

SOUTHERN ARIZONA TRAINING ASSOCIATION, INC.

D/B/A

TUCSON HUNTER JUMPER ASSOCIATION

BY-LAWS

An Arizona non-profit corporation

ARTICLE I

NAME and OFFICES

The name of the Corporation is:

SOUTHERN ARIZONA TRAINING ASSOCIATION, INC, d/b/a

TUCSON HUNTER JUMPER ASSOCIATION (Association)

The principal corporate office will be located within Pima County, Arizona. The Association may have other offices in other locations as designated by the Board of Directors.

ARTICLE II

PURPOSE

The purpose of the Association is to promote the *equestrian* sport of hunter and jumper riding in southeastern Arizona, including but not limited to fair competitions, educational clinics, and informing the general public about the sport. In any of it's activities THJA will strive to keep the welfare of the horse in mind.

ARTICLE III

MEMBERSHIP

Section 1. Membership in the Association. There are four classes of membership in the Association:

Professional Member: A professional member is a person who is at least 18 years old and engages in any of the following activities: accepts remuneration for riding, driving, showing in halter/in hand, training, breeding, schooling, or conducting clinics or seminars; accepts remuneration for giving instructions in equitation or horse training.; accepts remuneration for employment in another capacity (e.g. secretary, bookkeeper, veterinarian, groom, farrier) and gives instruction, rides, drives, shows in halter/in hand, trains or schools horses, other than horses actually owned or leased by him/her, when his/her employer owns, boards, or trains those horses; rides, drives, or shows in halter/in hand in competitions, any horse for which he/she or a member of his/her family or a corporation which a member of his/her family controls will receive remuneration for the activity; or accepts remuneration for selling horses/ponies, acts as a

paid agent in the sale of horses/ponies or takes horses/ponies on consignment for the purpose of sale or training other than those owned wholly or in part by him/her or by a member of his/her family or farm/ranch/syndicate/partnership/corporation which he/she or a member of his/her family controls.

Amateur Adult Member: An amateur adult member is a person who is at least 18 years old and who is not a professional member as defined above.

Junior Member: A junior member is a person who has not reached their 18th birthday as of December 1 of the current competition year.

Family Member: A family member is a group of 3 or more persons [2 or more persons in the case of single parents], who are not professionals as defined above, living in the same house. A family membership is entitled to one vote in any association election.

Section 2. Membership Fees. The membership fee will be set each year by the Board of Directors. Membership fees must be paid to the TUCSON HUNTER JUMPER ASSOCIATION and submitted with a membership form to the Secretary. The membership year is from December 1 to November 30th each year.

Section 3. Annual Meeting. There will be a general membership meeting of the Association in the month of January at a time and place to be determined by the Board of Directors.

ARTICLE IV

BOARD OF DIRECTORS

Section 1. General Powers. The business and affairs of the Association will be managed by its Board of Directors, which is its governing body. The Board of Directors is responsible for all decisions affecting the Association and its members.

Section 2. Number, Term, and Qualifications. The number of Directors of the Association is at least nine. Each Director is elected for a two year term and may be elected to successive terms.

The election will be held at the Annual Meeting unless a different date and time for the election is set by the Board of Directors. The Board of Directors will appoint a nominating committee to accept nominations for the Board of Directors. A candidate must be a member of the TUCSON HUNTER JUMPER ASSOCIATION to appear on the ballot. Only one member from one family may serve on the Board of Directors at a time.

Section 3. Regular Meetings. A regular Meeting of the Board of Directors will be held at least six times a year at a time and place to be determined by the Board of Directors. Regular meetings are open to all members of the Association. A meeting of the Board of Directors must occur immediately after the results of the annual election are announced to set a date, time and location for a regular meeting.

Notice of the date, time, and location of the next Board of Directors meeting will be given at each Board of Directors regular meeting. Directors who are absent from a regular meeting will be notified by the Secretary by any means available. Meetings will be conducted according to Robert's Rules of Order.

Section 4. Special Meetings. Special Meetings of the Board of Directors may be called by any Director of the Association. The Director calling a special Meeting must set the date,

time and place for holding the special Meeting and notify all other Directors and Officers of the Association.

Notice of any special Meeting must be given to all Directors and Officers at least ten days prior to the special Meeting in writing by any means of communication including, but not limited to personal delivery of written notice, mailing the written notice, electronic mail, or by facsimile.

Section 5. Waiver of Notice. Any Director may waive notice of any Meeting. The attendance of a Director at a Meeting constitutes a waiver of notice of the Meeting, except where a Director attends a Meeting for the express purpose of objecting to the transaction of business because the Meeting is not lawfully called or convened.

Section 6. Quorum. A majority of the number of Directors elected to the Board of Directors constitutes a quorum for the transaction of business at any Meeting of the Board of Directors. If there is a quorum present at a meeting, any acts by the majority of the Board of Directors is an act of the Board of Directors.

If less than a quorum is present, a majority of the Directors present may adjourn the Meeting or conduct business that must be ratified at the next Board of Directors Meeting.

Section 7. Action without a Meeting. Any action that may be taken by the Board of Directors at a Meeting may be taken without a Meeting only if a written or electronic consent setting forth the action to be taken is signed by a supermajority (two-thirds) of the Board of Directors.

Section 8. Vacancies. Any vacancy occurring in the Board of Directors may be filled by the appointment of a new director approved by the majority of the remaining Directors at a Meeting. A Director appointed to fill a vacancy serves for the unexpired term of the predecessor.

Section 9. Resignation. Resignation by any member of the Board of Directors must be in writing or electronically transmitted and given/sent to the Secretary of the Association.

Section 10. Removal. Any director may be removed if it is demonstrated that he or she is not acting in the best interests of the Association. A vote to remove a director must be by a supermajority (two-thirds) of all members of the Board of Directors.

Section 11. Duties. Every member of the Board of Directors must serve on at least one Committee.

Section 12. Disability. If a director becomes disabled and is no longer able to carry out his or her duties, the Board of Directors will treat that as a vacancy and may fill that vacancy according to Section 8 above.

ARTICLE V OFFICERS

Section 1. Number. The officers of the TUCSON HUNTER JUMPER ASSOCIATION are: President, Vice President, Secretary, and Treasurer. These officers will be elected by the Board of Directors. The Board of Directors may also appoint a Second Vice President and/or an Assistant Secretary if necessary.

Section 2. President. The President is the principal executive officer of the Association and is responsible for the supervision and control of the business and affairs of the Association. The President will preside at all meetings of the Board of Directors, perform all duties incident to the office of President, and other duties that may be assigned by the Board of Directors. The President is the chairperson at all meetings.

The President may sign, with the Secretary or with any other Officer of the Association authorized by the Board of Directors, any deeds, mortgages, bonds, contracts, or other instruments that are authorized by the Board of Directors to be executed.

The President is an ex-officio member all committees.

Section 3. Vice President. The Vice President will perform the duties of the President in the absence or disability of the President. The Vice President will also perform other duties that may be assigned to him by the President or by the Board of Directors.

Section 4. Secretary. The duties of the Secretary are: (a) to keep the Minutes of the Board of Directors meeting; (b) to ensure that all notices required by these By-Laws or state law are given to the proper persons; (c) to be custodian of the corporate records and of the Corporate Seal of the Corporation; (d) to provide a copy of the minutes of Board of Directors or general membership meetings to the membership; and (e) in general perform all duties incident to the office of the Secretary and other duties as may be assigned to the Secretary by the President or by the Board of Directors.

Section 5. Treasurer. The duties of the Treasurer are: (a) to have custody of and be responsible for all funds and securities of the Association, including deposits and withdrawals; (b) to receive and give receipts for moneys due and payable to the Association from any source, and to deposit all money in the name of the TUCSON HUNTER JUMPER ASSOCIATION into the bank account(s) or other depositories maintained for the benefit of the Association; and (c) in general perform all duties incident to the office of Treasurer and other duties that may be assigned by the President or by the Board of Directors. The Treasurer will be required to make a report of all deposits, withdrawals, disbursements, and bank statements at each Board of Directors Meeting.

Section 6. Election and Term of Office. The officers of the Association will be elected by the Board of Directors at its first meeting in January of each year. Each officer serves a term of one year and may be re-elected to successive terms.

Section 7. Removal. Any officer may be removed if it is demonstrated that he or she is not acting in the best interests of the Association. A vote to remove an officer must be by a supermajority (two-thirds) of all members of the Board of Directors. The election or appointment of an officer does not of itself create contract rights.

Section 8. Vacancies. Any vacancy in any officer position may be filled by the Board of Directors by appointing someone to serve the balance of the unexpired portion of the term.

ARTICLE VI COMMITTEES

The Committees are the backbone of the Association. The Board of Directors oversees the work of the Committees to ensure that it is in the best interests of the Association, fulfills the purpose of the Association, and so that funds are allocated in a fiscally responsible manner.

To carry out the purposes of the Association the following standing committees will be formed:

Section 1. Horse Show Committee. The Horse Show Committee is responsible for the organization and/or oversight of horse shows that are recognized as Tucson Hunter Jumper Association shows including, but not limited to: date approvals, facility approvals, show

standards, qualifications of officials, and operational procedures, subject to the approval of the Board of Directors.

Section 2. Rules Committee. The Rules Committee is responsible for developing rules that include, but are not limited to the following: horse show class descriptions, fence heights, attire, judging criteria, course requirements, and schooling, subject to the approval of the Board of Directors.

Section 3. Membership Committee. The Membership Committee is responsible for all things relating to Association membership including, but not limited to: processing the membership applications, keeping a membership list, and promoting the Association to attract new members, subject to the approval of the Board of Directors.

Section 4. Other Committees. The Board of Directors may create other committees as they are necessary to carry out the purpose of the Association and may appoint members to those committees. The work of these other committees is subject to the approval of the Board of Directors.

ARTICLE VII

CONTRACTS, LOANS, CHECKS, AND DEPOSITS

Section 1. Contracts. The Board of Directors may authorize any officer or officers, agent or agents, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Association.

Section 2. Loans. No loans will be contracted on behalf of the Association and no evidences of indebtedness will be issued in its name unless authorized by a resolution of the Board of Directors.

Section 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 TUCSON HUNTER JUMPER ASSOCIATION must be signed by an authorized officer or officers, agent or agents of the Association in a manner that is determined by a resolution of the Board of Directors. Authorized means authorized by the banking or credit institution.

Section 4. Deposit. All funds coming to the Association must be deposited to the credit of the TUCSON HUNTER JUMPER ASSOCIATION in bank account(s), or other depositories selected by the Board of Directors.

ARTICLE VIII

NOTICES

Any notice to be given to the TUCSON HUNTER JUMPER ASSOCIATION must be made to: an address determined by the Board of Directors.

ARTICLE IX
FISCAL YEAR

The fiscal year of the Association begins on the first day of January and ends on the last day of December.

ARTICLE X
WAIVER OF NOTICE

If a provision of these By-laws, the Articles of Incorporation, or state law requires that a notice be given to any Director or Officer of the Association, that person can waive notice by signing and submitting a written waiver to the Secretary of the Association.

ARTICLE XI
AMENDMENTS

These By-Laws may be amended or repealed and new By-Laws adopted by the Board of Directors of the Association at any regular or special Meeting of the Board of Directors. The members must have at least 7 days notice of the regular or special Meeting where the Directors plan to amend, repeal, or add new By-Laws.