

# Hunter Jumper Association of Michigan Constitution and By-Laws

## Article I

The name of the organization shall be the Hunter-Jumper Association of Michigan (“the Association”), a Michigan nonprofit corporation.

## Article II

Section 1. The Registered Agent of the Association shall be Patricia Haines, Treasurer.

Section 2. The Registered Office of the Association shall be 1102 Birchwood, Temperance, Michigan.

## Article III

### PURPOSE

The Association is organized for the purpose of stimulating the sport of riding and showing in the Hunter and Jumper divisions, to service, promote and protect the interests of the Association and the exhibitors, to insure uniform and consistent standards for all Association shows; to encourage the development of exhibitors of all ages by making objective and fair rules for governing competition and to insure impartial and competent judging for all shows; and, to serve and promote the best interests of the USEF and to support and enforce the rules of the United States Equestrian Federation under which all competitions shall be held.

## Article III

### MEMBERSHIP

Section 1. The membership of the Association shall be composed of the following:

- A. Amateur members - who are 18 years of age and older and who currently hold Amateur status as defined by the USEF.
- B. Senior members - who are 18 years of age and older and do not hold Amateur status with the USEF.
- C. Junior members - who are 17 years of age and under.
- D. Farm members – Farms and Stables (hereafter referred to as farms), may be registered as members. Any farm owner(s) and/or family member(s) of the farm owner(s) shall also be considered members of the Association. A list of said owner(s) and/or family member(s) must be provided with the membership form to insure inclusion. Employees of the farm who are not owners of family members of owners are excluded.

Section 3. Suspension or Cancellation of Membership

The following shall constitute cause for suspension and/or cancellation of membership: Failure to comply with the rules and by-laws of this Association; Gross violations of the ethics of sportsmanship; or any other cause deemed by the Board of Directors to be detrimental to the Association and its objectives. Suspension and cancellation require a majority vote of the Board of Directors, except for delinquent dues.

## **Article IV**

### **BOARD OF DIRECTORS**

Section 1. There shall be elected by the membership a Board of Directors consisting of Senior and Amateur members of which no less than 30% shall be professional members.

A. Section 2. The Board members so elected shall serve for period of 3 years

Section 3. Duties of the Board

- A. The Board of Directors shall have the general charge and control of the administrative affairs, funds, and properties of the Association.
- B. The Board shall have the responsibility in making decisions in all matters pertaining to the Association and the decisions of the Board shall be final.

Section 4. Vacancies

- A. Should any vacancy occur in the membership of the Board for any reason, the remaining members shall appoint a new member to fill the unexpired term of the member causing the vacancy.
- B. The Board may request the resignation of any member by a two-thirds majority vote of the entire Board for good cause.
- C. Any member of the Board having three (3) consecutive absences from board meetings, shall be automatically dropped from the Board unless such absences are excused by the President of the Board.

Section 5. Meetings of the Board

- A. The Board shall hold a minimum of four (4) meetings annually at a time and place as fixed by the officers of the Board.
- B. Special meetings shall be called by the President whenever s/he deems such a meeting is required, which can be held in person or telephonically.
- C. Notice of special meetings shall be given to all members of the Board, by telephone, email or mail, at least five (5) days prior to the schedule date of such special meeting.

Section 6. Quorum

40% of the members of the Board of Directors shall constitute a quorum of the Board to transact any business of the Board and a majority vote of those present will be needed to pass matters coming before the Board except in respect to the matter of expelling a member from the Board which shall require a two-thirds majority of the entire Board as provided for in Article IV, Section 4, Paragraph B.

## **Article V**

### **OFFICERS**

Section 1. The officers of the Association shall be a President, Vice President, Secretary, and Treasurer, who shall be elected by a majority vote of the Board of Directors.

Section 2. The officers so elected shall serve for one year and their term of office shall begin at the close of the annual meeting of the Association.

### Section 3. Powers and Duties of the Officers.

#### A. President

- a. S/he shall preside at all meetings of the Board of Directors.
- b. S/he shall be the Chief Administrative Executive of the Association and shall be an ex-officio member of all committees.
- c. If the President resigns or is unable to serve, a new President shall be elected by a majority of the Board of Directors.

#### B. Vice President

- a. The Vice President shall assist the President in all matters pertaining to administrative duties, shall conduct meetings and fulfill other duties in the President's absence.

#### C. Secretary

- a. The Secretary shall record the minutes of the meetings of the Board of Directors, and shall handle all correspondence.
- b. S/he shall be custodian of the membership file, the records and other documents of the Association.
- c. S/he shall keep the Treasurer informed about new members, resignations, and changes in classification.
- d. S/he shall issue to new members a copy of the By-laws, and shall notify all members of changes, or amendments to, these same By-laws.
- e. S/he shall send a copy of these By-laws to all cooperating horse shows.
- f. S/he shall notify members of all general meetings of the Association at least one week in advance of such meeting

#### D. Treasurer

- a. The Treasurer shall have custody of the funds of the Association, and shall make expenditures in accordance with the budget and as authorized by the Board of Directors.
- b. S/he shall keep an account of all receipts and disbursements, furnishing these to the Board of Directors at each meeting, and shall serve as chairman of the finance committee.
- c. S/he, or a person designated to do so, shall issue membership cards to all members who are paid up.
- d. The Treasurer shall assume custody of, and accountability of, any and all types of property which the Association may own at any time. S/he shall collect dues, notify delinquent members, and keep the Secretary informed of all delinquencies.

### Section 4. Transference of Property

- A. All officers, upon retiring from office, shall deliver to their successors all monies, account record books, papers or other property belonging to the Association.

### Section 5. Compensation of Officers

- A. No officer of the Association shall be compensated for the performance of services, but may, by resolution of the Board of Directors, be reimbursed for expenses incurred on behalf of the Association.

## **Article VI**

### **NOMINATIONS AND ELECTIONS**

#### Section 1. Nominations

- A. A nominating committee consisting of three (3) members of the Board shall be selected by the Board at the September meeting of the Board which shall have the responsibility of nominating members of the Association to serve as members of the Board of Directors. In making such nominations, the committee shall nominate such candidates for each vacancy as it deems necessary. The roster of the candidates shall be published and distributed to the membership with the notice of the annual meeting of the Association. It shall be clearly understood that a Board member may succeed him/herself, if nominated and elected and is a member in good standing.

Section 2. Each Senior/Amateur member shall be entitled to one vote, in person or by proxy, at the annual meeting of the Board of Directors for any items that come before the Board at that time.

Section 3. Members may make nominations of candidates for the office of Director by filing with the Secretary a written petition signed by a voting member, not later than thirty (30) days prior to the date upon which the election is scheduled. Thereafter, nominations shall be closed, unless by death, disability or refusal, there are fewer nominations than vacancies to be filled, in which event, only, nominations may be made from the floor in the usual manner, at the meeting scheduled for the election.

Section 4. Ballots shall be mailed to voting members not later than twenty (20) days prior to the meeting date upon which the election is scheduled and shall list all nominees for Directors and show the number of vacancies being filled.

Section 5. Each voting member shall be entitled to vote one vote for as many nominees as there shall be vacancies, but votes shall not be cumulated for a fewer number of nominees.

Section 6. The Secretary shall provide that the ballots shall be in a form to constitute the Secretary or President, or other designee, as proxy for the member to cast votes for Directors and to act otherwise at such meeting in the person and stead of such matter.

Section 7. Consistent with these By-laws, the Secretary or the Board may provide such other rules or procedures to facilitate elections.

Section 8. No proxy shall be operative, unless and until signed by the Senior/Amateur member and filed with the Association before, or upon, the commencement of any meeting.

## **Article VII**

### **DUES**

Section 1. The annual membership dues of the Association shall be as follows:

- A. Senior Members     \$25.00
- B. Amateur Members   \$25.00
- C. Junior Members     \$25.00
- D. Farms or Stables    \$50.00

## **Article VIII**

### **COMMITTEES**

#### Section 1. Finance Committee

The Treasurer shall serve as chairman of the finance committee, and may select two other members to serve with him/her as needed. This committee shall serve as a financial fact finding and advisory committee, and shall advise the Board on all matters pertaining to the Association's business affairs. This committee is empowered to approve unbudgeted (out of pocket) expenditures that may be requested by any officers or committee chairman, such expenditures may not exceed \$25 at any one time or \$250 within a years time.

#### Section 2. Show Committee

- A. The Board of Directors shall appoint a chairman of the show committee.
- B. This committee shall be responsible for establishing and publicizing all conditions and the standards under which Hunter and Jumper classes (or shows) will be recognized and approved by this Association. The conditions and standards of the USEF shall prevail unless otherwise stated by this Association.
- C. This committee shall also be responsible for the approval and assignments of dates for horse shows wishing to be approved by this Association.

## **Article IX**

### **MEETINGS OF THE ASSOCIATION**

#### Section 1. Annual Meetings

The annual meeting of the Association shall be held in January of each year at a time and place as fixed by the Board of Directors. This Annual Meeting shall be open to all current Association members.

Section 2. The purpose of the annual meeting shall be to elect members of the Board of Directors; to receive reports of committee chairman, and to receive reports of officers. It shall also serve to obtain feedback from the current Association members who attend the meeting.

## **Article X**

### **HORSE SHOW STATUS**

Section 1. The Association shall consist of shows recognized by USEF.

Section 2. The Association may provide for a division recognized only by the Association for the purpose of scheduling shows for those exhibitors who may not be qualified for 'A' rated divisions based upon experience of the rider or horse or both.

Section 3. In scheduling shows for either the 'A' division or the unrecognized division, the show committee may provide for classes in both divisions for the purpose of promoting greater interest and participation for both groups and as an endeavor to perpetuate the sport for future years.

Section 4. The Association will provide in its rules the eligibility requirements of exhibitors showing in unrecognized divisions.

## **Article XI**

### **AMMENDMENTS OF BY-LAWS AND STANDING RULES**

Section 1. The By-laws may be amended by a motion with unanimous support vote if a two-thirds majority of the members present at any Board Meeting, provided that the proposed amendment has been mailed to each voting member at least two weeks prior to the date of the meeting.

Section 2. Standing rules may be adopted at any business meeting and suspended for that meeting without previous notice by a majority vote, or they may be amended or rescinded by a two-thirds vote, except where notice has been given only a majority vote is required.

Section 3. Robert's Ruler of Order, Revised, shall be the parliamentary authority for all matters of procedure not specifically covered by the By-laws or by special rules of procedure adopted by the Association.

## **Article XII**

### **STANDING RULES**

#### Section 1. Time of Meetings

The regular and annual meetings of the Association shall be held at a time that permits the greatest number of members to be present, such time to be established definitely by the Board of Directors.

#### Section 2. Order of Business

Call to Order  
Reading of the minutes and their approval  
Report of the Secretary  
Report of the Treasurer  
Report of the Standing Committee  
Report of Special Committees  
Unfinished Business  
New Business  
Adjournment

## **Article XIII**

### **INDEMNIFICATION OF OFFICERS, DIRECTORS, EMPLOYEES AND AGENTS**

#### **Section 1. Indemnification of Directors and Officers: Claims By Third Parties.**

The Association may, in the complete discretion of the Board of Directors, indemnify in full or in part any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative (other than an action by or in the right of the Association) by reason of the fact that he or she is or was a Director, Officer, employee or agent of the Association or is or was serving at the request of the Association as a trustee, director, Officer, employee, or agent of another Association, business Association, partnership, joint venture, trust or other enterprise, against expenses (including attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by him or her in connection with such action, suit or proceeding if he or she acted in good faith

and in a manner he or she reasonably believed to be in or not opposed to the best interests of the Association and, with respect to any criminal action or proceeding, had no reasonable cause to believe his or her conduct was unlawful. The termination of any action, suit or proceeding by judgment, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent, shall not of itself create a presumption that the person did not act in good faith and in a manner which he or she reasonably believed to be in or not opposed to the best interests of the Association and, with respect to any criminal action or proceeding, had reasonable cause to believe that the conduct was unlawful.

**Section 2. Actions by or in Right of the Association.**

The Association may, in the complete discretion of the Board of Directors, indemnify in full or in part any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action or suit by or in the right of the Association to procure a judgment in its favor by reason of the fact that he or she is or was a Director, Officer, employee or agent of the Association or is or was serving at the request of the Association as a trustee, director, officer, employee, or agent of another Association, business Association, partnership, joint venture, trust, or other enterprise, against expenses (including attorneys' fees) actually and reasonably incurred by him or her in connection with the defense or settlement of such action or suit if he or she acted in good faith and in a manner he or she reasonably believed to be in or not opposed to the best interests of the Association.

**Section 3. Expenses.**

To the extent that a Director, Officer, employee or agent of the Association has been successful on the merits or otherwise in defense of any action, suit or proceeding referred to in Sections 1 and 2 of this Article or in defense of any claim, issue or matter therein, the Association may, in the complete discretion of the Board of Directors, indemnify such person against expenses (including attorneys' fees) actually and reasonably incurred by him or her in connection therewith.

**Section 4. Determination of Indemnification.**

As a condition precedent to any indemnification under Sections 1 and 2 of this Article, the Board of Directors shall just make a determination that indemnification of the Director, Officer, employee or agent is proper in the circumstances because he or she has met the applicable standard of conduct set forth in Sections 1 and 2. Such determination shall be made (i) by the Board of Directors by a majority vote of a quorum consisting of Directors who were not parties to such action, suit or proceeding, or (ii) if such quorum is not obtainable, or, even if obtainable, a quorum of disinterested Directors so directs, by independent legal counsel in a written opinion. If a determination is made that the person seeking indemnification has met the applicable standard of conduct described in Sections 1 and 2, then the Board of Directors shall decide the amount the Association shall pay for indemnification. If the Association's Board of Directors determines that a person seeking indemnification shall be indemnified under Section 1 or 2 for a portion of his or her expenses, including attorneys' fees, judgments, penalties, fines, and amounts paid in settlement, but not for the total

amount thereof, the Association shall indemnify such person for the portion of the expenses, judgments, penalties, fines, or amounts paid in settlement for which the Board of Directors has determined the person is entitled to be indemnified and the Association shall not be liable for any additional amounts.

Section 5. Repayment of Expenses.

Expenses incurred in defending a civil or criminal action, suit or proceeding described in Sections 1 and 2 of this Article may, in the complete discretion of the Board of Directors, be paid by the Association in advance of the final disposition of such action, suit or proceeding as authorized by the Board of Directors in the specific case upon receipt of an undertaking by or on behalf of the Director, Officer, employee or agent to repay such amount unless it shall ultimately be determined that he or she is entitled to be indemnified by the Association.

**Article XIV**

**HJAM Conflict of Interest Policy**

HJAM is a nonprofit, tax-exempt organization. Maintenance of its tax-exempt status is important for both its continued financial stability and for public support. Therefore, the IRS as well as state regulatory and tax officials view the operation of HJAM as a public trust, which is subject to scrutiny and be accountable to such governmental authorities as well as to members of the public. Consequently, there exists between HJAM and its Board, officers and management employees and the public a fiduciary duty, which carries with it a broad and unbending duty of loyalty and fidelity. The Board, officers, and management employees have the responsibility of administering the affairs of HJAM honestly and prudently, and of exercising their best care, skill, and judgment for the sole benefit of HJAM. Those persons shall exercise the utmost good faith in all transactions involved in their duties, and they shall not use their position with HJAM or knowledge gained therefrom for their personal benefit. The interest of the organization must be the first priority in all decisions and actions.

Conflicts of interest may arise in the relations of directors, officers, and management employees with any of the following parties:

1. Persons and firms supplying goods and services to HJAM.
2. Persons and firms from whom HJAM leases property and equipment.
3. Persons and firms with whom HJAM is dealing or planning to deal in connection with the gift, purchase or sale of real estate, securities, or other property.
4. Competing or affinity organizations.
5. Donors and other supporters of HJAM.
6. Agencies, organizations and associations which affect the operation of HJAM.
7. Family members, friends, and other employees.

Disclosure of any potential conflicts of interest should be made directly to the Board of Directors, Transactions with parties with whom a conflicting interest exists may be undertaken if the conflicting interest is fully disclosed; if the person with the conflict of interest is excluded from the discussion and approval of such transaction; and if the Board of Directors has determined that the transaction is in the best interest of the organization.

Subscribed at Bloomfield Hills, MI, this 7<sup>th</sup> day of February, 1974.

THIS IS AN UPDATED VERSION OF THE BY-LAWS TO INCLUDE ALL CHANGES – Last Revision January 2009.