

**AMENDED AND RESTATED  
BYLAWS (“Bylaws”)**

**OF**

**KENTUCKY HUNTER JUMPER ASSOCIATION, INC. (“Corporation”)**

**ARTICLE 1**

**Offices**

**1.1 Principal Office.** The principal office of the Corporation shall be located at any place either within or outside the Commonwealth of Kentucky as designated in the Corporation’s most current Annual Report filed with the Secretary of State of Kentucky. The Corporation may have such other offices, either within or without the Commonwealth of Kentucky, as the Board of Directors of the Corporation (“Board”) may deem advisable from time to time.

**1.2 Registered Office.** The Corporation shall maintain a registered office in the Commonwealth of Kentucky as required by Kentucky law. The address of the registered office may be changed from time to time by the Board.

**ARTICLE 2**

**No Capital Shares**

**2.1 No Capital Shares.** The Corporation shall have no capital shares or shareholders, and its business and affairs shall not be conducted for private pecuniary gain or profit, nor shall any of the Corporation’s gain, profit or property inure to the incorporators thereof, nor officer or director thereof, but the Corporation’s entire gain, profit, net earnings and property shall be devoted exclusively to the charitable and other uses and purposes set out in ARTICLE III of the Corporation’s Articles of Incorporation, as amended from time to time (the “Articles”).

**ARTICLE 3**

**Directors**

**3.1 General Powers.** All corporate power shall be exercised by or under the authority of, and the business and affairs of the Corporation shall be managed under the direction of, the Board, subject to any limitations set forth in the Articles.

**3.2 Number and Term.** The Board shall consist of no less than nine (9) and no more than twenty-seven (27) members. Board members shall be elected by the members by ballot as set forth below at its annual meeting. Directors who are elected at the Board’s annual meeting, or who are elected in the interim to fill vacancies and newly created directorships, shall hold office

for 1 two-year (2) term and until their successors have been elected, qualified and have commenced serving or until their earlier resignation or removal.

### **3.3 *Composition of Board of Directors.***

(a) ***Qualifications.*** Only Senior members or those members who would qualify to be Senior members in a Family Membership, who are current on their KHJA dues, and who have been members of the KHJA for at least 2 years, shall be eligible to become members of the Board of Directors. There shall be one (1) Junior member chosen by the Junior members to be a Junior Representative to the Board of Directors (but are not a member of the Board). The Junior Representative may attend Board of Directors meetings (unless in closed session), but shall have no vote on matters coming before the Board.

(b) ***Regions for Directors.*** In an attempt to have all areas involved in the KHJA represented by the Board in Directors, the region shall consist of four (4) areas, known as the Eastern Kentucky Area, the Western Kentucky Area, the Northern Kentucky and the Indiana/Ohio/Tennessee area. Each region shall have the following minimum number of Directors:

- (a) Eastern Region – 5
- (b) Western Region – 1
- (c) Northern Kentucky – 2
- (d) Indiana/Ohio/Tennessee - 1

### **3.4 *Nomination and Election of Board of Directors and Officers.***

(a) The Board of Directors shall act as a Nominating Committee or a Nominating Committee may be appointed by the Board. Each voting member shall be requested (by mail, email or other communication) to suggest candidates to fill vacancies on the Board of Directors officers and the Nominating Committee shall consider those suggestions. A candidate is only eligible to be elected if placed into nomination by the Nominating Committee.

(b) Each year the President, with Board of Directors approval, shall appoint a Election Committee [does not need to be board member] consisting of three to five voting members who are current on their annual dues and not nominated for election in the election at hand.

(c) Voting shall be by secret ballot. Voting members, who are current on their annual dues, may vote by mail by confidential ballot. A ballot with the names of the candidates proposed by the Nominating Committee shall be mailed to voting members at least thirty (30) days (received) prior to the Annual Meeting or brought to the Annual Meeting, along with a return envelope addressed to the Chairperson of the Election Committee with a space for the voting member's name and return address, which must be completed in order to have the vote

counted. An envelope marked "Confidential Ballot," in which the complete ballot will be placed and sealed, will also be included. The ballots of voting members voting by mail must be received by the Chairperson of the Election Committee no later than noon on the day prior to the Annual Meeting or the ballot may be brought to the Annual Meeting. Those members who elect to vote at the Annual Meeting may deliver their sealed confidential ballots, in the return envelope with member's name and address, to a member of the Election Committee at the Annual Meeting.

(d) The name on the return address of all ballots received in a timely and proper manner shall be checked to assure that the member is a voting member current on their dues. The sealed confidential ballot inside all eligible ballot envelopes shall then be removed from the return envelopes. After the return envelopes have been discarded, the confidential ballots shall be opened and counted by the Election Committee. The candidates with the most number of valid votes shall be elected to the Board of Directors.

**3.5 Removal and Resignations.** Any director may be removed, by the affirmative vote of two-thirds (2/3) of the Board. Any member of the Board may resign from the Board at any time by giving written notice to the Board. A resignation shall be effective when the notice is delivered unless the notice specifies a later effective date.

**3.6 Annual and Regular Meetings.** An annual meeting of the Board and the members shall be held in November of each year at such time and place as the President of the Board may direct upon at least ten (10) days prior notice in writing, given personally, by mail or fax, to all of the directors and members of the Corporation for the purpose of electing officers and the transaction of such other business as may properly come before the meeting. The Board may provide by resolution the time and place, either within or without the Commonwealth of Kentucky, for the holding of regular meetings without other notice than such resolution.

**3.7 Special Meetings.** Special meetings of the Board may be called by, or at the request of, the President or thirty percent (30%) of the voting Senior members. The Annual Banquet shall be held in January of each year unless otherwise determined by the Board.

**3.8 Participation in Meetings.** The Board may permit any or all directors to participate in an annual, regular or special meeting by, or conduct the meeting through the use of, any means of communication by which all directors participating may simultaneously hear each other during the meeting including, but not limited to, conference telephone, webcast or similar communications equipment. A director participating in a meeting by this means shall be deemed to be present in person at the meeting. Directors shall not miss more than twenty percent (20%) or more of annual regular meetings per year without obtaining an excused absence from the President, in advance.

**3.9 Notice of Meeting.** Notice of the date, time, place and purpose of any special meeting shall be given at least five (5) days prior thereto by written notice mailed, faxed, emailed or delivered personally to each director at the director's business address. Unless otherwise provided in these Bylaws or Kentucky law, the notice shall not be required to describe the purpose of the special meeting.

**3.10 Waiver of Notice.** A director may waive any notice required by the Articles or these Bylaws before or after the date and time stated in the notice. A director's attendance at or participation in a meeting shall constitute a waiver of notice of such meeting, unless the director at the beginning of the meeting, or promptly upon the director's arrival, objects to the holding of the meeting or transacting business at the meeting because the meeting is not lawfully called or convened.

**3.11 Quorum and Voting.** Unless the Articles require a greater or lesser number, a majority of the number of directors of the Corporation shall constitute a quorum of the Board; provided, however, that if less than a majority of the directors are present at said meeting, a majority of the directors present may adjourn the meeting from time to time without further notice.

**3.12 Manner of Acting.** The act of the majority of the directors present at a meeting at which a quorum is present shall be the act of the Board, unless otherwise required by the Articles or these Bylaws.

**3.13 Vacancy on Board.** If a vacancy occurs on the Board, such vacancy shall be filled by appointment of the President to serve until the next annual election takes place and a new Board member can be elected.

**3.14 Action by Written Consent.** Any action required or permitted to be taken by the Board at a meeting may be taken without a meeting if a consent in writing or by email transmission, setting forth the action so taken, shall be transmitted by all of the directors.

**3.15 President of the Board.** The President of the Board shall preside at all meetings of the Board. If the President shall be unavailable, the Vice President shall preside. If the Vice President is unavailable, the Treasurer shall preside.

## **ARTICLE 4**

### **Officers**

**4.1 Required Officers.** The Corporation shall have the officers described in these Bylaws or appointed by the Board in accordance with these Bylaws.

**4.2 Appointment and Term of Office.** The officers of the Corporation shall be elected by the membership by ballot at the first, and thereafter at each Annual Meeting of the Board. If the appointment of officers shall not be made at any such meeting, such appointment shall be made as soon thereafter as is practicable. Vacancies may be filled or new offices created and filled at any meeting of the Board. Each officer shall hold office until such officer's successor shall be duly elected or until such officer's death or until such officer shall resign or shall have been removed in the manner hereinafter provided. The Ballot process shall be the same as to elect Board members.

**4.3 Removal and Resignations of Officers.** The Board may remove any officer at any time with or without cause. An officer of the Corporation may resign at any time by delivering written notice to the Board. A resignation shall be effective when the notice is delivered unless the notice specifies a later effective date.

**4.4 Vacancies.** A vacancy in any office because of death, resignation, removal, disqualification or otherwise may be filled by the Board for the unexpired portion of the term.

**4.5 President.** The President shall, in general, perform all duties incident to the office of President and such other duties as may be prescribed by the Board from time to time.

**4.6 Vice President.** The Vice President shall assist the President with his/her duties as requested.

**4.7 Treasurer.** The Treasurer shall (a) have charge and custody of, and be responsible for, all funds and securities of the Corporation, (b) receive and give receipts for monies due and payable to the Corporation from any source whatsoever, and deposit all such monies in the name of the Corporation in such banks, trust companies and other depositories as shall be selected in accordance with the provisions of Section 6.4 and (c) in general, perform all the duties incident to the office of Treasurer and such other duties as from time to time may be assigned to the Treasurer by the Chairman of the Board, President or the Board.

**4.8 Secretary.** The Secretary shall (a) keep the minutes of the meetings of the Board in one or more books provided for that purpose, (b) see that all notices are duly given in accordance with the provisions of these Bylaws or as required by law, (c) be custodian of the corporate records of the Corporation, (d) be responsible for authenticating records for the Corporation, (e) keep a register of the mailing address of each member and director and (f) in general, perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned to the Secretary by the Chairman of the Board, the President or the Board.

## ARTICLE 5

### Members

**5.1 Membership.** The membership for the Corporation shall run from December 1 through November 30. The age of any individual on December 1 shall remain their age for the entire membership year. Dues for the membership year are due on December 1 of each year and shall be published on the Corporation's website. A member may be censured, suspended or expelled from the Corporation and/or fined for inappropriate activities related to the Corporation and/or a Corporation event. Prior to any action being taken against a member, an opportunity for a hearing by the Board of Directors shall be granted and a two-thirds (2/3) vote of a quorum of the Board shall be required to take such action.

**(a) Senior.** A Senior member shall be a member who is 18 years of age or older as of December 1. Senior members shall be voting members.

(b) **Junior.** A Junior member shall be a member who is 17 year of age or younger, on December 1. Junior members shall be non-voting members. Junior members shall vote on Junior sponsorship awards only.

(c) **Family.** A family membership allows an individual, who would qualify as a Senior member and his/her spouse and their children, who would qualify as Junior members, to become members of Corporation for one (1) fee. Only those family members who would qualify as Senior members and are in good standing shall be voting members.

(d) **Farm.** A Farm Membership shall include one (1) Senior Member and three (3) horses.

(e) **Lifetime.** Lifetime Memberships shall be available for both individuals and horses. A one time fee shall be established, and may be changed from time to time.

(f) **Members Shows.** Regular member shows must be recognized by the United States Equestrian Federation (USEF). All member shows will be governed by USEF rules.

(g) **Membership Dues.** Annual dues for all types of memberships will be determined by the Board and published to the members.

(h) The Corporation shall serve all members without regard to race, creed, national origin, sex, age, disability or religion affiliation.

## ARTICLE 6

### Contracts, Loans, Checks and Deposits

**6.1 Contracts.** The Board may authorize any officer or agent to enter into any contract and execute and deliver any instruments in the name of and on behalf of the Corporation. Such authority may be general or confined to specific instances.

**6.2 Corporate Loans.** No loans shall be contracted on behalf of the Corporation, and no evidence of indebtedness shall be issued in the Corporation's name, unless authorized by a resolution of the Board. Such authority may be general or confined to specified instances.

**6.3 Checks, Drafts, Etc.** All checks, drafts or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of the Corporation shall be signed by such two (2) officers of the Corporation and in such manner as shall, from time to time, be determined by resolution of the Board.

**6.4 Deposits.** All funds of the Corporation not otherwise employed shall be deposited, from time to time, to the credit of the Corporation in such banks, trust companies and other depositories as the Board may select.

**6.5 Committees.** The Board may create and appoint such other committees, consisting of two or more directors, as from time to time it may consider necessary or appropriate to conduct the affairs of the Corporation. Unless specifically designated otherwise by the Board, all committees may consist of members of the Board, officers of the Corporation and other individuals (whether or not such other individuals are officers of the Corporation or members of the Board) appointed by the Board. Each such committee shall have such power and authority as the Board may, from time to time, establish for it. The tenure and qualifications of the members of each committee, the time, place and organization of such committee's meetings, the notice required to call any such meeting, the number of members of each such committee that shall constitute a quorum, the affirmative vote of the committee members required effectively to take action at any meeting at which a quorum is present, the action that any such committee can take without a meeting, the method in which a vacancy among the members of such committee can be filled and the procedures by which resignations and removals of members of such committee shall be acted upon or accomplished, shall be fixed by the resolution adopted by the Board relative to such matters.

## **ARTICLE 7**

### **Finances**

**7.1 Funds.** All money paid to the Corporation shall be placed in or reported to the general operating fund. Funds unused from the current year's budget will be placed in a reserve account unless other specific action approved by the Board at least annually. Funds designated for specific utilization shall be placed in a restricted reserve account and utilized only as designated.

**7.2 Disbursements.** Upon approval of the budget, the President is authorized to make disbursements on accounts and expenses provided for in the budget without additional disbursement policies established by the Board. Checks shall be signed by two (2) Board members.

**7.3 Committees and Divisions.** No committee or division may obligate in any manner funds of the Corporation unless specifically authorized to do so by the Board. Final disposition of any and all unused funds from whatever source obtained by any corporation subdivision shall be authorized only by the Executive Board.

**7.4 Budget.** As soon as practical after election of the new Board and officers, the Board and Finance Committee shall review the budget of estimated income and expenses for the coming year and submit same to the Board for approval.

**7.5 Annual Audit.** The accounts of the Corporation shall be audited annually by a certified public accountant. The audit shall at all times be available to members and Board of the Corporation.

## ARTICLE 8

### Emergency Bylaws

**8.1 Adoption of Emergency Bylaws.** The provisions of Section 8.2 shall be operative during any emergency. An emergency shall exist for purposes of Section 8.2 if a quorum of the Board cannot readily be assembled because of some catastrophic event. All provisions of these Bylaws provided elsewhere herein which are consistent with the Emergency Bylaws shall remain effective during the emergency. The Emergency Bylaws shall not be effective after the emergency ends.

### 8.2 Provisions of Emergency Bylaws.

**(a) Call of Meeting.** A meeting of the Board may be called by any officer or director of the Corporation. Notice of the time and place of the meeting shall be given by the person calling the meeting to such of the directors as it may be feasible to reach by an available means of communication. Such notice shall be given at such time in advance of the meeting as circumstances permit in the judgment of the person calling the meeting.

**(b) Quorum.** The director or directors in attendance at the meeting, as the case may be, shall constitute a quorum.

**(c) Lines of Succession.** The Board, either before or during any such emergency, may provide, and from time to time modify, lines of succession in the event that during such an emergency, any or all directors, officers, employees or agents of the Corporation shall, for any reason, be rendered incapable of discharging their duties.

**(d) Liability of Officers and Directors.** All corporate action taken in good faith in accordance with these Emergency Bylaws shall bind the Corporation. No officer, director or employee acting in accordance with these Emergency Bylaws shall be liable for such action, except for bad faith.

**8.3 Changes in Emergency Bylaws.** These Emergency Bylaws shall be subject to repeal or change by further action of the Board, but no such repeal or change shall modify the provisions of Section 8.2 with regard to action taken prior to the time of such repeal or change.

## ARTICLE 9

### Miscellaneous

**9.1 Amendments.** The Board shall have the power and authority to alter, amend or repeal these Bylaws by the vote of a majority of the members of the Board.

**9.2 Fiscal Year.** The Board shall have the power to fix, and from time to time change, the fiscal year of the Corporation. The fiscal year of the Corporation is established to be April 30<sup>th</sup> of each year.

**9.3 Waiver of Notice.** Whenever any notice is required to be given under the provisions of these Bylaws, the Articles or Kentucky law, a waiver thereof in writing, signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be equivalent to the giving of such notice.

**9.4 Construction.** Unless the context specifically requires otherwise, any reference in these Bylaws to any gender shall include all other genders, any reference to the singular shall include the plural and any reference to the plural shall include the singular.

**9.5 Limitations.** Notwithstanding any other provision hereof, including, but not limited to, any provision of any Emergency Bylaws, the Corporation shall take no action contrary to the provision of the Articles, and if at any time the corporation is a private foundation or private operating foundation as such terms are defined in the Internal Revenue Code of 1986, as amended (“Code”), then the Corporation shall only act as permitted under the Code without subjecting the Corporation to additional taxes imposed under Subchapter A, Chapter 42, Subtitle D of the Code.

**9.6 Severability of Provisions.** Except as may conflict with the provisions of the Articles, if any provision of these Bylaws, or its application to any person or circumstances, is held invalid or unenforceable by a court of competent jurisdiction, the remainder of these Bylaws, or the application of such provisions to persons or circumstances other than those to which it was held to be invalid or unenforceable, shall not be affected thereby, and to this extent, the provisions of these Bylaws are severable.

The above Amended and Restated Bylaws

of the Corporation were adopted

by the Board effective as of

\_\_\_\_\_, 2015

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Sarah Coleman, Secretary/Treasurer