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

For additional information please see the USHJA Policy and Procedure 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 United States Hunter Jumper Association, as the official hunter/jumper affiliate of the United States Equestrian Federation, is a competition-based sport organization that serves our members through educational programs, awards and recognition, communication and rules. We provide a wide array of programs for all hunter/jumper levels, and we are mindful of the well-being of our equine partners. Additionally, we are committed to preserving the history of our sport and through our Foundation we support charitable and benevolent services.

Section 2. Vision Statement. Our vision is to increase awareness of and participation in programs and services for all involved in the hunter/jumper competitive sport. We strive to provide value to our members, as well as strengthen the positive image of the USHJA with equestrian sport entities inside and outside the hunter/jumper sphere.

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, sex, or national origin.

CHAPTER II – MEMBERSHIP

Article 201 – Eligibility

Membership in USHJA is open to any individual, club, association, or educational institution or

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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. As a condition of membership in the USHJA, Members are subject to, and shall abide by, the USHJA Member Code of Conduct.

Article 202 – Voting

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.

Section 3. Terms. “Term” is defined as service in an elected or appointed capacity for more than two (2) consecutive years. Unless specified otherwise, for the purposes of these Bylaws, a “Year” is defined as twelve (12) months or the period of time between Annual Meetings of the Board of Directors, whichever is less. Unless specified otherwise, service in an elected or appointed capacity for a period of two (2) consecutive years or less shall not be considered in the application of the Term limits.

Article 203 – 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 204 – Membership Categories

Section 1. Members have joined USHJA in one or more of the membership classifications listed in the Policy and Procedure Manual. Unless otherwise stated herein, the membership year will run from December 1 through November 30. 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. Affiliate Member Organizations. Affiliate Member Organizations shall consist of any local, state, regional and/or national organization, club, association, including educational institutions which offer equine competitions and/or equine related programs, and corporations or other entities approved for membership by the Board of Directors.

Section 3. Farm Recording. Farm names 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 recorded owner of the Farm remains a current member of the USHJA.

Section 4. Membership Benefits. Members shall receive benefits in accordance with Board of Directors approved policy.

Section 5. 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 6. 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 205 – USHJA Annual Meeting

Section 1. The Board of Directors shall establish the dates and location 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 404.

CHAPTER III - USHJA OFFICERS

Article 301 - Officers and Election of Officers

Section 1. Elected Officer Designations & Eligibility. All individuals seeking to serve as Officers must be Senior Active members of USHJA, and are subject to review by the Nominating Committee.

a. National Officers. The President, Vice President, Secretary and Treasurer shall also be known and referred to herein as the "National Officers".

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

Section 2. National Officer Nominations. Those individuals willing to serve as National Officers shall be proposed by the General Membership, Board of Directors and/or Nominating Committee, and nominated according to Chapter VII. Board of Directors approved procedures for nominations shall be available to the membership sixty (60) days prior to elections at www.ushja.org.

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

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a. If a nominee for a National Officer position currently seated on the Board is elected to a National Officer position, the Director seat vacated shall be filled in accordance with Article 302.

b. Beginning in 2014 and every four (4) years thereafter, the Secretary shall be elected to serve a four (4) year term. The Secretary shall be elected by the Board of Directors at the Annual Meeting of the Board of Directors held in conjunction with the USHJA Annual Meeting and shall assume office and become a member of the Board of Directors in accordance with Article 501.

c. Beginning in 2016 and every four (4) years thereafter, the President and Vice President shall be elected to serve a four (4) year term. The President shall be elected by the Board of Directors at the September meeting of the Board of Directors and the Vice President shall be elected by the Board of Directors at the Annual Meeting of the Board of Directors held in conjunction with the USHJA Annual Meeting both Officers and shall assume office and become members of the Board of Directors in accordance with Article 501.

d. The individual elected to hold the office of Treasurer at the 2016 Annual Meeting of the Board of Directors shall be elected to serve a two (2) year term.

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

f. All regular elections of National Officers after 2016 shall be for a four (4) year term.

Article 302 – 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 oversee the administration and operation of USHJA to ensure that the plans approved by the Board of Directors are being implemented. The President shall hire and oversee the work of a staff leader in accordance with Board of Directors approved policy.

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

d. 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.

e. The President shall oversee the implementation of the Board of Director's policies and directives and the overall management of the USHJA.

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. In the absence of a President, the Board of Directors may assign these duties in an interim basis to the Secretary.

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

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

i. The President may appoint special committees and sub-committees in accordance with Article 902.3.

j. The President, or Vice President if the President is unavailable, upon consultation with the other available officers, may make modifications 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. President-Elect. The President-Elect shall be consulted by the current President and provide input in the seating of Working Groups, committees and task forces. The President and Executive Director shall educate the President-Elect in both the administrative functions of the USHJA and its relationship with the Federation and other affiliates. Unless already serving as a member of the Board of Directors and/or Executive Committee, the President-Elect shall serve as a non-voting member of these entities.

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

Section 4. Secretary. The Secretary shall give the required notice of all meetings of the Board of Directors and Executive Committee. The Secretary shall perform other duties that may be assigned to the Secretary by the Board of Directors or President. The Secretary shall keep the minutes of the meetings of the Board of Directors and distribute these to the members of the Board of Directors.

Section 5. Treasurer. The Treasurer shall oversee all funds and accounts of USHJA. The Treasurer shall oversee the proper keeping of the books of account, showing the disposition of 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. The Treasurer may be assigned additional duties by the Board of Directors or President.

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

Section 7. Vacancies. Any vacancy of a National Officer position under the provisions of Article 403 shall be filled within sixty days after the occurrence of the vacancy in accordance with the following procedures and Board of Directors approved policy:

a. The Nominating Committee, as soon as practical, shall nominate an individual as a replacement for the National Officer vacancy from the General Membership and Board of Directors. Following the Nominating Committee's nomination, the candidate may be elected by a majority vote of the members present at the Board of Directors meeting convened to fill the National Officer vacancy.

b. In the event a vacancy exists for the office of President, the Vice President shall serve as Acting President, the Secretary shall serve as Acting Vice President and Treasurer shall serve as Acting Secretary and Treasurer until a new President is elected. In the event of any other Officer vacancy, the President shall appoint an individual currently serving on the Board of Directors to fill the vacancy on a temporary basis.

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c. An individual elected to fill a National Officer vacancy shall hold office for the remainder of the term for that Officer 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.

Article 303 – Responsibilities of Discipline Officers

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

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

Section 3. Vacancies. If a Discipline Vice President vacancy occurs, the Working Groups shall elect a new Chair. The President shall appoint an acting Chair of the Working Group who shall serve as Chair of the Working Group until election of a Discipline Vice President in accordance with Article 801.2(a). An individual elected to fill a Discipline Officer vacancy shall hold office for the remainder of the term for that Officer position and, if the individual elected to fill the Officer vacancy is a Director, the remainder of the term of that Director's position shall be filled in the same manner the Director elected to the Officer position was selected.

CHAPTER IV – 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 401 - 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 302.4(b). 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 402 Board of Directors Authority and Responsibilities

Section 1. Authority. 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. Entering into contracts in the name of USHJA and on behalf of or authorizing such contracts to be made by the President of USHJA;

b. Making and enforcing the policies and procedures for governance of USHJA and consideration of policies and procedures developed by others for use by USHJA;

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c. Approving or disapproving proposed rule modifications recommended by the Jumper or Hunter Working Group and other USHJA Committees for consideration by USHJA or the United States Equestrian Federation (USEF);

d. Keeping a record of its proceedings and reporting at all Board of Directors meetings, including any special meeting of the Board of Directors;

e. Altering or amending the dues structure, including all fees, at any time as it deems warranted;

f. Designating representatives who are Senior Active Members of the USEF and the USHJA who have designated Hunter as their primary discipline and are members of the Hunter Working Group to the proportionally allocated National Affiliate positions on the USEF National Breeds and Disciplines Council, as provided for in the USEF Bylaws; and

g. Designating a representative who is a Senior Active Member of the USEF and USHJA who has designated Jumper as their primary discipline and is a member of the Jumper Working Group to the FEI Affiliate position on the USEF International Disciplines Council for Jumping as provided for in the USEF Bylaws.

Article 403 - Board Composition and Board Election Terms

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

a. National Officers. President, Vice President, Secretary and Treasurer. The President shall serve as Chair of the Board of Directors. The President, Vice President, Secretary and Treasurer are voting members of the Board of Directors. The President shall be elected by the Board of Directors at the September meeting of the Board of Directors and the Vice President, Secretary and Treasurer shall be elected by the Board of Directors at the Annual Meeting of the Board of Directors held in conjunction with the USHJA Annual Meeting and in accordance with the Board of Directors approved election schedule and nominating procedures. 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.

b. Jumper Working Group Representation. Four (4) (Five [5] beginning with the 2016 election year) Directors from the Jumper Working Group, which must include the Chair, who shall serve as the Discipline Vice President-Jumper. Two of these individuals must be Athletes as defined in Board of Directors approved policy. The Working Group Directors, including the Discipline Vice President, shall be elected by the Board of Directors. The individuals elected to hold these offices shall serve a four (4) year term unless elected to fill a vacancy (exception: in 2016 the five members shall be elected to serve a two (2) year term in order to initiate a stagger). (BOD 10.17.16)

c. Hunter Working Group Board Representation. Four (4) (Five [5] beginning with the 2018 election year) Directors from the Hunter Working Group, which must include the Chair, who shall serve as the Discipline Vice President-Hunter. Two of these individuals must be Athletes as defined in Board of Directors approved policy. The Working Group Directors,

including the Discipline Vice President, shall be elected by the Board of Directors. The individuals elected to hold these offices shall serve a four (4) year term unless elected to fill a vacancy (exception: in 2016 the five members shall be elected to serve a two (2) year term in order to initiate a stagger). (*BOD 10.17.16*)

d. At-Large Directors Board Representation. Seven (7) At-Large Directors shall be elected by the Board of Directors from nominations made by the Nominating Committee. In filling these Board of Directors positions, consideration shall be given to the composition and geographic distribution of the membership. Three (3) of the At-Large seats must be filled by individuals capable of providing diversified non-equestrian related business experience, to the Board of Directors and USHJA. If Competition Management, Officials, Owners/Amateurs and Young Professionals are not already represented on the Board of Directors, the required number of the Nominating Committee nominations for the At-Large seats must be utilized to ensure that these constituencies are represented. The individuals to serve At-Large shall be proposed by the General Membership and reviewed and processed as required by the Nominating Committee. The individuals elected to hold these offices shall serve a four (4) year term unless elected to fill a vacancy.

e. USHJA Foundation Board Representation. 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, the new Foundation President shall be appointed to serve on the Board of Directors.

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

Section 2. Vacancies. Any vacancy on the Board of Directors, including without limitation due to death, shall be filled by election of an individual for the remainder of the term of such Officer or Director position in the manner specified for that position in accordance with Article 403.

Article 404 - 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 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 1st 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 205.

Section 2. The Board of Directors may waive the in-person meeting requirement for meetings other than the Annual Meeting of the Board of Directors.

Section 3. All Board of Directors and Officer elections shall occur at an Annual Meeting of the Board of Directors, 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 4. Regular Board Meetings. The Board of Directors shall have a minimum of three (3) Regular meetings each year in addition to the Annual 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, unless otherwise determined by the Board of Directors. The Secretary shall provide written electronic notice of such meetings to each Director in accordance with meeting notice requirements.

Section 5. Special Meetings. The President shall have the power to call a Special Meeting of the Board of Directors at any time. The Secretary shall provide written electronic notice of such meetings to each Director in accordance with meeting notice requirements.

Section 6. Attendance. A member of the Board of Directors who fails to attend at least fifty percent (50%) of the meetings of the Board of Directors within a twelve (12) month period may be removed from the Board by the President of the USHJA and replaced with another individual in accordance with Board of Directors approved policies and procedures. Any member of the Board of Directors who fails to attend two (2) or more meetings of the Board of Directors in a twelve (12) month period without being excused by the President will automatically be removed from the Board of Directors and Officer position if applicable.

Section 7. 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 8. Meeting Notice. The Secretary shall provide written electronic notice of such meetings to each Director in accordance with the following Board of Directors electronically distributed meeting notice requirements:

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

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

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

Section 9. Agenda. A preliminary agenda shall be distributed by the Secretary with the meeting notice for all meetings of the Board of Directors.

a. The Agenda shall be electronically distributed in accordance with the Meeting Notice requirements contained in Section 8 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

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

Section 11. 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 12. Proxies. At all meetings of the Board of Directors, Executive Committee and all other committees, proxies are not permitted.

Section 13. Executive Session. At any meeting, the Board of Directors may determine by majority vote to go into Executive Session. Executive Sessions are not part of the record of a meeting and may not be used to take action on agenda items, except agenda items involving personnel reviews and other confidential business. Individuals who are not Members of the Board 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 14. Extraordinary Attendance at Board of Directors Meeting. Under extraordinary circumstances, as determined in their absolute discretion by the unanimous agreement of the four National Officers, members of the Board of Directors may participate in the Annual 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 V – OFFICER AND DIRECTOR TERM LIMITS

Article 501 – Commencement of Officer and Director Terms

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

Section 1. The term of the President, elected at a September meeting of the Board of Directors, shall commence following the conclusion of the USHJA Annual Meeting of the Board of Directors in accordance with Article 404.

Section 2. 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 404.

Section 3. 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. For the purposes of these Bylaws, a “Term” is defined as service in an elected capacity for more than two (2) years. For the purposes of these Bylaws, a “Year” is defined as the period of time between Annual Meetings.

Section 2. Term Limits. The maximum service as a member of the Board of Directors in any capacity, or any combination of capacities, for an individual shall be limited to two (2) Terms. All Officers and Directors are limited to two (2) consecutive Terms of service as a member of the Board of Directors, except as provided in Article 502, Section 3(b) below.

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

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

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

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

Section 4. Election as a National Officer or Discipline Vice President, following one or more Terms of service on the Board of Directors in some other capacity, shall operate to extend the maximum period of service allowed. However, under this exception, 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 four (4) consecutive Terms.

CHAPTER VI - EXECUTIVE COMMITTEE

Article 601 – Composition, Terms of Service, Authority and Meetings

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

Executive Committee members resulting from elected position.

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

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

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

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

Section 2. Term of Service Members of the Executive Committee serve for a term of two (2) years, or the period of time between scheduled 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 BOD authority to amend the Bylaws of USHJA.

Article 602 – Executive Committee Meetings

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

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

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

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

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

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

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

CHAPTER VII- NOMINATING COMMITTEE

Article 701 - Composition and Designation

Section 1. Composition. 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. Requirements for Jumper or Hunter designation are set forth in Article 201. The Nominating Committee shall consist of nine (9) Senior Active Members of the USHJA in good standing which shall be selected as follows:

a. Three (3) individuals shall be appointed by the Board of Directors to serve a term of four (4) years beginning in 2012. One (1) individual must be designated Jumper and one (1) individual must be designated Hunter. In 2016, three individuals shall be appointed by the Board of Directors to serve a term of two (2) years. Beginning in 2018, all Nominating Committee terms shall be four (4) years.

b. Two (2) individuals designated Jumper shall be appointed by the Jumper Working Group to serve a term of four (4) years beginning in 2014. One (1) individual must be an Athlete at the time of election in accordance with Board of Directors "Athlete" requirements. Additionally, one individual designated Jumper shall be appointed by the Jumper Working Group to serve a term of two years in 2016. Beginning in 2018 all Nominating Committee terms shall be four (4) years.

c. Two (2) individuals designated Hunter shall be appointed by the Hunter Working Group to serve a term of four (4) years beginning in 2014. One (1) individual must be an Athlete at the time of election in accordance with Board of Directors "Athlete" requirements. Additionally, one individual designated Hunter shall be appointed by the Hunter Working Group to serve a term of two years in 2016. Beginning in 2018 all Nominating Committee terms shall be four (4) years.

Section 2. Selection. The Board of Directors, Jumper Working Group, and Hunter Working Group shall, in years in which a Presidential election shall occur, during the month of April, select the above requisite number of individuals to serve on the Nominating Committee.

Article 702 - Chair Selection and Duties

Section 1. Nominating Committee Chair. The Nominating Committee shall elect a Chair from among the members.

Section 2. Duties of the Nominating Committee.

a. 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. The Committee shall nominate for a position the individual that in the opinion of the majority of members of the Committee is the most qualified candidate by education,

background and experience to fulfill the duties of the position for which the nomination is being made. In the event that no candidate exists for a position, then the Nominating Committee is to locate a qualified individual to fill the position(s).

b. Confidentiality. Nominating Committee discussions are confidential, including any nominations provided to the Board of Directors, and only the recommendations reported from the Committee are in the record.

c. Selection Process, Timeline and Membership Information. The Nominating Committee shall provide recommendations for changes, if any, to the Nominating and Election procedures and the election timeline to the Board of Directors prior to April 1st of each even numbered year. Prior to June 15th or May 15 (See Part IV Nominating Committee Timeline) of each even numbered year, information regarding the Nominating and Election procedures approved by the Board of Directors shall be made available to the membership on the USHJA website.

d. Nominating Committee Nominations. At least forty-five (45) days prior to the September meeting of the Board of Directors and/or the Annual Meeting of the Board of Directors, the Nominating Committee shall submit, in writing to the Board of Directors, its nominations for At-Large Directors and for National Officers for the forthcoming meeting. Within ten (10) calendar days of receipt by the Board of Directors of the Nominating Committee nominations, any member of the Board of Directors may submit additional nominees for consideration by the Nominating Committee. The additional Board of Directors nominees will be added to the ballot providing that the Nominating Committee determines that they meet the Board of Directors established criteria for the nominated position.

Article 703 - Nominating Committee Meetings and Terms

Section 1. Quorum. Five (5) members of the Nominating Committee shall constitute a quorum.

Section 2. Proxies. Proxies are not permitted.

Section 3. Vacancy. Should a vacancy occur on the Nominating Committee, the entity responsible for selection of the individual creating the vacancy shall, within thirty (30) days of the vacancy occurring, select a Senior Active Member who is not seeking any office, subject to Nominating Committee review, to fill the vacancy.

Section 4. Term of Service. Terms for Nominating Committee members will begin on May 1st following election or appointment and continue for a period of four (4) years ending April 30th. Individuals selected to fill the balance of a term will begin service as a member of the Nominating Committee upon selection and will complete the balance of the term. The maximum service as a member of the Nominating Committee shall be limited to two (2) consecutive terms. An individual not serving on the Nominating Committee for a period of three hundred thirty (330) consecutive days or for a period of time between Annual Meetings of the Board of Directors, whichever is less, shall be eligible to again serve on the Nominating Committee without consideration of prior service in determining Term limits.

CHAPTER VIII - DISCIPLINE WORKING GROUPS

Article 801 – Discipline Working Groups

Section 1. General. To operate efficiently and to maximize the expertise of the various members and disciplines, the USHJA shall have two working groups: Jumper Working Group and Hunter Working Group. The President, Vice President, Secretary and Treasurer shall be ex-officio, non-voting members of each Working Group. Working Group composition shall be selected initially and every four years thereafter as provided in Article 801.6 (exception: in 2016 the Working Group members shall be elected to serve a two (2) year term in order to initiate a stagger (*BOD 10.17.16*). In addition to expertise within their designated discipline, Working Group members would ideally possess the following qualities and abilities: good judgment, sport wide perspective, ability to clearly communicate, ability to build consensus, ability to lead and motivate others and understand the necessity of continued growth and inclusion of others into our sport.

Section 2. Responsibilities of a Working Group Chair.

a. The members of each Working Group shall elect the Chair. The Chair of each Discipline Working Group shall serve as:

i. Chair of the Working Group

ii. Discipline Vice President whose term shall commence in accordance with Article 501.1

iii. Member of the Board of Directors and Executive Committee.

b. Each Working Group Chair shall facilitate program development for his Working Group, including long-term planning within the discipline in his Working Group. The Chair shall ensure that:

i. All proposals for new programs and initiatives developed by Working Group Task Forces meet the requirements of the Board approved Program Planning Guide and Pilot Program Criteria.

ii. All discipline programs prepare an annual report assessing program achievements versus the program benchmarks for participation and budget as defined in the Board of Directors approved Program Evaluation Criteria. These reports will be reviewed annually by the Program Review Panel consisting of the National Officers and members of the Board of Directors appointed to the Program Review Panel by the President providing they have no known Conflict of Interest, at the time of appointment, as defined by the Board of Directors Conflict of Interest Policy.

Section 3. Working Group Duties and Responsibilities. The President shall assign each Working Group specific matters within their respective expertise to consider and make a recommendation to the Board of Directors. The Working Groups may further consider any policies or programs within their respective areas of expertise and make such recommendations to the Board of Directors as the Working Group finds appropriate. The Board of Directors shall then consider the Working Group's recommendations and take whatever action the Board considers appropriate. Duties of the Working Group include, but are not limited to the following:

a. Establishing and assisting in the population of Discipline Task Forces.

b. Assisting in the population of Program Task Forces.

c. Providing oversight for all Working Group Task Forces and the Zone Committees.

d. Reviewing all current and proposed programs and initiatives within the Discipline to insure compliance with Board approved criteria and processes.

e. Providing a proposed annual budget for the activities within its respective area of expertise.

f. Recommending individuals for seating on the USHJA Board of Directors and the Working Group Task Forces. A Working Group Task Force must have at least one member from the applicable Working Group.

g. Recommending individuals to the President for appointment to the Federation Technical Committees.

h. At each Annual Meeting, conducting one (1) joint meeting of the Working Groups to facilitate discussion and provide recommendations on sport wide issues to the Board of Directors. As mutually agreed upon by the Chairs, additional joint Working Group meetings may be scheduled.

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

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

Section 6. Selection of Working Groups. The Working Groups shall be implemented as follows: In October of 2012 and every fourth year thereafter (exception: in 2016 the Working Group members shall be elected to serve a two (2) year term in order to initiate a stagger) (*BOD 10.17.16*), the President shall appoint the Working Group members, subject to Executive Committee approval and seating considerations. See Articles 801.4 and 801.5. The President shall designate an interim Chair for the Working group pending the Working Group election of a Chair.

Section 7. Term of Service. Any Working Group member shall be eligible to serve a maximum of two (2) consecutive four (4) year terms. However, a member appointed to fill a vacancy and serve a partial term shall not have that service affect his right to serve a maximum of two (2) consecutive full terms as stated above. A member may not be re-appointed to a Working Group for three hundred thirty (330) consecutive days following the expiration of his second consecutive full term. An individual appointed to fill a vacancy, takes office immediately upon appointment.

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Section 8. Service on the Board of Directors. Any Working Group members serving as a Director of the USHJA shall be subject to Term limits in accordance with Article 502 relating to consecutive terms of service.

Article 802 – Working Group Task Forces

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

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

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

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

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

d. Working Group Task Forces shall serve for a period of two (2) years (*BOD 10.17.16*).

Section 3. Responsibilities of a Task Force Chair. Task Force Chairs shall facilitate program development for their Task Force, including long-term planning for the specific programs within the discipline in their Task Force. The Chair represents the Task Forces on the Working Groups. The Chairs shall be responsible for their Task Force budget, if any, and shall facilitate internal programs and represent programs of the Task Force to the applicable Working Group.

Section 4. Term of Service for Task Force Chairs. Any Task Force Chair shall be eligible to serve a maximum of four (4) consecutive two (2) year terms (*BOD 10.17.16*). However, a member appointed to Chair to fill a vacancy and serve a partial term shall not have that service affect his right to serve a maximum of two (2) consecutive full terms as stated above. A Task Force Chair may not be re-appointed as Chair for three hundred thirty (330) consecutive days following the expiration of his second consecutive full term as Chair, but may remain on the Task Force as a member. (*BOD 7/11/16*)

Section 5. Task Force General Duties and Responsibilities. The Working Group Chair shall assign each Task Force specific matters within their respective expertise to consider and make a recommendation to the Working Group. The Task Forces may further consider any policies or programs within their respective areas of expertise and make such recommendations to the Working Group as the Task Force finds appropriate. The Working Group then shall consider the Task Force's recommendations and take whatever action the Working Group considers appropriate.

Section 6. 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.

Section 7. Conflict of Interest. The USHJA acknowledges that Task Force members may have potential or actual conflicts of interest in agenda items requiring Task Force vote. Task

Force 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 8. Discharge of Duties. Each member, by accepting a seat on a Working Group Task Force, shall be bound by and discharge his duties in good faith and in accordance with the applicable fiduciary duties, the USHJA Bylaws, policies and procedures including the USHJA member Code of Conduct, Conflict of Interest Statement and Ethics Policy. Failure to comply with these standards may result in the removal from Task Force seat(s) that the individual holds pursuant to the policies approved by the Board of Directors.

Section 9. Confidentiality of Business. The members of any USHJA entity are required to maintain the confidentiality of entity business as instructed by the Chair or by the USHJA Staff Liaison. Confidentiality will be maintained until it is determined by the USHJA, and the entity is notified, that such confidentiality is no longer required, unless otherwise required by law.

Section 10. Participation Requirements (Attendance). All individuals holding a seat must attend a minimum of fifty percent (50%) of the meetings of that Task Force each year, unless a different requirement is stated herein or in the Board of Directors adopted policy. A Task Force member who fails to attend the required number of meetings, may be removed from the Task Force by the President of the USHJA and replaced with another individual, in accordance with Board of Directors approved policies and procedures.

CHAPTER IX – COMMITTEES

Article 901 - General

Section 1. Definition. For the purpose of these Bylaws, all Working Groups, Nominating Committee, Standing Administrative Committees, Standing Sports Committees, other Committees including Zone Committees, or other established groupings of members other than the Board of Directors and Executive Committee shall be referred to collectively as “committees”. The provisions of Article 903.6 herein shall apply to all committees, unless a different provision on the matter is included within the Committee section of the Bylaws.

Section 2. 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 3. Discharge of Duties. Each member, by accepting a seat on a USHJA committee, shall be bound by and discharge his duties in good faith and in accordance with the applicable fiduciary duties, the USHJA Bylaws, policies and procedures including the USHJA member Code of Conduct, Conflict of Interest Statement and Ethics Policy. Failure to comply with these standards may result in the removal from committee seat(s) that the individual holds pursuant to the policies approved by the Board of Directors.

Section 4. Confidentiality of Business. The members of any USHJA entity are required to maintain the confidentiality of entity business as instructed by the Chair or by the USHJA or USEF Staff Liaison. Confidentiality will be maintained until it is determined by the USHJA, and the entity is notified, that such confidentiality is no longer required, unless otherwise required by law.

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Section 5. Participation Requirements (Attendance). All individuals holding a seat must attend a minimum of fifty percent (50%) of the meetings of that Committee each year, unless a different requirement is stated herein or in the Board of Directors adopted policy. A Committee member who fails to attend the required number of meetings, may be removed from the Committee by the President of the USHJA and replaced with another individual, in accordance with Board of Directors approved policies and procedures.

Article 902 - 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 herein regarding each entity. Unless otherwise specified herein, each entity shall consist of a minimum of five (5) USHJA Senior Active Members appointed by the President or otherwise selected as set forth in these Bylaws. All committees are subject to additional conditions as set forth by the Board of Directors and some may require that a specific number of members are Athletes. Unless otherwise specified herein, the Chair and Vice Chair of each committee shall be appointed by the President in accordance with Board of Directors approved policy.

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

Article 903 – Committee Meetings

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

Section 2. Executive Session. At any meeting, a Committee may determine, by majority vote, to go into Executive Session. Executive Sessions are not part of the record of a meeting and may not be used to take action on agenda items. Individuals who are not Members of the Committee may be excluded from the Executive Session. National Officers may not be excluded except from the meetings of the Audit and Nominating Committees.

Section 3. 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.

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Section 4. Vacancies. Except as otherwise noted herein, a vacancy shall be filled by the President.

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, secure telephonic and/or U. S. Mail ballots.

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

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

Section 6. 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 (4) year terms as defined in Article 202.3

CHAPTER X - STANDING COMMITTEES

Article 1001 – Standing Committees

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

Section 2. Responsibilities of a Standing Committee Chair. Each Standing Committee Chair shall facilitate the business of the committee and communicate with the applicable committees and Working Groups. The Chair represents the Committee to the President.

Section 3. Term of Service for Standing Sport Committee Chairs. Any Chair of a Standing Sport Committee as outlined herein under Article 1003 shall be eligible to serve a maximum of two (2) consecutive four (4) year terms as Chair. However, a member appointed to Chair to fill a vacancy and serve a partial term shall not have that service affect his right to serve a maximum of two (2) consecutive full terms as stated above. A Standing Sport Committee Chair may not be re-appointed as Chair for three hundred thirty (330) consecutive days following the expiration of his second consecutive full term as Chair, but may remain on the Standing Sport Committee as a member. *(BOD 7/11/16)*

Article 1002 - Standing Administrative Committees

Section 1. Budget and Finance Committee. There shall be a Budget and Finance Committee appointed by the President which includes the Chair of each Working Group or their designee from the Working Group. The Budget and Finance Committee, working with the Chief Financial Officer, shall recommend policies and procedures for the financial management of the USHJA and its investments and prepare an annual operating budget for approval by the Board of Directors as provided in Article 1303. Members of the Committee who miss three (3) consecutive meetings for any reason may be removed. The procedures outlined in Article 901.5 must be followed for the removal and replacement of the Committee member.

Section 2. Audit Committee. There shall be an Audit Committee appointed by the President and approved by the Board of Directors, excluding those directors who may be selected for the Audit Committee, and shall consist of no less than three (3) and no more than five (5) Independent Directors of USHJA as defined under the Non-Profit Corporations Law of the State of New York. The Audit Committee shall oversee the accounting and financial reporting processes of the organization and the audit of its financial statements, annually retain or renew the retention of an independent auditor, review with the independent auditor the results of the audit including management letters, review with the auditor the scope and planning of the audit prior to its commencement, review and discuss with the independent auditor any material risks and weaknesses in internal controls identified by the auditor, and restrictions on the scope of the auditor's activities or access to requested information, any significant disagreements between the auditor and management and the adequacy of the organizations accounting and financial reporting processes, annually consider the performance and independence of the auditor and shall report its activities to the USHJA Board of Directors.

The Audit Committee shall oversee and administer the USHJA Whistleblower Policy in accordance with Article 1310.

Section 3. Conduct Review Committee. There shall be a Conduct Review Committee appointed bi-annually by the President which must include two (2) members of the Board of Directors and one (1) Athlete. The Committee shall provide continuing attention to the Code of Conduct and its enforcement; make recommendations to the Board of Directors or Executive Committee with respect to conduct; recommend to the Board of Directors amendments to the Code of Conduct; and review and investigate such matters, referred to it, relating to conduct of USHJA volunteers including its reflection on the organization. No individual may serve more than two (2) consecutive years on the Conduct Review Committee. All reviews and investigations and any appeal of a decision by the Conduct Review Committee shall be conducted in accordance with Board of Directors approved policies.

Section 4. Marketing Committee. There shall be a Marketing Committee appointed by the President. This Committee shall hold at least three meetings annually and shall submit to the Board of Directors recommendations on aspects of Marketing and Communications.

Section 5. Planning Committee. There shall be a Planning Committee appointed by the President to study and recommend proposals to the Board of Directors for short and long range plans for the future of the organization as well as goals, objectives and policies of the USHJA. The President shall ensure that at least one member of the Planning Committee is an Athlete.

Section 6. Rules Review Committee. There shall be a Rules Review Committee appointed by the President which must include the VP for Jumper or their designee, VP for Hunter or their designee and an "R" (Registered) Category 1 (C1) Steward. This Committee shall

hold at least one (1) meeting annually and shall be responsible for supervising the USHJA rule making process. The Rules Review Committee may, in its discretion, assign a rule change proposal to one or more Committees or Task Forces for their input and recommendation for action to the Working Groups or Board of Directors. 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 Review Committee has the right and responsibility to reject proposals for cause.

Article 1003 - Standing Sport Committees

Section 1. Competition Management Committee. There shall be a Competition Management Committee appointed by the President and shall include Senior Active Members of the USHJA who are licensed by USEF to conduct a competition, competition managers, secretaries and Athletes. This Committee shall submit to the Board of Directors suggestions for the improvement of competitions.

Section 2. Competition Standards Committee. There shall be a Competition Standards Committee appointed by the President and shall include Senior Active Members of the USHJA including a designee of each Working Group and a minimum of two (2) Athletes, one (1) each from the Jumper and Hunter Disciplines. This Committee shall submit to the Board of Directors suggestions for improvement of competition standards for Federation Licensed Competitions.

Section 3. Official's Committee. There shall be an Official's Committee appointed by the President. This Committee shall report to the Board of Directors and applicable Working Group, and shall keep them regularly apprised of its efforts and deliberations. The Officials Committee shall consist of a minimum of five (5) Senior Active Members of the USHJA in good standing. This committee is charged with the following duties:

a. Evaluating and providing input to the USEF Licensed Official's Committee on all applicants for the following licenses: Hunter, Jumper, Hunter Seat Equitation, Hunter Breeding, Hunter Course Designer, Jumper Course Designer and Category 1 Steward.

b. Reviewing the existing criteria by which a USHJA member becomes eligible to apply for any of the above licenses, and recommending changes when deemed necessary.

c. Reviewing the requirements for enrollment, promotion, and maintenance of the above licenses, and recommending changes when deemed necessary.

d. Reviewing the existing USEF rules pertaining to the above Licensed Official categories with regard to conduct, deportment, procedure, and restrictions, and recommending changes when deemed necessary.

e. Reviewing the USEF rules for the conduct of competitions, along with any applicable show standards that affect or pertain to the conditions under which an official in any of the above categories would fulfill his functions at a given competition, and recommending changes when deemed necessary.

f. Being available to the clinicians with regard to their experiences in giving the clinics, and reviewing their recommendations to improve the educational experience for the clinicians and the attendees.

In order to efficiently carry out its duties, the Official's Committee may appoint task forces consisting of a minimum of five (5) Senior Active Members of the USHJA in good standing to

represent any of the above license categories. At least one member of each task force, including the Chair, will be a member of the Official's Committee.

Section 4. Official's Education Committee. There shall be an Official's Education Committee appointed by the President. This Committee shall report to the Board of Directors and applicable Working Group, and shall keep them regularly apprised of its efforts and deliberations. This committee shall consist of a minimum of five (5) USHJA Senior Active Members of the USHJA in good standing. The Official's Education Committee will focus on the entire spectrum of the education of Hunter/Jumper Licensed Officials including from those USHJA members applying for enrollment or promotion and encompassing the continuing education of all Hunter/Jumper Licensed Officials. This committee will work hand in hand with the USEF Education Department, and provide its input and expertise in the Hunter/Jumper discipline to help the USEF meet its broader commitment of providing education to the many breed and discipline licensed officials under its umbrella. This committee is charged with the following duties:

a. Evaluating every aspect of the education program for hunter/jumper licensed officials and making recommendations for the improvement of any phase, with specific focus on and analysis of each specific area: Hunter, Jumper, Hunter Seat Equitation, Hunter Breeding, Hunter Course Designer, Jumper Course Designer and Category 1 Steward.

b. Creating, reviewing, revising, updating and standardizing the curriculum for each of the above areas, taking into account the variables inherent in a given group of clinic attendees.

c. Analyzing potential clinic locations for factors such as differing experience levels, differing member demographics, differing sport sophistication, and differing cultures; working with the USEF Education department to provide the best possible learning experience for attendees.

d. Identifying and recommending qualified educators and panelists, with emphasis on technical expertise, presentation experience, organization skills, and a deep understanding of the benefits of improving our sport through the education of our licensed officials.

e. Providing for the continuity of clinicians, clinic materials and presentations through the years and when panelists and presenters change.

f. Striving to make the maximum use of technology in teaching with materials and methods, using the tools available both inside and outside of our sport.

g. Investigating and evaluating the educational benefits of online and other methods of presenting quality education that may reduce the costs of transportation, hotel and meal expenses, and still provide the same or improved education for our licensed officials.

In order to efficiently carry out its duties, the Official's Education Committee may appoint small task forces consisting of a minimum of five (5) Senior Active Members of USHJA in good standing to represent any of the above license categories. At least one member of each task force, including the Chair, will be a member of the Official's Education Committee. Each task force shall contain the current clinicians for each of the seven (7) specific hunter/jumper discipline licenses.

Section 5. Horse/Rider Advocates Committee. There shall be a Horse/Rider Advocates Committee appointed by the President. The Horse/Rider Advocates Committee shall submit recommendations to the Board of Directors for the improvement of the well-being of horse and rider and work with the USHJA to educate members and facilitate the communication of information to the appropriate committees for their consideration.

Section 6. 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 XI - ZONE STRUCTURE

Article 1101 – Zone Structure

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

a. 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.

Article 1102 - Composition and Term Limits for Zone Committees

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

Section 2. Term Limits. The maximum service as an officer of the Zone Committees in any capacity, or any combination of capacities, for an individual shall be limited to two (2) Terms.

Section 3. Zone Committee officers not serving as an officer on the Zone Committee for a period of three hundred thirty (330) consecutive days or for the period of time between Annual

Meetings of the Board of Directors, whichever is less, shall be eligible to again serve as a Zone Committee officer without consideration of prior service in determining Term limits.

Article 1103 - 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 30th of the prior year for purposes of determining the number of hunter or jumper members in a given zone.

Section 2. Election Process. In 2012, and every four (4) years thereafter, each Zone shall elect a Zone Committee for a four (4) year term commencing on or before November 1st 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 1104 - Zone Committee Responsibilities

Section 1. USHJA Zone Committee Duties. The duties of Zone representatives shall include the following:

- a. Providing a forum to discuss and create nationwide Hunter and Jumper programs that tie the individual Zone programs together.
- b. Exchanging ideas across Zones, communicating with other Zones, and interfacing on a national level with other Hunter/Jumper constituents.
- c. Communicating with the Zone’s Hunter and Jumper constituency.
- d. Providing Zone input for the Zone Championships and Finals.
- e. Recommending, creating, and coordinating education opportunities and programs taking place in each Zone.
- f. Raising funds for Hunter and Jumper Programs.
- g. Providing input and feedback regarding the various USHJA Hunter and Jumper awards programs.

Section 2. USHJA Zone Committee Duties For Jumper Representatives. The duties of Jumper Zone representatives shall include the following:

- a. Recommending two (2) individuals who have designated Jumper as his/her primary discipline for appointment to the Jumper Working Group.
- b. Participating 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 Jumper Working Group.
- c. Recommending any Jumper education programs to the Jumper Working Group.
- d. 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

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Junior Jumper Championship, and National Pony Jumper Championship in accordance with USHJA procedures.

e. Coordinating and monitoring selection events leading to the team selection for the above championships.

f. 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.

Section 3. USHJA Zone Committee Duties for Hunter Representatives. The duties of the Hunter Zone Committees shall include the following:

a. Recommending two (2) individuals who have designated Hunter as their primary discipline for appointment to the Hunter Working Group.

b. 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 Hunter Working Group.

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

d. Submitting written proposals for administrative and program expenses to be reviewed by the Hunter Working Group.

Article 1105 - Alaska and Hawaii.

Section 1. Zone 11 Alaska and Zone 12 Hawaii.

These Zones will follow the provisions set forth in Article 1100 with the following exceptions:

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

b. The Zone Committee will act as both the Hunter Zone Committee and the Jumper Zone Committee with regard to the provisions of Article 1100 wherever applicable.

CHAPTER XII – AFFILIATE MEMBER ORGANIZATIONS

Article 1201 – Affiliate Member Organization Eligibility for Representation

Section 1. Definition of Eligible Affiliate Member Organizations.

These organizations must be:

- Members in good standing with USHJA as per the requirements listed in the Bylaw Policy and Procedures Manual
- Have bylaws
- Be governed by a volunteer board of directors with a minimum of five (5) members
- Be either a non-profit or mutual-benefit organization recognized as such by both its home state and the IRS
- Hold a minimum of fifteen (15) sanctioned shows in at least three (3) different venues
- Hold at least one annual educational activity.

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Section 2. Geography. Affiliate Member Organizations will be counted for representational purposes by the Zone in which their principal place of business is located.

CHAPTER XIII – GENERAL MANAGEMENT, ADMINISTRATION AND STAFF SUPPORT

Article 1301 - General Records of USHJA

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

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

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

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

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

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. The Rules;
- d. Resolutions including Budgets adopted by the Board of Directors;
- e. The minutes of all meetings of Directors, and records of actions taken by Directors without a meeting for the past four years;
- f. All written communications within the past four (4) 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 reports delivered to the New York secretary of state;
- i. 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 1306 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.
- l. Retain all Contract or similar files relating to USHJA Agreements for a minimum of four (4) years beyond the end date of the agreement.

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Article 1302 - Budgets of USHJA

The following shall be prepared by USHJA. The Fiscal Year for USHJA shall be from December 1st thru November 30th 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.

Article 1303 – 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 Article 1002.2). The Audit Committee shall provide the auditor's report to the Board of Directors upon completion.

Article 1304 - Special Purpose Funds

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

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

Article 1305 - 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 1032 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 1306 – 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

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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 1307 – 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 the for acts or omissions in furtherance of their duties as Directors or Officers of the USHJA.

Article 1308 - 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 or her 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. 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 1309.1 and in compliance with any fiduciary duties owed to the USHJA.

Article 1309 – 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 (1) define the circumstances which would constitute a conflict of interest, (2) the procedures for disclosing a conflict (3) 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, (4) a prohibition against any attempt to by the person with the conflict to influence improperly the deliberation or vote, (5) 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 (6) procedures for

disclosing, addressing and documenting related party transactions and (7) a requirement that Directors, Officers, Working Group members and key employees complete, sign and submit annual conflict of interest disclosure statements to USHJA and (8) 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. Prior to the initial election of any Director or Officer, and annually thereafter, each Director and Officer shall complete, sign and submit to the Secretary a statement identifying, to the best of the person's knowledge, any entity of which such Director is an Officer, Director, trustee, member, owner or employee and with which USHJA has an relationship and any transaction in which USHJA is a participant in which the Director or Officer might have a conflicting interest. Each key employee and members of the Working Groups shall also annually complete, sign and submit the same disclosure statement to the Secretary. The Secretary shall provide a copy of the completed disclosure statements to the Chair of the Audit Committee. All other Staff and volunteers shall acknowledge receipt of and compliance with the Policy in the manner designated by their employment acknowledgement or committee seating documentation.

Section 3. Officers, Directors and Committee Officers. 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 eighty percent (80%) Hunter and Jumper interests; is a not-for-profit organization; endorses competitions that offer hunter and jumper classes; offers year-end high-point or awards programs or a championship competition may not serve simultaneously as a USHJA Officer, USHJA Director, or Zone Committee Officer (Chairman, Vice Chairman, or Treasurer) unless express permission is received in writing from the USHJA Executive Committee. (Exception: USEF, FEI and USHJA Foundation)."

Article 1310 – 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 violation 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 and (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 1311 – 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 By-Law 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 a related party transaction between USHJA and a related party with a substantial financial interest in the transaction occurs, the Board of Directors must (1) consider alternative transactions to the extent available prior to entering into the transaction, (2) approve the transaction by not less than a majority vote of the Directors present, excluding the related party, if applicable and (3) contemporaneously document in writing the basis for the Board approval, including its consideration of alternative transactions.

CHAPTER XIV - UNITED STATES EQUESTRIAN FEDERATION (USEF) AFFILIATION

Article 1401 USHJA/USEF Responsibilities and Relationship

Section 1. Federation Recognition. The USHJA recognizes that the 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 (i) the Bylaws Rules of the USEF; (ii) the Hearing Committee decisions of USEF; and (iii) 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 1402 – USHJA Recommendations for USEF National Discipline Committees

Section 1. USEF National Jumper Committee. A USEF National Jumper 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 Bylaw 503.1.

a. The duties of the USEF National Jumper Committee will be in accordance with USEF Bylaw 503.1(c).

b. An individual who serves as a Jumper Working Group member shall be recommended by the USHJA President for appointment to the USEF National Jumper Committee in

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accordance with USEF Bylaw 503.1(d). 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 Bylaw 503.1.

a. Duties of the USEF National Hunter Committee will be in accordance with USEF Bylaw 503.1(c).

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 Bylaw 503.1(d). 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 XV - MISCELLANEOUS

Article 1501 - 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 XVI - AMENDMENTS

Article 1601 – 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

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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.