

**December 2008**

**BY-LAWS OF THE SOUTHWEST VIRGINIA HUNTER/JUMPER ASSOCIATION, INC.**

**(herein called "SWVHJA")**

SWVHJA is organized as a non-stock corporation exclusively to promote and improve the hunter/jumper industry in Virginia without pecuniary gain or profit to its members or to any private individual. SWVHJA in its status as an affiliate of the US Equestrian Federation (USEF) is bound by the nature of that affiliation to abide by the rules of the USEF. In case of a conflict, the USEF rules take precedence. In cases where there is no SWVHJA rule, the association abides by USEF rules.

**ARTICLE I - OBJECTIVES**

The objectives of SWVHJA, as set forth in the Articles of Incorporation, are:

1. To promote and/or conduct horse shows, educational clinics and forums, and other special events.
2. To serve and promote the best interest of the horses, ponies, Association members and all exhibitors in equestrian competitions.
3. To coordinate and cooperate with the show committees and exhibitors of horse shows.
4. To make adequate and fair rules governing competitions and to enforce them for the common benefit.
5. To adjudicate questions of violation of the rules and to impose penalties in accordance with the rules.
6. To establish and manage a reasonable calendar for competitions recognized by the Association.

**ARTICLE II - PRINCIPLE OFFICE**

The principle office of SWVHJA shall be the office of the current Executive Secretary or at such other address in Virginia as the Directors may from time to time determine.

**ARTICLE III - MEMBERSHIP**

1. **ELIGIBILITY.** The members may be persons interested in the objects and purposes of SWVHJA, who shall become members from time to time in accordance with the provision of these By-laws.
2. **CLASSES OF MEMBERSHIP.** SWVHJA shall have the following classes of Membership:
  - A. **Individual Members**

Individual annual members and life members shall be those persons admitted to membership in SWVHJA. Membership in SWVHJA is a privilege and is offered to those persons who pay their current dues, abide by the By-laws and rules of SWVHJA, and conduct themselves in a manner compatible with the best interests of the Association.

    1. **Senior Members** - those members who reached their eighteenth birthday prior to December 1st of the current show year. Each Senior Member in good standing shall have the right to cast one vote at any meeting of members.
    2. **Junior Members** - those members who have not reached their eighteenth birthday prior to December 1st of the current show year, and who do not qualify as Senior Members. Junior Members shall not be entitled to vote at any meetings of members, but may attend such meetings.

B. Farm Recording

A Farm Recording is available *to individual members* who wish to show horses under a farm name. A one time only recording fee will be charged. Recorded Farms of members are not entitled to any other privileges as an individual member.

3. TERMINATION OF MEMBERSHIP.

No membership shall be transferable. Each membership shall terminate at any time upon the resignation of the member, or at any time by vote of the Directors at any regular or special meeting called for this purpose, at which a quorum must be present and for which notice was given as prescribed in these By-laws. An affirmative vote for membership termination must be at least equal to (a) two-thirds of the Directors present at such meeting and (b) one-half of all the Directors.

4. RIGHTS AND PRIVILEGES.

So long as a member remains in good standing he/she shall be entitled to and enjoy all the rights and privileges accorded his/her membership, provided, however, the Board of Directors may from time to time deny certain rights and privileges to specific classes or subclasses of membership.

#### ARTICLE IV - DIRECTORS

1. GENERAL POWERS.

The business and affairs of the Association shall be managed by a Board of Directors, and all corporate powers shall be exercised by the Board of Directors, except as otherwise expressly required by law, the Articles of Incorporation, or these By-laws.

2. NUMBER.

Until changed by an amendment to these By-laws, the Board of Directors shall consist of the President, Vice-President, Secretary, Treasurer, Parliamentarian, Past President, plus five (5) Senior Members in good standing. The President shall be the Chairman of the Board of Directors.

3. ELECTION AND TERM OF OFFICE.

A Board of Directors shall be elected annually in the manner provided in these By-laws, and each Director shall hold office for a term of two years.

4. MEETINGS OF BOARD OF DIRECTORS.

There shall be a minimum of six (6) regular meetings of the Board of Directors each year. Time and place of these meetings shall be set by the Board of Directors.

Members who wish to appear before the Board or bring matters before the Board must contact the President of the Association or the Executive Secretary prior to the scheduled Board meeting.

The Board reserves the right to hold closed discussions.

5. QUORUM

A majority of the Board of Directors shall constitute a quorum for the transaction of business of the Board of Directors.

6. REMOVAL

Any officer, director, or committee member may be removed at any time by the affirmative vote of a majority in voting power of the Board members entitled to elect a successor, given in person at a special meeting of such members called expressly for that purpose, at which a quorum shall be present.

7. **REGULAR MEETINGS**

Regular meetings of the Board of Directors may be held at such times and places as may be fixed from time to time by action of the Board of Directors. Unless required by resolution of the Board of Directors, notice of such meetings need not be given.

8. **SPECIAL MEETINGS**

Special meetings of the Board of Directors may be called by the 1) the President, 2) by any two or more Directors, or 3) by written request of 10% of the voting members in good standing. The President, having received the request for the Special Board of Directors meeting, must set a date for that meeting to be held within two weeks of the request. All Directors must be notified.

9. **QUORUM AND MANNER OF ACTING**

A majority of the number of Directors at the time fixed by By-laws shall constitute a quorum for the transaction of business. The act of a majority of the Directors present at any meeting at which a quorum is present shall be the act of the Board of Directors. In the absence of a quorum, a majority of the Directors present may adjourn the meeting from time to time until a quorum is available. The Directors shall act only as a Board and the individual Directors shall have no power as such, unless empowered by the Board.

10. **RESIGNATIONS**

Any Director may resign at any time, orally or in writing, by notifying the Board of Directors, the President or the Executive Secretary. Such resignations shall take effect at the time therein specified; and, unless otherwise specified, the acceptance of such resignation shall not be necessary to make it effective.

11. **VACANCIES**

Any vacancy in the Board of Directors, caused by death, resignation, removal, disqualification, or any other cause, may be filled for the un-expired term by the majority vote of the remaining Directors then in office, though less than a quorum, at any regular or special meeting of the Board of Directors.

**ARTICLE V - OFFICERS**

1. **NUMBER AND ELECTION**

The Officers of the Association shall be the President, Vice-President, Secretary, Treasurer and Parliamentarian. Officers shall be elected by the Board of Directors at the first meeting of the Board after the election.

2. **DUTIES OF THE PRESIDENT**

The duties of the President shall be as follows: preside at the Annual Meeting, meetings of the General Membership and meetings of the Board of Directors; he/she shall appoint all committee chairmen, other than Standing Committees; he/she shall appoint all committees that serve at the pleasure of the President, and he/she shall be an ex official member of all committees; within the limitations imposed by the Articles of Incorporation, these By-laws and any duly adopted Resolution, the President shall have the general power to conduct and manage the affairs and business of the Association. The term of office of President shall be one (1) year, after which time a lifetime SWVHJA individual membership is offered.

3. **DUTIES OF THE VICE-PRESIDENT**

The duties of the Vice-President shall be as follows: shall assume the duties of the President in the event of the President's absence or inability to act, or at his/her request; the Vice-President shall have other duties respectively as may be specifically delegated to him/her by the President. The term of office shall be one (1) year.

4. **DUTIES OF THE TREASURER**

Except as may otherwise be specifically provided by the Board of Directors or any duly authorized committee thereof, the Treasurer shall be responsible for all funds and securities; may be present at the annual audit; against proper vouchers, cause such funds to be disbursed on the authorized depositories of the Association; regularly enter or cause to be entered in books to be kept by him/her or under his/her direction, full and

adequate accounts of all money received and paid by him/her for account of the Association; and, in general, perform all the duties incident to this office. The term of office shall be one (1) year.

5. ANNUAL AUDIT

The Treasurer shall submit to an annual audit by a party designated by the Board. The Treasurer may be present at the annual audit. The findings of the audit shall be submitted to the Board.

6. DUTIES OF THE SECRETARY

The Secretary shall act as a Secretary of all meetings of the members of the Board of Directors of the Association; shall keep the minutes thereof in the proper book or books to be provided for that purpose; shall have charge of the books, records and papers of the Association relating to its organization and management as a corporation; shall perform such other duties as from time to time may be assigned or delegated to him/her by the Board of Directors; and, in general, perform all duties incident to this office. The term of office shall be one (1) year.

7. DUTIES OF THE PARLIMENTARIAN

The duties of the Parliamentarian include overseeing the proper adherence to Robert's Rules of Order during each of the meetings of the Board of Directors and the General Membership meeting. They ensure that all motions are legally made and duly recorded. The term of office shall be one (1) year.

## ARTICLE VI - COMMITTEES

1. The President shall form ad hoc committees, with appointment of a Chairman, as seems necessary to conduct the business affairs of SWVHJA.
2. All committees should meet on a regular basis and report their findings back to the Board of Directors in a minimal amount of time.
3. No Committee can act on their own behalf without the consent and approval of the Board of Directors.
4. The Board of Directors may, by resolution of a majority of the Directors present at any meeting at which a quorum is present, designate other committees of limited authority, each such committee to consist of two (2) or more members.
5. A majority of such committees shall constitute a quorum for the transaction of business, and the act of a majority of those present at any meeting at which a quorum is present shall be the act of the committee. Members of any such committee shall act only as a committee and the individual shall have no power as such.
6. The Board of Directors shall have the power at any time to change the members of, fill vacancies in, and discharge any such committee, either with or without cause. The appointment of any member to any such committee, if not sooner terminated, shall automatically terminate upon the appointment of his/her successor or upon the earlier cessation of his membership. No member may serve on more than three (3) committees concurrently or hold more than two (2) committee chairs.

## ARTICLE VII - ELECTIONS

1. ELECTION OF OFFICERS

Election of the Board of Directors will be held at the General Membership Meeting and they will take office at the first meeting immediately following the election. No Senior member will be entitled to hold more than one (1) office.

Elected positions of this Association shall be the Board of Directors. There shall be ten Directors plus the past President of the Board. Five Directors are to be elected each year to serve a term of two years.

Each member entitled to vote for the Board must cast their vote in person for vacancies on the Board.

2. **NOMINATIONS**

The Nominating Committee shall publish a ballot listing the nominees for election to the Board of Directors prior to the Annual Meeting. Nominations can also be made by voting members from the floor during the Annual Meeting.

The Nominating Committee shall submit nominations for elections to the Board of Directors, prepare and distribute ballots, and verify the results of said election.

3. **ELECTION OF OFFICERS**

The Directors elected by ballot shall assume office at the first Board meeting after the Annual Meeting, and serve until their successors have been duly qualified and elected. Officers of the Board are voted on by the Board of Directors at the first meeting of the Board of Directors after the Annual Meeting.

**ARTICLE VIII - MEETINGS**

1. **ANNUAL MEETING**

The Annual Meeting of the members of the Association, is for the purpose of the election of the Board of Directors for the ensuing year, and for such other matters as may properly come before the meeting, shall be held at such time as may be designated by the Directors in notice of such meetings.

At each annual meeting, all voting members shall elect directors and all annual meetings shall be general meetings. They are open for the transaction of any business proper for consideration by members of the Association and within the powers of the Association without special notice of such business except in cases in which special notice is required by statute by the By-laws.

2. **SPECIAL MEETINGS**

At any time in the interval between annual meetings, special meetings of the members may be called by: (1) the President or (2) a majority of the Board of Directors by vote at a meeting or in writing to the Executive Secretary or (3) by the Executive Secretary upon the written request (stating the purpose or purposes and the matters to be acted on thereat) of not less than (10%) of the voting members of the Association.

3. **NOTICE OF MEETINGS OF MEMBERS**

Written or printed notice of every Annual or Special Meeting of members shall be given to each Individual Senior Member entitled to vote at such meetings not less than fifteen (15) days nor more than sixty (60) days before the date of such meeting.

4. **QUORUM**

Except as otherwise provided by law, at any meeting of the members, the presence in person of ten percent (10%) in voting power of the members entitled to vote at such meetings shall constitute a quorum for the transaction of business. In the absence of a quorum, a majority of members present in person entitled to vote may adjourn the meeting from time to time and from place to place until a quorum is obtained.

5. **VOTING**

Except as otherwise provided by law, by the Articles of Incorporation, or by these By-laws, each Individual Senior Member, eighteen years of age or over, shall be entitled to vote upon matters to be voted upon by the members. Any member entitled to vote must vote in person.

If a quorum is present, the affirmative vote of a majority in voting power of the members represented at the meeting and entitled to vote on the subject matter shall be the act of the members, unless the vote of a greater number is required by law.

## 6. ORGANIZATION

At every meeting of the members, the President, or in his/her absence the Vice-President, shall act as Chairman of the meeting. If none of these is present, a person chosen by a majority vote of the Directors present, in person, shall act as Chairman. The Secretary, or at the discretion of the Chairman, any person designated by him/her, shall act as Secretary of the meeting.

## 7. BUSINESS AND ORDER OF BUSINESS

At each meeting of the members such business may be transacted as may properly be brought before such meeting, whether or not such business is stated in the notice of meeting or in a waiver or notice thereof, except as otherwise by law or by these By-laws expressly provided. The order of business of all meetings of members shall be determined by the Chairman and procedures of Robert's Rules of Order. The fiscal year of this Association shall be December 1<sup>st</sup> through November 30<sup>th</sup>.

# ARTICLE IX - DISCIPLINE

## 1. INDIVIDUALS

The provisions of these By-laws shall apply at any SWVHJA Recognized Show to the following persons: owner, exhibitor, agent, trainer, manager, rider, handler, show official, show employee, or member of the family of the above, individual member of SWVHJA or any person who acts in a manner in violation of the rules of the Association or deemed prejudicial to its best interest.

Any act at a SWVHJA Recognized Show in violation of the Rules by a member of the family of a person participating in the show who is described in the previous sentence, may be deemed to have been committed by such person and subject him/her to penalties.

## 2. VIOLATIONS

A violation is any act prejudicial to the best interest of the Association, including but not limited to the following.

- a. Violation of the rules of the Association.
- b. Penalization by USEF or the American Humane Society.
- c. Failure of a Show Official to perform his duties at a show in accordance with the rules.
- d. Failure of an exhibitor or his representative to sign the entry blank of a show in which he/she competes.
- e. Exhibiting any horse while in the care, training or custody of a suspended trainer.
- f. Riding, exhibiting, coaching or training for the benefit, credit, reputation, or satisfaction of a suspended person.
- g. Failure to settle indebtedness in a timely fashion.

## 3. PROTEST

A protest can be lodged with the Board of Directors accompanied by a non-refundable \$100 fee.

- a. The protest must be in writing to the attention of the President at the then published address of the Association, received within 30 days of the incident triggering the protest. The protest must specify the nature of the protest, including but not limited to dates, events, names, officials and rules violated and must be signed by a current member. If the protest is lodged by a Junior member, the signature of his/her parent/guardian must also accompany the protest.
- b. Upon receipt of the protest notification letter and fee, the President of the Board or his/her designee from the Board, will have 5 days to notify the Board of Directors and all other affected parties of the protest by providing them with a copy of the protest.
- c. The President will lead the Board to designate a protest committee of five (5) members, chosen by the executive officers of the Board, composed of two Board members and three non-Board members as selected by those executive officers. None of those who serve on the protest review committee may have any vested interest in the issue under review.
- d. This protest committee will be selected and convene within 10 days of the President's notification to the Board. The parties lodging and affected by the protest will be notified of the date and time of the protest review meeting and will be invited at the discretion of the protest committee, reserving the right to have a

closed session once the protest committee has had the opportunity to gather any additional information from the affected parties.

- e. Within 5 days of the protest committee review, the protest committee will present its findings and recommendations in writing to the Board.
- f. The Board will review and vote on the protest committee's recommendation. The Board will notify the parties involved of the Board's decision and then publish both the original protest and the resolution to the general membership. The decision of the Board shall be final.

#### 4. PENALTIES

If found guilty, the accused shall be subject to penalties up to and including termination or suspension of their membership for such time as the Board of Directors deems appropriate.

### **ARTICLE X - AMENDMENTS**

Except as otherwise provided, only the Board of Directors by a majority vote of a quorum shall have the power to make, alter, mend or repeal the By-Laws of this Association.