

Hunter Jumper Association of Michigan Constitution and By-Laws

Article I

NAME

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

Article II

REGISTERED AGENT

The Registered Agent of the Association shall be Cynthia Orr Petherbridge, President. The Registered Office of the Association shall be 6392 Tripp Road, Holly, MI 48442. The official mailing address of the association shall be 6392 Tripp Rd. Holly, MI 48442.

Article III

PURPOSE

The HJAM's purposes are:

- A. To promote the sport of horsemanship through the sanctioning and sponsoring of hunter and jumper competitions.
- B. To promote rider safety, provide proper care for our equine partners, and promote good sportsmanship.
- C. To support the rules of USEF and HJAM.
- D. Maintain proper records relating to HJAM-recognized shows.
- E. To approve and/or assign HJAM-recognized show dates.
- F. To publish information pursuant to rules and specifications, show conduct or general interest.
- G. Pursuant to the provisions of the Association's Certificate of Incorporation, to receive, manage, and deal with monies, securities, and other property intended for charitable education purposes.
- H. To adjudicate questions of violations of the rules and specifications of HJAM, and when necessary, to impose penalties in accordance with those rules and specifications.

Article IV

MEMBERSHIP

Section 1. Membership Categories

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. Professional 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. **One to four (1-4) farm owner(s) and/or immediate family member(s) of the farm owner(s) residing at the same address** 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 ensure inclusion. Employees of the farm who are not owners or family members of owners are excluded. (1)

E. 2. 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 V

BOARD OF DIRECTORS

Section 1. General Requirements

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

- a. The Board can elect to nominate and vote to place a candidate on the Board at any time, who they believe would be a good asset to the Board by a majority vote.

Section 2. Election service

The Board members so elected shall serve for a period of three (3) years.

Section 3. Duties of the Board

- A. The Board of Directors shall have the general charge and control of administrative affairs, funds, and properties of the Association.
- B. The Board shall have the responsibility of making decisions in all matters about 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 may appoint a new member to fill the unexpired term of the member who caused the vacancy or may choose to leave the Board seat open until the next election.
- B. The Board may request the resignation of any member by a two-third (2/3) majority vote of the entire Board for a 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 times and places as fixed by the Board's officers.
- 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 via telephone conference.
- C. Notice of special meetings shall be given to all members of the Board, by telephone, email or mail, at least five (5) days before the scheduled 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 VI

OFFICERS

Section 1. General Requirements

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. Election Service

The officers so elected shall serve for two (2) years, 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. Should the President resign or be unable to serve, a new President shall be elected to handle all correspondence.

B. Vice President

- a. The Vice President shall assist the President in all matters of administrative duties, shall conduct meetings, and fulfill other duties in the President's absence.
- a. S/he shall be the liaison with the USEF for all administrative requirements associated with "USEF" rated horse shows

C. Secretary

- a. The Secretary shall record the minutes of the meetings of the Board of Directors, and shall handle all the correspondence.
- b. S/he shall be the custodian of the membership file (with the assistance of the Clerk), 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 notify members of all general meetings of the Association at least one week in advance of such a 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.
- e. S/he shall keep an account of all receipts and disbursements, furnishing these to the Board of Directors at each meeting, and manage the profit and loss statement for the Association.
- f. S/he, or a person designated to do so, shall manage the annual Association membership program
- g. The Treasurer shall assume custody of, and accountability for, any type of property which the Association may own at any time.
- h. S/he shall collect dues, notify delinquent members, and keep the Secretary informed of all delinquencies, with the assistance of the Clerk.

- i. A Treasurer's Report shall be presented to the Board at every meeting, including current profit and loss statements, details regarding all deposits and debits, as well as a full detail of costs and income for the HJAM-sponsored shows.

Section 4. Transference of Property

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

Article VII

NOMINATIONS AND ELECTIONS

Section 1. Nominations and Ballots

- a. The Secretary shall distribute a ballot to current HJAM Amateur/Professional members in good standing with the names of the Board Members whose terms are ending, along with **three (3) blank lines for write-in candidates.**
- b. The roster of the candidates shall be published and distributed to the membership with the notice of the Annual Meeting of the Association.
- c. It shall be clearly understood that a Board member must be a member in good standing.

Section 2. Voting for Board Members

- a. Each voting member shall be entitled to vote one (1) vote for as many nominees as there shall be vacancies.
- b. No proxy shall be operative unless and until signed by the Professional/Amateur member and filed with the Association before the Annual Meeting.

Section 3. Voting for Executive Board Members

- a. **Any member who has served their first (1st) term on the Board may submit their name for a position on the Executive Board when an opening occurs.**
- b. **The Board member's petition for an Executive position may be expressed vocally at the Annual Meeting.**
- c. **The current Board will vote on the Executive positions, either by paper ballots or by text to the Secretary.**

Article VIII

MEMBERSHIPS and HORSE RECORDINGS

Section 1. Categories of Memberships

The annual membership categories of the Association shall be as follows:

- A. Professional Members
- B. Amateur Members
- C. Junior Members
- D. Farms or Stables: 1-4 members, all residing at the same address

Section 2. Horse Recordings

A horse must be recorded with HJAM annually to be eligible for year-end points.

Section 3. The Owner of the Horse Must be an HJAM member

The owner of the horse on record with the USEF as the owner must be an HJAM member for that horse to be eligible for year-end points.

Article IX

COMMITTEES

Section 1. Banquet Committee

- A. The Banquet Committee shall be responsible for: organize the year end awards banquet, which includes obtaining and organizing awards and prizes; printing program book; managing ticket sales before and at the door of the event; return of trophies and solicitation of new trophies for divisions added or trophies retired; event decorations; working with venue to set up the details of the event; and attending to set up and organizing the day/evening of the event.

Section 2. Clinics and Medal Finals Committee

- A. The Clinics portion of the committee shall be responsible for: hiring a Clinician of the Board's selection and contacting USHJA if HJAM wishes the clinic to be affiliated with that organization; securing a date and facility; advertising and mailing/emailing applications to HJAM Members.
- B. The Medal Finals portion of the committee shall be responsible for: organizing the location and date for medal finals; emailing and advertising on social media a flyer with information for finals to all HJAM members; obtaining sponsors for prizes; ordering ribbons and prizes for all finals offered; and set up awards and presenting at the finals.

Section 3. Marketing Committee

- A. The Marketing committee shall be responsible for:
 - a. Public Relations and Social Networking: The committee is responsible for all methods of communicating to the general public and our members about HJAM activities and changes, including press releases, newsletters, letters, etc. The committee is also responsible for managing all social networking platforms, including Facebook, Instagram, etc.
 - b. Web Site: The committee is responsible for managing the HJAM Web site, including updating content, adding sponsor advertising, managing upgrades, hiring and managing consultants, and making recommendations on format and design changes. The committee will be the go-between for HJAM and any hired website consultants.
 - c. Branding and marketing: The committee is responsible for managing the HJAM brand, including logo and any designed and printed materials. The committee will manage any changes to the brand, and printed materials should be reviewed by the committee before finalization and printing.

Section 4. Nominating and Membership Committee

- A. The Nominating portion of the committee shall be responsible for: confirm renomination interests of current board members at end-of-term and draft a list of 5 current non-junior members for potential nomination, verify candidate interest, & review qualifications with full board for ballot inclusion; draft annual ballot with incumbent and new candidates; ensure ballots are provided to membership at least 20 days before the Annual Meeting with ballot returns due before the HJAM Annual Meeting; confirm vote counts at the annual meeting and certify election results; and notify candidates of election outcome.

- B. The Membership portion of the committee shall be responsible for: soliciting annual membership renewal at HJAM banquet timing, with renewal targeted for annual meeting timing; contacting non-renewing members to investigate the reason for non-renewal, ensuring membership status is listed on the web page with specified benefits and services for junior, amateur, professional, and farm membership classifications.

Section 5. Show Approval and Advisory

- A. The Show Approval portion of the committee shall be responsible for: establish and publicize all conditions and the standards under which shows and individual classes will be recognized and approved by this Association (the conditions and standards of the USEF and Zone V shall prevail unless otherwise stated by this Association); issue show approval applications to show managers of approved shows; recommend approval or non-approval based on applications received; and ensure managers of approved shows to return completed contract and approval fee to the HJAM treasurer.
- B. The Show Advisory portion of the committee shall be responsible for:
 - a. Approved shows: review prize lists to ensure approved shows are accurately applying HJAM and Zone 5 specifications; confirm prize lists include complete class specifications and indicate which classes are HJAM approved; and provide show managers with member feedback collected during the show year.
 - b. Hosted Shows: ensure HJAM shows accurately apply HJAM and Zone 5 Specifications; gain board approval for show schedule and offered classes, especially implementing new special classes, classics, or incentive programs; manage HJAM shows, including the hiring of a professional manager and contracting services in support of the hired manager; recommend and seek approval for HJAM show facilities; and contract with the elected facility.
 - c. Annual Award Points: align HJAM points system with USEF/USHJA and Zone 5 as appropriate, oversee vendor administration of points tracking, and review any cases of point inquiries.

Section 6. Sponsorship / Hospitality / Vendor Committee

- A. The Sponsorship portion of the committee shall be responsible for: determining appropriate sponsor levels and amounts for the HJAM recognized shows; identifying past sponsors and mailing sponsor renewal packets; pursuing new sponsors as needed; ordering banners and sponsor posters; and collecting sponsor money.
- B. The Hospitality portion of the committee shall be responsible for: ordering and delivering fruit and other selected snacks to the rings on Friday, Saturday, and Sunday; and coordinating with the staff for any sponsored parties or meals provided during the show.
- C. The Vendor portion of the committee shall be responsible for:
 - (1) Identify vendors of varying types and specialties that the horse show participants and attendees will support; assess whether a vendor fee should be charged and, if so, the dollar amount for each; and present the proposed list of vendors to the HJAM Board at least 2 months before the May show series for review, feedback, and approval.
 - (2) Once the final vendor list is approved, confirm that the show site can accommodate the selected vendors (number and size of vendor space required); contact the vendors to confirm their attendance and obtain vendor fee (if any); and draft and send an acknowledgement letter between HJAM, the show facility, and the vendor that sets forth the terms for participation as a vendor.

Article X

ANNUAL MEETING OF THE ASSOCIATION

Section 1. Annual Meetings

The annual meeting of the Association shall be held once 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. Purpose

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

Article XI

HORSE SHOW STATUS

Section 1. Eligible Shows

The Association shall consist of shows recognized by USEF Premier, National, Regional I & II.

Section 2. Local / Unrated Classes

The Association may provide for a division or specific classes recognized only by the Association for the purpose of scheduling classes/shows for those exhibitors who may not be qualified for USEF-rated divisions based upon the experience of the rider or horse or both.

Section 3. Eligibility

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

Article XII

AMENDMENTS OF BY-LAWS AND STANDING RULES

Section 1. Amendment

A motion with a unanimous support vote may amend the By-laws 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 before the date of the meeting.

Section 2. Standing Rules

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. Rules of Order

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 XIII

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 definitively by the Board of Directors.

Section 2. Order of Business

Call to Order
Review and approval of the Minutes from the previous meeting
Report of the Treasurer
Report of Standing Committees
Unfinished Business
New Business
Adjournment

Article XIV

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, 8 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 decide 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 outlined 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 XV

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. 9 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 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 that 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 7th day of February 1974.

THIS IS AN UPDATED VERSION OF THE BY-LAWS TO INCLUDE ALL CHANGES – Last Revision March 4, 2026.