

Northwest Arkansas Hunter Jumper Association  
Bylaws  
Approved July 18, 2016

**Article I.**      Name\_and Purposes

§ I.1    The name of this organization shall be the Northwest Arkansas Hunter Jumper Association (NWAHJA).

§ I.2    NWAHJA is a federally recognized 501(c)(3) educational and charitable organization. As such NWAHJA provides a variety of educational programs, events and services designed to instill and enhance the knowledge and skills essential to the hunter/jumper discipline. NWAHJA also supports and assist charitable organizations and activities through its programs, scholarship activities, and charitable donations.

§ I.3    NWAHJA's purposes are:

- A.      To unite all persons of the hunter-jumper interest in our region.
- B.      To further expand knowledge, horsemanship, sportsmanship, and appreciation of our common interest.
- C.      To support the rules of NWAHJA and the USEF.
- D.      To sponsor and hold hunter/jumper shows and to approve and assign NWAHJA recognized show dates for hunter/jumper shows held by other organizations.
- E.      To design and approve the roster of Divisions and Classes to be offered at NWAHJA sanctioned horse shows.
- F.      To receive, manage and deal with monies, securities and other property intended to support the Association and its activities and its charitable education purposes.
- G.      To publish information pertinent to rules and specifications, show conduct or general interest.
- H.      To adjudicate questions of violations of the rules and specifications of NWAHJA, and when necessary, to impose penalties in accordance with those rules and specifications.

**Article II**      Membership

§ II.1.    General Members

- A.      Junior Members. Junior Members are those individual members who have not reached their 18<sup>th</sup> birthdays as of December 1<sup>st</sup> of the current

competition year.

- B. Adult Members. Adult Members are those individual members who are at least 18 years of age as of December 1st of the current competition year.
- C. Family Members. Family Members consist of parents and their children. The term “parent” shall include the legal guardian of children comprising one family group. Children reaching the age of 18 by December 1st of the current competition year are not covered under Family Memberships.
- D. Stable or Business Members. Stable or Business Members are those entities wishing to record horse(s) under that ownership or to be listed in the NWAHJA Roster for advertising purposes.

## §II. 2. Member Qualifications

- A. A Member in Good Standing shall be identified as:
  - 1. A person who is not indebted to NWAHJA and/or NWAHJA approved horse show.
  - 2. A person who is not in violation of NWAHJA Rules.
  - 3. A person who is not under suspension by NWAHJA.
  - 4. A person who has not perpetrated a fraud in the name of NWAHJA or against NWAHJA.
- B. Individuals “Not in Good Standing” may not participate as exhibitors, owners or trainers at any NWAHJA approved show. Points will not accumulate while “Not in Good Standing.”

## § II.3 Member Code of Ethics

- A. NWAHJA Members should:
  - 1. Take pleasure in competition and be gracious in victory or defeat.
  - 2. Use good judgment in determining proper care, training and/or riding methods for their horses.
  - 3. Use tactful and sensible language to express a concern including safety concerns regarding another member(s) or member’s horse(s) during a NWAHJA show or event.
- B. These items will not be tolerated by the members of NWAHJA or the NWAHJA Board:
  - 1. Physical abuse of horses on the show grounds.
  - 2. Use of profane language, derogatory slang or gestures, or

- harassment, or using words that intimidate, threaten or persecute others.
  - 3. Possession, use, or distribution of illegal drugs on the show grounds.
  - 4. Possession of firearms on the show grounds, except pursuant to a valid permit and in a locked area or container.
  - 5. Stealing or cheating.
  - 6. Intentionally destroying property.
  - 7. Defiance of authority or stated rules.
- C. Any member who does not conform to the NWAHJA Membership Code of Ethics is subject to:
- 1. A verbal reprimand at the NWAHJA horse show or event.
  - 2. A letter of warning from the NWAHJA Board of Directors.
  - 3. Immediate elimination from a class or division by the Show Safety Committee.
  - 4. Immediate disqualification from the horse show or event by the Judge, Ring Steward, and/or Show Safety Committee.
  - 5. Immediate suspension from all NWAHJA sanctioned shows.
  - 6. A fine for a violation of any of the Association's rules and standards, as follows:
    - a. First offense, \$300.00; Second offense, \$500.00, both payable to NWAHJA.
    - b. All fines must be paid in full prior to entering, remaining on the grounds, and/or participating in any NWAHJA sanctioned show or event.
    - c. Fines unpaid at the time of the final show of the season will be cause for automatic forfeiture of any points earned by the offender to date for any and all classes and divisions (Hunter, Jumper, or Equitation).
  - 7. Expulsion from NWAHJA Membership.

#### § II.4. Annual Dues

Dues for each type of membership are determined by the NWAHJA Board of Directors. Information regarding current dues can be found on the NWAHJA website, on the membership application blank, or is available from the Secretary of the NWAHJA Board of Directors. Payment of dues entitles the individual or entity paying them to membership privileges for the calendar year for which the dues are paid.

#### § II.5 Membership Privileges

Membership privileges include:

- A. Electronic access to the NWAHJA Bylaws, Rules, and Newsletter, either by email or via the NWAHJA website.
- B. A copy of all NWAHJA Sanctioned Show Bills.
- C. Eligibility to serve on the Board of Directors.
- D. Eligibility for year-end awards.
- E. Eligibility to vote at the General Election.

## §II. 6. Resignation

All resignations of membership shall be submitted to the NWAHJA Board of Directors by means of a written letter. If a resignation is received after payment of dues, the association will not reimburse the member for membership fees.

## **Article III** General Membership Meetings

### § III.1. Annual Meeting

There shall be an annual meeting of NWAHJA Members each year, on such date, time and place as shall be determined by the Board of Directors. Notice of the Annual Meeting shall be delivered to the general membership no less than four weeks prior to the designated date.

### §III. 2. Order of Business for Annual Meeting

- A. Call to Order
- B. Printed Financial Statement
- C. Election of Board of Directors
- D. Business to Come to Floor
- E. Adjournment

### § III.3 Special General Membership Meetings

Special meetings may be called by the Board President, or if requested, by twenty-five members of the Association by written request to the Board Secretary. At least ten days written notice must be given to the Membership by the Secretary prior to the special meeting. Twenty-five percent of the General Membership must be present at the meeting to constitute a quorum.

## **Article IV** Nominations and Elections

### §IV. 1 Nominating Committee

The Nominating Committee Chair shall be appointed by the President and shall consist

of three (3) to five (5) active members, including no more than one current Board Member, to recommend candidates for Board vacancies.-(Moved from to Article V § 4 E.)

#### § IV.2 Duties

The Nominating Committee shall recommend to the Board of Directors candidates for election who are currently NWAHJA Members in Good Standing. The Committee shall recommend a sufficient number of candidates to fill Board vacancies. (Article VI, § 2) The Nominating Committee shall solicit and receive nominations for the Board and shall screen those nominations to produce a slate of qualified candidates who have the background, skills, and perspectives appropriate for service on the Board and who will be active members of the Board. The slate of candidates shall be received by the General Membership four weeks prior to the Annual Meeting.

#### § IV.3. Elections

- A. Election of Board of Directors shall be by written ballot.
- B. The Nominating Committee shall supervise the election process and shall designate dates for the closing of nominations and the person(s) to receive and count ballots.
- C. Voting shall take place at the Annual Meeting with offices effective after the vote. New board members will attend meetings without voting privileges until the first meeting of the new calendar year at which time they become voting members of the Board and new officers will be elected.
- D. In case of a tie, the choice will be determined by lot.
- E. Any challenge to the nominations or elections shall be filled in writing with the Board of Directors within 30 days after the election results are announced.

### **Article V** Board of Directors

#### § V.1. General

The business of NWAHJA shall be managed by the Board of Directors, which shall exercise all of the powers of the Association.

#### § V.2. Election and Term

- A. The Board of Directors shall normally consist of 12 Adult, Stable/Business or Family Members elected to that post by the General Membership. Each Board Member must be a NWAHJA Member in good standing for the length of his or her term. The initial term of each Board Member shall be two years, with the option continuing if nominated for one additional year. Board Members may serve a maximum of three

consecutive years. After a one year waiting period they may run for re-election which will be considered an “initial” term. Term limits may be suspended if there are not a sufficient number of candidates. Officer Position terms are for one year with new officers elected at the first annual meeting of the new Board.

- B. The Board of Directors shall also include at least 1 and nor more than 3 Junior Members, who shall be selected by the incoming Board at its first formal meeting. Junior Members must be members in good standing. The Board will take appropriate steps to identify qualified Junior Board Members who are willing and able to attend and contribute to Board meetings and, by doing so, represent the needs and interests of NWAHJA’s Junior Members. The Term of a Junior Board member shall be one year and a Junior Board Member may serve a maximum of three consecutive Terms.

#### § V.3 Code of Ethics for Board Members

- A. To adhere to the Code of Ethics for General Members (Article III, §3).
- B. To maintain high moral and ethical standards of performance and behavior and to serve as an example to the General Membership, especially the Junior Members.
- C. To support, enforce and strengthen the NWAHJA Bylaws and Rules.
- D. To support all NWAHJA Board resolutions and decisions that has been passed by at least a majority vote.
- E. To represent the needs and interests of the General Membership in a fair and impartial manner.
- F. To contribute and participate frankly and sincerely at all the meetings of the Board.

#### V.4. Powers and Duties

In addition to the functions and duties customarily performed by a private, non-profit corporation board of directors and other duties as these bylaws may prescribe, the following specific functions are delegated to the NWAHJA Board.

- A. Establishment and dissolution of committees.
- B. Promulgation and enforcement of NWAHJA Rules.
- C. Hiring and contracting of any paid position.
- D. Removal from office of any Director, Chairman or Officer, who in the opinion of a majority of the Board, has failed to discharge his or her duties in a manner that is consistent with the best interest of the Association.

## § V.5 Meetings and Conduct of Business

- A. Board Meetings may be called by the President, who shall instruct the Secretary to forward notice of such meetings, along with the minutes of the last meeting to each Board Member one week in advance of the date set. The President may call a special or emergency Board Meeting at any time upon notice to each Board Member. Any three Board Members may request that a meeting be called by the President, who shall call the meeting as quickly as possible. Notice of all meetings must be provided to the Membership in a timely fashion and shall include information regarding the nature of the meeting and the proposed agenda.
- B. NWAHJA Board meetings are open to the General Membership and the public. Only members of the Board shall be eligible to vote on any matter coming before the Board, unless these Bylaws provide otherwise. The Board may go into closed session with a majority vote of the Directors present at a meeting in which a quorum exists when discussing sensitive personnel matters, litigation issues and strategies, and other matters deemed sufficiently sensitive to warrant a closed session.

## § V.6 Quorum

A majority of the Board of Directors must be present to constitute a quorum. A quorum is defined as 50% plus one. A majority vote of the Directors present at a meeting in which a quorum exists shall be deemed sufficient to sanction the legitimate business and affairs of the Association.

## §V. 7 Removal and Vacancies

Any Board Member missing more than three planned meetings per year and/or two consecutive meetings without just cause shall be subject to review and possible dismissal by the Board. The Board Member will be notified by the Secretary if he/she has been dismissed. Any Board Member being removed from the Board for any reason will not be able to run for the Board for one full year. A special meeting may be held to fill any Board vacancies occurring mid-term due to resignation, dismissal, or death. Notice of any such meeting shall be provided to the Membership and be open to them. Nominating procedures will follow Article V, §§ 1, 2 and 3.

## § V.8 Parliamentary Authority

The rules contained in the current edition of *Robert's Rules of Order* shall govern the proceedings of NWAHJA meetings in all cases to which it is applicable.

## **Article VI** Officers

§ VI.1. General

Officers shall be elected from among the Board Members at the first regular Board Meeting of the year. Voting shall be by secret ballot. Officers will take effect at that time and continue through the remainder of the year.



## § VI.2. President

The President shall:

- A. Be Chief Executive of the Association.
- B. Preside at all Board of Directors and General Membership Meetings.
- C. Appoint chairman of all committees.
- D. Be an ex-officio of all committees except the Nominating Committee.
- E. Call any special meeting of the General Membership or emergency meeting of the Board of Directors.

## §VI. 3 Vice President

The Vice-President shall, in the absence of the President, exercise all duties of the President.

## § VI.4 Secretary

The Secretary shall:

- A. Give notice of all meetings 7 days after meeting date is set.
- B. Keep minutes of all meetings.
- C. Maintain all official records, documents and correspondence.

## §VI. 5 Treasurer

The Treasurer shall:

- A. Collect all monies due the Association.
- B. Have the care and custody and responsibility for the funds of the Association.
- C. Keep proper records of the Association account.
- D. Submit a documented report of all Association funds at each Board Meeting.
- E. Submit an Annual Financial Statement to the Board for review within 30 days of calendar year end.
- F. Deposit all checks and pay all bills within 30 days of receipt.
- G. Keep all financial documents ready for review.
- H. On an annual basis:
  - 1. Submit the Annual Financial Statement to the Board for its review and approval within 30 days of the calendar year end.

2. Prepare, or arrange to have prepared, and submit to the Board for its review and approval all required federal and state tax returns. Such returns shall be submitted to the Board at least 30 days prior to the date(s) on which they must be filed

3. Prepare, or arrange to have prepared, and submit to the Board for its review and approval any other financial reports or statements that are required to preserve the Association's nonprofit status

#### § VI.6 Officer Vacancies

Any position which becomes vacant may be filled by a special election at the next regular or special Board Meeting.

#### § VI.7 Transfer of Duties

Outgoing officers will remain on the board in their official positions until the first regular Board Meeting of the year. All outgoing officers shall ensure the orderly transfer of their duties, responsibilities, records and documents to their successors within 30 days of the first regular Board Meeting of the year.

New board members elected at the Annual Meeting will attend meetings without voting privileges until the first regular Board Meeting of the new calendar year at which time elections will be held for positions (also listed in Article IV 3 C.)

### **Article VII** Committees and Board Positions

#### §VII. 1 General

- A. Committees and Board Positions may be created by the Board to serve specific purposes. Committee Members and Chairman may be non-board members as well as Board Members, but must be NWAHJA Members in Good Standing.
- B. These Committees/Positions may include but are not limited to:
  - 1. Rules and Ethics
  - 2. Show Safety
  - 3. Hospitality
  - 4. Membership
  - 5. Sponsorship
  - 6. Marketing

7. Special Show Events (Summer Classic, Harvest Run)
8. Awards Banquet
9. Parliamentarian
10. Scholarship Opportunities
11. Charitable Committee
12. Junior Membership

**Article VIII** Rules

§ VIII.1 Adoption

The Association shall develop and adopt Rules for the purposes of carrying out the activities of the Association, in particular for governing the shows sponsored by the Association. The Rules shall be proposed to the Board by a committee of the Association empanelled for that purpose and shall become effective upon approval by a majority vote of the Board at any meeting at which a quorum exists, provided:

- A. That each member of the Board shall have been provided with a copy of the proposed Rules at least seven days prior to the meeting at which they are to be considered; and
- B. That the membership has been given at least seven days notice of the intent to consider and adopt Rules, and that copies of the proposed Rules have been made available to the Membership by mail, email, or posting on the Association's website.

§ VIII.2 Rule Changes

- A. A written proposal for rule changes may be submitted to the Board by any member of the Board or by any NWAHJA member in good standing, or by a committee of the Association established for that purpose. Proposals from a Board member or a general member must be accompanied by the signatures of 10 additional NWAHJA members in good standing. The proposal may be withdrawn at any time.
- B. The Board will consult with the appropriate committee(s) regarding proposals received, if necessary, prior to placing any such proposed rule changes on the agenda for discussion and approval.
- C. The Membership must be notified of all accepted rule change proposals before such proposals are brought to a vote by the Board of Directors. Members will also be notified of the date, time and location of the

meeting at which the rules will be voted on by the Board.

- D. Once the proposal has completed the above process, the Board may accept, amend and accept, or deny the proposal by a two-thirds vote of the Directors present at the previously specified meeting in which the quorum exists. A roll call vote may be requested by any Member present at the meeting.

### § VIII.3 Extraordinary Rule Changes

The Board of Directors may entertain extraordinary rule proposals at any time, provided:

- A. The proposal was submitted in writing by a Board Member or signed by 15 NWAHJA Members in Good Standing.
- B. There is an immediate need to act on the proposal: i.e. for safety reasons, health reasons, or other compelling circumstances.
- C. The proposal is endorsed by at least two Directors prior to the meeting. Once the proposal has completed the above process, the Board may accept, amend and accept, or deny the proposal by a two-thirds vote of the entire Board. The General Membership must be notified of the extraordinary rule changes within [45] days.

## **Article IX** Association Funds and Assets

### §IX. 1 Conflict of Interest

No part of the organization's net earnings or assets may inure to the benefit of any person having a personal or private interest in the activities of the organization.

### §IX. 2 Annual and Periodic Reports

- A. Annual Report. Each year, at the first regularly scheduled meeting of the NWAHJA Board following the Annual Meeting, the NWAHJA Treasurer shall present a report detailing NWAHJA's assets and liabilities, including, in particular, its current fund balances. As part of that report, the Treasurer shall project NWAHJA's financial needs for the forthcoming year, its reasonably anticipated income and expenses, and indicate whether current fund balances and projected income exceed those reasonably needed to meet anticipated needs.
- B. Periodic Reports The Treasurer shall provide a comprehensive financial report at each meeting of the NWAHJA Board, including all income and expenses, fund balances, and projected assets and liabilities.

### § IX.3 Charitable Contributions

Whenever the annual or periodic financial reports indicate that a surplus exists, the Board shall by majority vote designate up to three (3) equine or equine-related charities as the recipients of those funds, in amounts determined and specified by the Board, and the funds shall be donated to those charities.

## **Article X** Amendment of Bylaws

### § X.1 General Procedure

The Bylaws of the Association may be amended by a vote of the Membership at any regular or special meeting of the Board of Directors, or at a special meeting of the Association called for that purpose, provided that the Membership shall be given at least seven days previous notice of any such meeting and a copy of any proposed amendment(s), which shall be made available either by email or by notice and posting on the Association's website.

### § X.2 Board-Proposed Amendments

Amendments to the Bylaws may be proposed by a two-thirds vote of the Board of Directors present at a meeting of the Board, provided that a quorum exists and that at least seven days previous notice has been given to each Director of both the intent to propose an amendment and the specific language proposed. A roll call vote may be requested by any member of the Board present at the meeting. Proposed amendments approved by the Board will then be referred to the Membership for approval, either as an agenda item at the next regularly scheduled meeting of the Board or at a special meeting of the Membership called for that purpose.

### § X.3 Member-Proposed Amendments

Amendments to the Bylaws may be proposed by any Member by presenting a petition to the Board containing the signatures of at least ten Members. The same procedures for approval by the Board and by the Membership specified in Article IX § 2 shall apply.

## **Article XI** Adoption of Bylaws

These Bylaws shall become effective upon adoption by a majority vote of the Membership at either a special meeting called for that purpose or at a meeting of the Board of Directors, during which adoption of the Bylaws is on the agenda for the purpose of approval by the Membership. All members in good standing (Junior, Adult, or Family) shall be entitled to vote. Upon approval by the Membership these Bylaws shall replace and supersede all previous Bylaws of the Association.

## **Article XII** Dissolution

NWAHJA may be dissolved by the written consent of a majority of the voting members in good standing. In the event of dissolution of the Association, whether voluntary or involuntary, none of the property of the Association, nor any proceeds thereof, or any assets of the Association, shall be distributed to any member of the Association. After payments of all debts and creditors, the property shall be liquidated and assets shall be donated to an equine charity as voted upon by the membership. All perpetual trophies given through the Association shall be returned to the donors.