recommendations to the Board of Directors regarding the High Performance Hunter Programs.

Section 7. Horse & Rider Advocates. The Horse & Rider Advocates Committee shall consist of a minimum of seven Senior Active or Senior Associate Members of the USHJA appointed by the President. The committee will recommend to the President one member who

shall be the designated contact for the membership regarding horse related issues and one member who shall be the designated contact for the membership regarding rider related issues. These designated Horse & Rider Advocates will work with the USHJA to educate members and facilitate the communication of information to the appropriate committees for their consideration.

Section 8. Officials Committee. The Officials Committee shall elect one representative Director to the Board of Directors in conjunction with the Nominating Committee as set forth in Article 401, Section 7. The Officials Committee shall be comprised as follows. One member shall be recommended by each of the following for appointment to the committee by the President: Hunter Breeding Task Force, Equitation Task Force, Open Hunter Task Force, Junior Hunter Task Force, and Pony Hunter Task Force. Three members shall be recommended by the USHJA Jumper Zone Council for appointment to the committee by the President. In addition, up to 7 members may be appointed by the President subject to the conditions set forth by the Board of Directors. One licensed Hunter Course Designer must be a member of the committee. Duties of the committee shall include: (i) review the current education system for licensed officials (ii) review, revise and standardize the curriculum of clinics and education program; (iii) provide input on all applicants for licenses to the USEF Licensed Officials Committee; (iv) identify and provide recommendations on qualified educators and panelists for clinics to the USEF; and (v) work with the USEF staff on coordinating licensed officials clinics. A Course Designers Task Force shall be seated under the purview of the Officials Committee and shall be appointed by the President.

Section 9. Professionals Committee. This committee shall make recommendations to the Board of Directors regarding issues of importance to professional participants in the hunter and jumper disciplines.

Section 10. Stewards Committee. The Stewards Committee shall be comprised as follows. The USHJA Officials Committee, Jumper Zone Council, Hunter Zone Council and Board of Directors shall each recommend two members for appointment to the committee by the President. In addition, up to 7 members may be appointed by the President subject to the conditions set forth by the Board of Directors. Duties of the committee regarding Stewards shall include: (i) review the current education system (ii) review, revise and standardize the curriculum of clinics and education program; (iii) provide input on all applicants for licenses to the USEF Licensed Officials Committee; (iv) identify and provide recommendations on qualified educators and panelists for clinics to the USEF; and (v) work with the USEF staff on coordinating licensed officials clinics.

Section 11. Trainer Certification Committee (TCP). The Trainer Certification Committee shall consist of a minimum of seven Senior Active or Senior Associate Members of the USHJA appointed by the President. This committee shall make recommendations to the Board of Directors regarding the Trainer Certification Program.

Section 12. Young Professionals Committee (YPC). The Young Professionals Committee shall consist of a minimum of twelve Senior Active or Senior Associate Members of the USHJA appointed by the President who have declared professional status and are between 25 and 40

years of age. The members of this Committee will serve two year terms and if a Committee member is appointed as a voting member to another USHJA committee during the two year term, they will no longer be eligible to serve on the Young Professionals Committee and the President will appoint a replacement to complete their term. The President shall appoint two Senior Active Members of the USHJA to serve as Advisors to this committee. This committee educates young professionals about the governance structure of the USHJA and provides a mechanism for them to make recommendations to the Board of Directors regarding issues of importance to professional participants in the hunter and jumper disciplines.

Section 13. Youth Committee. The Youth Committee shall elect one representative Director to the Board of Directors in conjunction with the Nominating Committee as set forth in Article 401, Section 7. This committee shall make recommendations to the Board of Directors regarding issues of importance to junior participants in the hunter and jumper disciplines.

Section 14. World Champion Hunter Rider Committee (WCHR). This committee shall make recommendations to the Board of Directors regarding issues relevant to the World Champion Hunter Rider Programs.

Article 435 – Affiliates Council and Committee

Section 1. General. The Affiliates Council shall be divided into four regions and shall consist of the President, or an individual appointed by the Affiliate’s President to represent the organization, of every affiliate organization of the USHJA providing that these individuals are Senior Active or Senior Associate Members of the USHJA. This Council shall elect two representative Directors to the Board of Directors, one representative from the Northeast/Southeast Regions and one representative from the Central/Western Regions.

Section 2. The Affiliates Council shall be divided into four regions composed of the 50 states and the District of Columbia as follows with the President appointing the Chairman and Vice Chairman of each Region.

Northeast Region: Maine, Vermont, New Hampshire, Massachusetts, Connecticut, Rhode Island, New York, New Jersey and Pennsylvania.

Southeast Region: Delaware, Maryland, Virginia, West Virginia, District of Columbia, North Carolina, Georgia, Alabama, Mississippi, Florida, South Carolina and Tennessee.

Central Region: Kentucky, Illinois, Indiana, Ohio, Michigan, Wisconsin, Minnesota, Iowa, North Dakota, South Dakota, Nebraska, Kansas, Missouri, Oklahoma, Texas, Arkansas, Louisiana, Utah, Colorado, New Mexico and Arizona.

Western Region: Washington, Oregon, Idaho, Montana, Wyoming, California, Nevada, Hawaii and Alaska.

Section 3. Affiliates Committee. The Affiliates Committee shall consist of the eight Affiliates Council region Chairman and Vice Chairman who have been appointed by the President. The committee shall meet regularly to facilitate and oversee the business of the Affiliates Council.

Article 440 – USEF National Hunter and National Jumper Committees, USHJA Hunter and Jumper Zone Committees, USHJA Hunter and Jumper Zone Councils and USHJA Hunter and Jumper Zone Task Forces.

Section 1. General. The Zones exist to create programs for the benefit of their constituents, to provide a communication conduit between members and leadership, and to provide geographic representation to the Board of Directors.

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

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

Zone 2: New York, New Jersey and Pennsylvania.

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

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

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

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

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

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

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

Zone 10: California and Nevada.

Zone 11: Hawaii.

Zone 12: Alaska.

Section 3. Eligibility to Vote. To be eligible to vote for or be elected to a Zone Committee, a person must be a Senior Active or Associate Member of USHJA, must have paid his or her dues by March 1, must have designated the applicable primary affiliation 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 350 days immediately preceding the date of the Zone Committee election except that in Zone 11 (Hawaii) and 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 30th of the prior year for purposes of determining the number of hunter or jumper members in a given zone.

Section 4. Election Process. In 2004, and every four years thereafter, each Zone shall elect a Zone Committee for a four year term commencing on or before November 1st of the same year. Election procedures shall be available thirty (30) days in advance of the beginning of the election process.

i) The number of Hunter members residing in a given zone determines the initial elected size of the respective Zone Hunter Committee, except the Combined Zone Committees of Alaska and Hawaii.

- Less than 750 Hunter Members ... 3 Member Committee
- 750 – 1499 Hunter Members5 Member Committee
- 1500 or more Hunter Members 7 Member Committee

ii) The number of Jumper members residing in a given zone determines the initial elected size of a Zone Jumper Committee as follows, except the Combined Zone Committees of Alaska and Hawaii.

- Less than 250 Jumper Members ... 3 member committee
- 250 – 499 Jumper Members5 member committee
- 500 or more Jumper members7 member committee

iii) The three (3) largest State/Regional Hunter or Hunter/Jumper Associations within the Zone that are affiliated and in good standing with the USHJA, and meet the criteria defined herein, may recommend a representative for appointment by the President to the respective Zone Committee. These representatives are not eligible to serve as an officer of the zone. Said State/Regional Association shall meet the following criteria in order to be eligible to recommend a representative:

- The State/Regional Association must represent in writing to the USHJA office that its membership is comprised of at least 80% Hunter and Jumper interests which is then subject to review and approval by the USHJA;
- Be a not-for-profit organization;
- Endorses competitions that offer hunter and jumper classes; and
- Offers year-end high-point or awards programs or a championship competition.

iv) Following the appointment of the Eligible Athletes, the President, at the direction of the Executive Committee, shall appoint a minimum of four (4) additional Senior Active Members to the Committee who have designated the applicable primary affiliation of hunter or jumper, first taking into consideration the recommendations, if any, from the newly elected Zone Committee. In selecting these appointments, the Executive Committee will review the Zone Committee's recommendations with respect to the following factors: geographic balance, technical expertise, governance expertise, constituency representation and any other factors determined by the President.

v) Following the seating of the Zone Committee, the President, at the direction of the Executive Committee and upon approval of the Board of Directors, shall appoint the Chairman and Vice-Chairman from members of the committee, first taking into consideration the recommendations from the new Zone Committee. In addition, the Executive Committee will consider previous performance in a leadership role of those recommended, including lack of past leadership, lack of fulfilling the duties required of Zone leadership or actions that did not serve the best interest of the Zone and the USHJA. The Zone Committee shall elect a Treasurer from its committee members. The Chairman or Vice-Chairman cannot serve as Treasurer.

vi) Any vacancy on a Zone Committee shall be filled by the President.

vii) A vacancy in the position of Zone Chairman shall be filled by the elevation of the Zone Vice-Chairman. A vacancy in the position of a Zone Vice-Chairman shall be filled by the appointment of a new Vice-Chairman by the President. A vacancy in the position of Zone Treasurer shall be filled by the committee with the election of a new Treasurer. A vacancy in an athlete position shall be filled by appointment of another Eligible Athlete by the President.

viii) Any member of the USHJA Zone Committee or any subcommittee of the same who does not attend at least fifty-percent of the noticed meetings of the Committee during any competition year shall be notified in writing by the President that his seat shall be considered vacant.

ix) A Zone Committee and/or Zone Council member who elects to change their primary designation during their term of service, must resign from their seat, except representatives of Zones 11 and 12.

Section 5. USEF National Hunter Committee. A USEF National Hunter Committee shall be appointed for a four year term to represent the member constituency participating in the Open Hunter, Hunter Breeding, Hunter Pony, Junior & Children's Hunter and the Hunter Seat Equitation Divisions of USEF in accordance with USEF Bylaw 503, Section 1.

i) Duties of the USEF National Hunter Committee will be in accordance with USEF Bylaw 503, Section 1 (c).

ii) Individuals shall be recommended by the USHJA President for appointment to the USEF Breed/Discipline Committee in accordance with USEF Bylaw 503, Section 1. The recommended individuals must have extensive experience in the hunter, equitation, or breeding divisions as an owner, rider, trainer, licensed official, or competition manager and shall include the chairman or a representative of each hunter task force.

Section 6. USEF National Jumper Committee. A USEF National Jumper Committee shall be appointed for a four-year term to represent the member constituency participating in the Jumper division of USEF in accordance with USEF Bylaw 503, Section 1.

i) The duties of the USEF National Jumper Committee will be in accordance with USEF Bylaw 503, Section 1 (c).

ii) The USEF National Jumper Committee shall elect the two representatives who have national level jumper experience to the USHJA Board of Directors.

iii) Individuals shall be recommended by the USHJA President for appointment to the USEF Breed/Discipline Committee in accordance with USEF Bylaw 503, Section 1. The recommended individuals must have extensive national and/or international experience in the Jumping discipline as an owner, rider, trainer, licensed official or competition manager. Six of these individuals shall be recommended at-large with consideration given to geographical and constituency balance, two shall be recommended taking into consideration recommendations from the USEF SJHPC, and three shall be recommended taking into consideration recommendations from the outgoing members of the USEF Breed/Discipline Committee.

Section 7. USHJA Zone Hunter Committees. The duties of the Hunter Zone Committees shall include the following:

i) Working with the USHJA staff and the USEF Hunter Liaison to develop Zone Specifications for Children's and Adult Amateur Hunters in accordance with USHJA procedures.

ii) Communicating with the Zone's Hunter constituency.

iii) Providing Zone input for Zone Championships and Finals.

iv) Recommending, creating, and coordinating Hunter education opportunities and programs taking place in each Zone.

v) Providing Zone input and feedback on proposed Hunter Rule changes.

vi) Submitting written proposals for administrative and program expenses to be reviewed by the Finance Committee. Such proposals are subject to approval by the Board of Directors.

vii) Raising funds for Zone Hunter Programs.

- viii) Providing input and feedback to the various USHJA Hunter awards programs.
- ix) Annually hold a minimum of three joint meetings with the Jumper Zone Committee to discuss joint zone issues such as determining whether to permit contiguous states for the calculation of zone awards, joint zone funding, awards and zone competitions.
- x) Recommend knowledgeable individuals for appointment to the Hunter Task Forces.

Section 8. USHJA Jumper Zone Committees. The duties of Jumper Zone Committees shall include the following:

- i) Working with the USHJA staff and the USEF Jumper Liaison to develop Zone selection criteria for the FEI Junior Championship, FEI Young Rider Championship, National Junior Jumper Championship, and National Pony Jumper Championship in accordance with USHJA procedures.
- ii) Coordinate and monitor zone selection events leading to the team selection for the above championships.
- iii) Working with the USHJA staff and the USEF Jumper Liaison to develop Zone Specifications for Children's and Adult Amateur Jumpers in accordance with USHJA procedures.
- iv) Communicating with the Zone's Jumper constituency.
- v) Providing Zone input for the Zone Championships and Finals.
- vi) Recommending, creating, and coordinating Jumper education opportunities and programs taking place in each Zone.
- vii) Providing Zone input and feedback on proposed Jumper Rule changes.
- viii) Submitting written proposals for administrative and program expenses to be reviewed by the Finance Committee. Such proposals are subject to approval by the Board of Directors.
- ix) Raising funds for Zone Jumper Programs.
- x) Providing input and feedback to the various USHJA Jumper awards programs.
- xi) Annually hold a minimum of three joint meetings with the Hunter Zone Committee to discuss joint zone issues such as determining whether to permit contiguous states for the calculation of zone awards, joint zone funding, awards and zone competitions.
- xii) Recommend knowledgeable individuals for appointment to the Jumper Task Forces.

Section 9. Combined Hunter/Jumper Zones. Zone 11 and Zone 12 will follow the provisions of Section 4 with the following exceptions:

- i) The Zone Committee will be a combined Hunter/Jumper Committee elected from both the Hunter and the Jumper members of the respective Zone. The initial elected size of a Combined Hunter/Jumper Zone shall be three members, one of whom must have designated Jumper as their primary affiliation.
- ii) The Zone Committee will act as both the Hunter Zone Committee and the Jumper Zone Committee with regard to the provisions of Article 440 wherever feasible.
- iii) The largest State/Regional Hunter or Hunter/Jumper Associations within the Zone that is affiliated and in good standing with the USHJA, and meets the criteria defined herein, may recommend a representative for appointment by the President to the respective Zone Committee. Said State/Regional Association shall meet the following criteria in order to be eligible:

- The State/Regional Association must represent in writing to the USHJA office that its membership is comprised of at least 80% Hunter and Jumper interests which is then subject to review and approval by the USHJA;
 - Be a not-for-profit organization;
 - Endorses competitions that offer hunter and jumper classes; and
 - Offers year-end high-point or awards programs or a championship competition.
- iv) Eligible Athlete seats will be appointed by the President in accordance with USHJA procedures if applicable.
- v) Following the appointment of the Eligible Athletes, the President shall appoint a minimum of four (4) additional Senior Active Members to the Committee who have designated the applicable primary affiliation of hunter or jumper. In selecting these appointments, consideration shall be given to the following factors: recommendations of the committee members, geographic balance, technical expertise, governance expertise, constituency representation and any other factors determined by the President.
- vi) Following the seating of the Zone Committee, the President shall appoint the Chairman and Vice-Chairman from members of the committee. The Zone Committee shall elect a Treasurer from its committee members. The Chairman or Vice-Chairman cannot serve as Treasurer.

Section 10. USHJA Hunter Zone Council. The 12 Hunter Zone Chairmen will constitute the USHJA Hunter Zone Council. The President, in consultation with the Executive Committee, shall appoint the Chairman and Vice-Chairman from the members of the Hunter Zone Council. The Vice-Chairman will be the official alternate with full Chairman's duties and privileges in the case of a Chairman's absence. The Hunter Council's duties shall include:

- i) Elect one representative Director who has designated Hunter as their primary discipline to the Board of Directors.
- ii) Participation in the USHJA Annual Convention on behalf of the Zone and its Hunter constituents, providing input and feedback on Hunter issues and Rule Change Proposals to the USHJA Board.
- iii) Providing a forum to discuss and create nationwide Hunter programs that would tie the individual Zone Hunter programs together.
- iv) Exchanging ideas across Zones, communicating with other Hunter Zones, and interfacing on a national level with other Hunter/Jumper constituents.
- v) Recommending any Hunter education programs for the USHJA.
- vi) Providing broad based feedback to the USEF National Hunter Committee on Hunter issues.

Section 11. USHJA Jumper Zone Council. The 12 Jumper Zone Chairmen will constitute the USHJA Jumper Zone Council. The President, in consultation with the Executive Committee, shall appoint the Chairman and Vice-Chairman from the members of the Jumper Zone Council. The Vice-Chairmen will be the official alternates with full Chairman's duties and privileges in the case of a Chairman's absence. The Jumper Council's duties shall include:

- i) Elect one representative Director who has designated Jumper as their primary discipline to the Board of Directors.
- ii) Participation in the USHJA Annual Convention on behalf of the Zone and its

- Jumper constituents, providing input and feedback on Jumper issues and Rule Change Proposals to the USHJA Board.
- iii) Providing a forum to discuss and create nationwide Jumper programs that would tie the individual Zone Jumper programs together.
- iv) Exchanging ideas across Zones, communicating with other Jumper Zones, and interfacing on a national level with other Hunter/Jumper constituents.
- v) Recommending any Jumper education programs for the USHJA.
- vi) Providing broad based feedback to the USEF National Jumper Committee on Jumper issues.

Section 12. USHJA Hunter Task Forces. In 2004, and every fourth year thereafter, each hunter zone committee will submit the names of up to two candidates to be placed on the ballot for each Hunter Task Force of the USHJA; Open Hunter, Hunter Breeding, Hunter Pony, Pony Breeding, Junior & Children’s Hunter, and Hunter Seat Equitation in accordance with the following procedures.

- i) The Hunter Zone Council shall elect from candidates recommended by the Zone Committees eight (8) Senior Active Members of the USHJA to serve as members of six (6) Hunter Task Forces that will represent Open Hunter, Hunter Breeding, Hunter Pony, Pony Hunter Breeding, Junior & Children’s Hunter, and Hunter Seat Equitation divisions.
- ii) The President may appoint seven additional Senior Active Members who have designated hunter as a primary affiliation in order to balance geographic or constituency interests within the respective task force.
- iii) Once constituted, the President shall appoint a Chairman and Vice-Chairman from the members of the committee.
- iv) A vacancy in a Hunter Task Force Chairman position shall be filled by the elevation of the Hunter Task Force Vice-Chairman. A vacancy in the position of a Hunter Task Force Vice-Chairman shall be filled by the appointment of a new Vice-Chairman by the President.

Section 13. USHJA Jumper Subcommittees and Task Forces. The USHJA Jumper Zone Council may form subcommittees or task forces as needed for specific Jumper interests provided however, that; (a) such sub-committees or task forces do not duplicate sub-committees or task forces that are under the purview of the USEF National Jumper Committee, and (b) such subcommittees or task forces are approved by the USHJA President. If applicable, the President shall appoint to each task force Jumper Athletes selected and named by the Athletes’ Advisory Committee to serve on the respective task force in accordance with USOC requirements. The President, at his discretion, may appoint up to two additional members to any Jumper subcommittee or Task Force. Once constituted, the President shall appoint a Chairman and Vice-Chairman from the members of the committee.

CHAPTER V – ADMINISTRATION

Article 501 – Chief Executive Officer

Section 1. The USHJA may have a Chief Executive Officer (CEO). The CEO shall be recommended by the President and approved by the Board of Directors. Once hired, the CEO’s employment may be terminated upon agreement of the President and two-thirds of the Board of

Directors.

Section 2. The CEO shall:

- a. report to the President, and keep the Board of Directors and the Officers completely informed of the conditions and operations of the USHJA and all material concerns. The CEO shall not be directed by individual members of the Board of Directors. The President shall report to the Board of Directors as to the performance of the CEO as set forth in Article 312;
- b. attend all meetings of the Board of Directors and serve on all committees as an ex-officio member with no vote. The CEO may participate in the meetings and provide support staff in order to interact effectively to communicate and implement the directives of the USHJA;
- c. remain neutral in all elections of the USHJA;
- d. recommend to the Board of Directors policies, programs and plans that will further the objectives of the USHJA and encourage interest and participation in the hunter and jumper disciplines;
- e. assist in the preparation of the USHJA budget, operate the USHJA within its budget, and maintain proper books and accounts for the USHJA, including financial controls and all applicable accounting requirements;
- f. supervise, develop and maintain a professional staff capable of successfully implementing and supporting the operational needs of the USHJA;
- g. direct all employees, consultants, independent contractors and others providing services to the USHJA, except independent auditors who will report directly to the Audit Committee;
- h. execute contracts and enter commitments in accordance with the USHJA budget or as directed by the Board of Directors, Bylaws or Rules.

Article 502 – Records of the USHJA

Section 1. Minutes. The USHJA shall keep permanent records of minutes of all meetings of the Voting Members, 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. The USHJA shall maintain appropriate accounting records.

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

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

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

- a. The Certificate of Incorporation;
- b. The Bylaws;
- c. The Rules;

- d. Resolutions adopted by the Board of Directors;
- e. The minutes of all meetings of voting members, and records of actions taken by voting members without a meeting for the past four years;
- f. All written communications within the past four years to the general membership.
- g. A list of the names and business or home addresses of the current Directors and Officers;
- h. A copy of the most recent corporate report delivered to the New York secretary of state;
- i. All financial statements prepared for periods ending during the last four years that a member of the USHJA could have requested under Section 6 of this bylaw;
- j. The USHJA's application for recognition of exemption and the tax exemption determining letter issued by the Internal Revenue Service and;
- k. All other documents and records required to be maintained by the USHJA at its principal office under applicable law or regulation.

Section 6. Inspection of Records Maintained at National Office by Voting and Non-Voting Members. A voting member shall be entitled to inspect, during regular business hours at the USHJA's main office, any of the records of the USHJA described in Section 5 above, provided that the voting member gives the USHJA written demand at least five (5) business days before the date on which the voting member wishes to inspect such records. Upon written request listing specific documents and payment of a reasonable fee, in the discretion of the Officers, 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 Federation's main office such records as the Officers deem appropriate, provided the non-voting member gives the Federation at least five (5) business days prior written notice of his or her request. The Officers in their discretion may permit copying in accordance with the procedures established by the Officers for voting members.

Subpart B – Finances

Article 510 – Yearly Budget

Section 1. Each year the USHJA shall develop a proposed budget for the next fiscal year. This budget will be developed as follows:

- (1) The CEO shall oversee the preparation of the USHJA's Annual Budget.
- (2) Working with the CEO, each USHJA department shall prepare a budget detailing all of the proposed activities within its respective areas of expertise and specifically setting forth all revenues and expenses associated with those activities. The CEO shall then submit this budget to the Finance Committee at least 30 days in advance of the Annual Meeting of the Board of Directors.
- (3) The Finance Committee shall review the proposed budget, verify the accuracy of all proposed expenses and revenues and compare those figures to historical performance. If the Finance Committee believes there may be a material deficiency, it shall notify the CEO of such deficiency. The CEO and Finance Committee shall work cooperatively to eliminate any deficiency.

(4) Once the Finance Committee has approved a comprehensive budget, it shall be referred to the Board of Directors for review and approval at a special meeting prior to the Annual Meeting noticed in accordance with Article 304.1. The Board of Directors shall accept, reject or modify the next fiscal year's budget by a majority vote of the Directors present at the special meeting. The Board of Directors may participate in this meeting by means of a conference telephone or similar communications equipment that allows all persons participating in the meeting to hear each other at the same time. If the Board rejects the next fiscal year's budget, it shall return it to the CEO with specific comments as to why it was rejected. The CEO shall then provide a revised proposed budget to the Finance Committee for its approval and recommendation to the Board. In the event the next fiscal year begins without an approved budget, the Executive Committee shall approve an emergency interim budget consistent with the comprehensive budget recommended by the Finance Committee as needed to allow the USHJA to operate until a final budget is approved.

Article 520 – Conveyances and Encumbrances

Section 1. 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. 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 at a duly called meeting of the Board.

Article 530 – 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. (See Article 415.3). The Audit Committee shall provide the auditor's report to the Board of Directors upon completion.

CHAPTER VI – AMENDMENTS

Article 601 – Amendments

These Bylaws, and any resolution adopted by the founding members prior to the adoption of these Bylaws, may be added to or amended at any meeting of the Board of Directors or the Voting Members at which a quorum is present upon a two-thirds vote of those Directors or

Voting members present at that meeting. Amendments to these Bylaws may be proposed by any member of the Board of Directors.

Approved by USHJA BOD December 5, 2011.