

BYLAWS OF
HIGH DESERT HUNTER JUMPER ASSOCIATION

An Oregon Non-Profit Corporation

ARTICLE I - NAME

The name of this organization shall be "High Desert Hunter Jumper Association," hereinafter referred to as "The Association," "The Corporation," or "HDHJA".

ARTICLE II - PURPOSE

The purpose and objective of this organization shall be: (a) to promote the interests of owners and exhibitors of Hunters, Jumpers and Hunt Seat Equitation in the Pacific Northwest; (b) to organize the exhibition of horses of the Hunters, Jumpers, and Hunt Seat Equitation classes; and (c) to encourage and assist owners, exhibitors, and breeders of horses to maintain, develop and improve the qualities of horses and riders in Hunter, Jumper and Hunt Seat Equitation classes.

This Association shall follow the current rules and regulations of the US Equestrian Federation ("USEF") unless otherwise stated in these Bylaws, and/or accompanying Rules.

ARTICLE III - MEMBERSHIP, DUES, AND HORSE REGISTRATION

A. There shall be two (2) classes of membership as follows:

1. Individual Membership
2. Family Membership

B. Membership Required to Accumulate Points: All riders must be members of HDHJA in a specific year to accumulate points toward a year-end division championship that year.

C. Each Member gets one (1) vote.

ARTICLE IV – MEETINGS

Each HDHJA member in good standing gets one vote at the Annual Meeting.

All members may attend Board meetings.

All meetings may be held in person and/or electronically.

Each voting Board Member gets one vote per motion, except the President of the Board who only votes in case of a tie.

All voting may be done in person, via email, via electronic meeting or via proxy.

- A. Annual Meeting: The annual meeting of the members of this organization shall be on a day selected by the Board of Directors during January of each year, and if the annual meeting shall not take place at the time fixed, it shall be held within a reasonable time thereafter. The Board of Directors of the Association shall be elected prior to the annual meeting and hold such office for a term of three (3) years or until their successors are elected or appointed by the Board.
- B. Special Meetings: Special meetings of the Association may be held at any time upon call of the President. Notice of the time, place, and objective of any special meeting shall be given to all Board members and members in good standing, in writing, by United States Mail or via email not less than fifteen (15) days prior to the date fixed for holding such meeting. The place of such meeting shall be fixed by the Board.
- C. Board Meetings: Board meetings may be called by the President at any time. Two-thirds of the board members shall constitute a quorum. The Board shall meet at least six (6) times annually as the Board determines is appropriate; however, the Board shall meet monthly during the first and fourth quarters of the calendar year. The Board shall remain in regular contact via email, conference call, or other means as appropriate to conduct HDHJA business throughout the calendar year.
- D. All meetings of the association and its Board of Directors shall be conducted according to Robert's Rules of Order.

ARTICLE V - BOARD OF DIRECTORS

- A. The Board of Directors shall be made up of any HDHJA members who are Committee Members, Horse Training Professionals or HDHJA Horse Show Officials (including judges, announcer, manager, assistant manager, starter, steward and course designer) who would like to be on the Board.
- B. Once a Board Member has attended (either physically or via conference call) 4 out of the past 6 HDHJA meetings they will be considered a voting Board Member. If they miss 3 out of 6 meetings they are welcome to attend meetings but will lose their vote till their attendance becomes current again.

ARTICLE VI – OFFICERS

Officers of this Association shall be (a) President, (b) Vice President, (c) Secretary, and (d) Treasurer.

ARTICLE VII - DUTIES OF OFFICERS

- A. President: The President shall preside at all meetings of the Association, and of the Board of Directors, and shall act as the Chairman of the Board of Directors. The President shall vote only in the case of a tie. The President shall be a member ex-officio of all regular and special committees, and shall perform all such other duties as usually pertain to the office. The President must be a member in good standing of the USEF.
- B. Vice-President: The Vice-President shall perform the duties of the President in the absence of or at the request of the President at general or special meetings. The Vice-President shall serve as Chairman of the Rules Committee. The Vice-President must be a member in good standing of the USEF.
- C. Secretary: The Secretary shall keep a true record of all the meetings of the members and Board of Directors. The Secretary shall notify the members and the Board of Directors of all meetings pertaining to them. The Secretary shall have the custody of the records of the Association. The Secretary shall have a current list of all HDHJA member. The Secretary will work with the Treasurer to maintain a current list of HDHJA memberships. The Secretary is responsible for notifying horse show management of horse show date confirmation and mailing any pertinent information requested. The Secretary will keep a running list of all Board Members eligible to vote.
- D. Treasurer: The Treasurer shall have charge of all funds of the Association and shall place the same in such bank or banks as may be approved by the Board. Such money shall only be withdrawn by check signed by the Treasurer or President and for the payment of only such bills as shall have been previously approved by the Board. The Secretary shall deliver to the Treasurer a list of all members and all dues and fees collected. The Treasurer shall keep an accurate account of all his/her transactions and render a detailed report, with vouchers, at any meeting of the Board, when requested, and an annual report to the members of the Association at its annual meeting. The Treasurer will work with the Secretary to maintain a current list of HDHJA memberships.

ARTICLE VIII – ELECTIONS

The Board will elect its officers: President, Vice-President, Secretary, and Treasurer. All officers must be selected from current Board members. The President may not be selected from Board members serving their first year. The Board may appoint committees as necessary.

ARTICLE IX - STANDING COMMITTEES

- A. Rules Committee: The Board of Directors will select a committee to serve as a Rules Committee. Committee members must be current members of USEF. The Rules Committee may review the bylaws and the rules of the Association and recommend any changes to the Board prior to presentation to the members.

Substantive rule changes will be voted on by the membership at the first general meeting of the new year held in January.

- B. Awards Banquet Committee: The Board of Directors will select a committee whose duty it shall be to organize the annual HDHJA Awards Banquet.
- C. Scholarship Committee: The Board of Directors will select a Scholarship Committee. The Scholarship Committee's duties shall include: (a) reviewing applications from potential HDHJA scholarship recipients; (b) in conjunction with the Board, voting on applicants to determine finalists for consideration; (c) conducting interviews with finalists; and (d) in conjunction with the Board, selecting up to five (5) applicants to receive the HDHJA scholarships.
- D. Information & Technology Committee: The Board of Directors will select an Information and Technology Committee, whose duties shall include developing and implementing strategies to enhance social media and technology to benefit and serve HDHJA's mission and membership.
- E. Membership Committee: The Board of Directors will select a Membership Committee, whose duties shall include encouraging membership in the HDHJA, increasing membership participation in HDHJA's operation and governance, and developing membership benefits.
- F. Points Chairperson: The Board shall appoint a Points Chairperson(s). The Points Chairperson(s) is responsible for keeping a current list of point standings and for providing the standings to the Website Committee Chair no later than 14 days post competition.
- G. Horse Show Oversight Committee: The Board of Directors will constitute the Show Oversight Committee. The Board will (a) suggest any changes to show management, (b) oversee show management's compliance with the host competition agreement, (c) provide show management with those forms and materials required by the host competition agreement.
- H. Fundraising and Development Committee: The Board of Directors will select a Fundraising and Development Committee, whose duties shall include conducting revenue and fundraising activities to meet the needs and promote the mission of HDHJA.
- I. Special Committees: The Board of Directors may select a committee for any purpose or function as requested by three (3) or more members.
- J. Reporting to the Board: All committees must report quarterly to the Board.

ARTICLE X – AMENDMENTS

- A. The HDHJA bylaws and/or rules may be amended, repealed, or altered in whole or in part, by a fifty-one percent (51%) affirmative vote of the members present or represented by proxy at the meeting designated for such purpose, or responding to an electronic, and/or online ballot. At least fifteen (15) days prior to the date set to act on any proposed changes, said proposed must be presented to the members via (a) email to each member's last recorded email address, and/or (b) the official HDHJA website. The process must have a written statement of the exact nature of the issue at the top of each page of signatures and be made available for inspection at the time of the meeting, if requested. Individual members may sign-over their voting privileges to another member.
- B. The Board may amend the nomenclature and classification of the Bylaws and rules to align with OHJA, USEF and/or USHJA. No amendment shall change the purpose, intent or design of the applicable bylaw or rule.
- C. The Board may amend a rule mid-year for the safety or welfare of the horse or rider, or for the benefit of HDHJA.

ARTICLE XI - DISTRIBUTION OF ASSETS

The provision for distribution of assets on dissolution or final liquidation is: all assets to be distributed and paid-over to the United States Equestrian Team.

ARTICLE XII – PROTESTS

Protests must be made to the HDHJA Board of Directors. All protests will be reviewed according to the review process as stated in Rule VI of the USEF manual.

ARTICLE XIII - GENERAL STANDARDS FOR DIRECTOR CONDUCT

Directors shall discharge their duties, including duties as a member of any committee: (1) in good faith; (2) with the care an ordinary prudent person in a like position would exercise under similar circumstances; and (3) in a manner the Director reasonably believes to be in the best interest of the Corporation. In discharging the duties of a Director, a Director is entitled to rely on information, opinions, reports or statements, including financial statements and other financial data, if prepared or presented by: (1) one or more officers or employees of the Corporation whom the Director reasonably believes to be reliable and competent in the matters presented; (2) legal counsel, public accountants, or other persons as to matters the Director reasonable believes are within the person's professional or expert competence; and (3) a committee of which the Director is not a member as to matters within its jurisdiction, if the Director reasonably believes the committee merits confidence. A Director is not acting in good faith if the Director has knowledge concerning the matter in question that makes reliance otherwise permitted unwarranted. A Director is not liable to the Corporation, any member, or any other person for any action taken or not taken as a Director, if the

Director acted in compliance with this section. In addition, even if so liable, the Director's liability for monetary damages shall be limited as stated in the Articles of Incorporation. A Director shall not be deemed to be a trustee with respect to the Corporation or with respect to any property held or administered by the Corporation, including without limit, property that may be subject to restrictions imposed by the donor or transferor of such property.

ARTICLE XIV - OFFICER LIMITATION OF LIABILITY; INDEMNIFICATION AND ADVANCEMENT OF EXPENSES IN CONNECTION WITH LITIGATION

An officer of the Corporation who serves the Corporation without compensation for personal services as an officer shall be considered a "qualified director" within the meaning of that term as used in these Bylaws. An uncompensated officer of the Corporation shall be entitled to indemnification and advancement of litigation-related expenses to the same extent as a qualified Director. As officer of the Corporation who receives compensation for personal services to the Corporation shall receive such indemnity, limitation of liability, and advancement for suit related expenses as shall be consistent with the laws of the State of Oregon, these Bylaws, and the extent the Board of Directors, in its sole discretion, determines such limitation on liability, indemnification, advancement of expenses, or any combination thereof, to be reasonable.

ARTICLE XV - AUTHORITY TO INDEMNIFY DIRECTORS; ADVANCEMENT OF EXPENSES FOR DIRECTORS

If any Director of the Corporation is made a party to a proceeding because that individual is or was a director, the Corporation shall indemnify that individual against liability or damages to the full extent provided by ORS 65.391, 65.394, and 65.404, as amended. It shall be proper for the Corporation to pay for or reimburse reasonable expenses incurred by a Director who is a party to a proceeding, in advance of final disposition in that proceeding, if the Board so authorizes and the Director complies with the provisions of ORS 65.398, as amended.

ARTICLE XVI - LIABILITY OF QUALIFIED DIRECTORS

Civil liability of a qualified Director of the Corporation for the negligent performance of duties shall be limited to acts of gross negligence, intentional acts, or both, and shall also be limited by any limitation on monetary damages set forth in the Articles of Incorporation. The term "qualified Director," as used in these Bylaws, means a person who serves as a Director without compensation for personal services as director. An otherwise qualified Director shall not be considered to be compensated if the Director receives payments only for actual expenses incurred in attending meetings or performing Director's duties or receives a stipend which is paid only to compensate the Director for average expenses incurred over the course of a year.

ARTICLE XVII - INDEMNIFICATION OF EMPLOYEES AND AGENTS

In its sole discretion, by general or specific action, the Board of Directors may indemnify and advance expenses to any employee or agent of the Corporation to the extent allowed by applicable law.