

Washington Hunter-Jumper Foundation

By-laws

Amended March 31, 2008

Article I

Section 1: The name of the organization shall be the Washington Hunter-Jumper Foundation (the "Foundation").

Article II

Objects and Purposes

Section 1: The general nature of the business of the Foundation and the objects and purposes proposed to be transacted, promoted and carried on by it are as follows:

- 1) expand and improve the hunter and jumper equestrian disciplines within the State of Washington
- 2) identify, create, fund and sponsor educational and informational programs, including clinics and horse shows, that promote (a) the skills and knowledge of both riders and trainers and (b) the welfare of horses
- 3) provide scholarships to participate in these and other educational and informational programs, and
- 4) recognize the achievements of the participants in these and other educational and informational programs.

The Foundation may carry on any other activities that are non-discriminatory and serve the public interest, are proper with respect to the Foundation's objects and purposes, are reasonable and conforming to legitimate standards, and are objectively managed and overseen.

Article III

Members

Section 1: Classes of Members: The Foundation shall have two classes of Members: Members of the Board of Directors and Members of the Executive Board (each a "Board" and collectively the "Boards").

Section 2: Member Roles: Members of the Board of Directors will be responsible for electing the Foundation's Members and for establishing and overseeing implementation of the Foundation's financial and operational plans and policies. Members of the Executive Board will be responsible for the day to day operations of the Foundation's business and the implementation of the financial and operational plans and policies approved by the Board of Directors.

Section 3: Member Qualifications: Any resident of the State of Washington may be elected to serve as a Member of either or both Boards. Members will be required to sign any code of ethics, conflict of interest, or similar policy adopted by the Board of Directors.

Section 4: Election of Members: A majority (51%) vote of the Board of Directors shall be required to add or remove Members from either Board. The election of Members may occur at any meeting of the Board of Directors.

Article IV
Meetings

Section 1: Place of meetings: Meetings of the Boards shall be held within the State of Washington. Meetings may be attended in person and/or by telephone at the discretion of each Board.

Section 2: Annual meeting: The Board of Directors shall meet at least annually in the month of December or January. One of the purposes of the annual meeting shall be the election of Members to the Board of Directors and the Executive Board.

Section 3: Special Meetings; Special meetings of a Board may be called at any time by a majority (51%) of Members of that Board, or by the chairperson of either Board if that position has been appointed by the Board of Directors.

Section 4: Notice of Meetings: The method by which a meeting may be called at any time is as follows: a written notice containing the date, time, location and/or phone number, purpose of the special meeting will be distributed to all Members of a Board by mail, facsimile or other electronic communications method at least 24 hours in advance of the meeting. Written notice for any meeting may be waived by a majority (51%) of the Members of a Board either before or after any meeting.

Section 4: Transaction of Business: All meetings shall be conducted according to Roberts Rules of Order, or by such other means as may be designated by the chairperson. The attendance of a majority (51%) of the Members of a Board shall be necessary to constitute a quorum for the transaction of business at any meeting.

Article V
Board of Directors

Section 1: Establishment and oversight of the Foundation's membership and the financial and operational plans and policies of the Foundation will be responsibility of a Board of Directors of not less than two (2) and not more than twelve (12) Members. The specific number for any year shall be fixed by the Board of Directors at the annual meeting, or at any special meeting held for the purpose of electing Members. Each Member shall serve on the Board of Directors until their resignation, removal or a successor has been elected.

Section 2: Establishing and modifying Financial and Operational Plans and Policies: A two-thirds (67%) majority vote of the Board of Directors shall be required to establish or modify any financial and operational plan or policy, including the Foundation's educational, scholarship, and fundraising programs.

Article VI
Executive Board

Section 1: Implementation of the Foundation's financial and operational plans and policies, and management of the Foundation's business, shall be the responsibility of an Executive Board of not less than four (4), and not more than twelve (12), Members. The specific number for any year shall be fixed by the Board of Directors at the annual meeting, or at any meeting held for the purpose of electing Members to the Executive Board. Each Member shall serve on the Executive Board until their resignation, removal or a successor has been elected.

Section 2: Who shall serve on the Executive Board: The Board of Directors shall, at a minimum, elect the following Members to serve on the Executive Board: (1) President, (2) Vice-President, (3) Treasurer, and (4) a Secretary (each an "Officer" and collectively "Officers"), who shall be authorized to contractually bind the Foundation. Other Members of the Executive Board, with the exception of the position of chairperson, shall not be authorized to contractually bind the Foundation. A chairperson, if elected, may also serve as President.

Article VII
Officers and Committees

Section 1: The Officers of the Executive Board shall serve staggered 2-year terms.

Section 2: In the absence of a chairperson, the President shall preside at all Executive Board meetings; shall have general management responsibility for the business affairs of the Foundation; shall appoint and discharge all agents and employees, subject to the majority (51%) approval of the Executive Board to remove or discharge the same, and shall perform all such duties as are incident to the office or as may be required by the Board of Directors.

Section 3: The Vice-President shall in the absence or incapacity of the President perform the duties of that office.

Section 4: The Secretary of the Foundation shall keep the minutes of all Board meetings and shall attend to the giving and serving of all notices of the Foundation and shall attest with their signature all written contracts of the Foundation and shall perform all such duties as are incident to the office or as may be required by the Board of Directors.

Section 5: The Treasurer shall keep regular and current books of the Foundation's financial accounts and shall submit them together with all their other records and papers to either Board at any meeting when required to do so. The Treasurer shall give such bond for the faithful performance of their duties as the Board of Directors may determine and shall perform all such other duties as are incident to the office or as may be required by the Board of Directors. Either Board, at its discretion, may order a periodic financial review.

Section 6: In addition to the foregoing officers, the Board of Directors may, from time to time, elect other Members of the Executive Board to official positions as they deem proper, with such titles and duties as they see fit.

Section 7: The Executive Board may create committees to conduct and oversee specific activities of the Foundation (such as fundraising, finance, scholarship, achievement, education programs, etc.) and may grant authority to the President to appoint the chairs and participants of such committees. Committee participants do not need to be Members of the Foundation.

Section 8: Finance Committee. The Treasurer shall be the chair of the Finance Committee, which shall include at least two (2) other Members of the Executive Board. The Finance Committee will be responsible for developing the proposed fiscal procedures, fundraising plans, and annual budgets that will be submitted to the Board of Directors for approval. All Foundation expenditures must be within the approved budget and the Board of Directors must approve any material change in the budget. The Finance Committee shall, at a minimum, provide all Members of the Foundation with annual reports showing the Foundation's income, expenditures and pending income and expenditures. Such annual reports are to be considered public information and shall be made available to the public.

Article VIII

Net Assets and Net Earnings of the Foundation

Section 1: The Net Assets and Net Earnings of the Foundation will be used to promote the objectives and purposes of the Foundation. No part of the net earnings of the Foundation shall inure to the benefit of (or be distributed to) any Member, Officer, employee or other individual, partnership, estate, trust or corporation having a personal or private interest in the Foundation. Compensation for services actually rendered and reimbursement for expenses actually incurred in attending to the affairs of this Foundation shall be limited to reasonable amounts. Members of the Boards and committee members shall recuse themselves from any decisions involving transactions involving themselves or where family members or close personal or professional relationships are involved.

Section 2: Upon the dissolution of the Foundation, any net assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by a Court of Competent Jurisdiction of the county in which the principal office of the Foundation is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

Article IX

Fiscal Year

The Foundation's fiscal year shall end on December 31st.

Article X

Educational and Informational Programs

The Foundation's educational programs, including clinics and horse shows, shall be open to the public, subject to the payment of a participation fee, as may be required from time to time at the discretion of the Executive Board. Any additional requirements or participation guidelines shall be approved by the Board of Directors and made available to the public.

Article XI

Scholarship and Achievement Programs

All residents of the State of Washington shall be eligible to participate in the Foundation's Scholarship and Achievement programs. Any additional requirements or participation guidelines shall be approved by the Board of Directors and made available to the public.

Article XII

Public Disclosure of Program Participation Decisions

The Foundation will also publicly disclose the identities of all educational, scholarship, and achievement program participants, the basis for any decision involving the allowance or denial of their participation on these and other programs, and the identities and votes of all decision makers.

Article XIII

Adoption of Fund Raising, Conflict of Interest, Ethics, and Privacy Policies

The Board of Directors shall develop, approve, and publish policies covering its Fund Raising, Conflicts of Interest, Code of Ethics, and Privacy practices. Such policies shall be adopted at the annual meeting and acknowledged by all Members, Officers, employees and committee members and shall be made available to the public.

Article XIV

Amendment of By-laws

Section 1: These by-laws may be amended, altered, changed, added to or repealed by the affirmative vote of not less than a two-thirds (67%) majority of the Board of Directors.