

North Texas Hunter Jumper Club, Inc.

Bylaws

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North Texas Hunter Jumper Club, Inc.
Bylaws

Article I
Name and Offices

Section 1. *Name* The name of this Corporation shall be the North Texas Hunter Jumper Club, Inc., and it shall henceforth be referred to as NTHJC.

Section 2. *Principle Office* The principal office of the Corporation in the State of Texas shall be located in the County of Dallas, or the County of Collin, or the County of Tarrant, or the County of Denton, State of Texas. The Corporation may have such other offices either within or without the State of Texas as the Board of Directors may determine or as the affairs of the Corporation may require from time to time.

Section 3. *Registered Office* The Corporation shall have and continuously maintain in the State of Texas a registered office and a registered agent whose office is identical with such registered office, as required by the Texas Non-Profit Corporation Act. The registered office may be, but need not be, identical with the principal office in the State of Texas, and the address of the registered office may be changed from time to time by the Board of Directors.

Article II
Purposes

NTHJC is a Texas Non-Profit Corporation whose purposes are to support and encourage the use, riding, exhibition, and showing of horses, both those useful in the hunting field and as jumpers, and to encourage a better understanding among owners, trainers and exhibitors of such horses.

Article III.
Basic Policies

The following are basic policies of NTHJC:

- a. The Corporation shall be noncommercial, nonsectarian, and nonpartisan.
- b. The name of the corporation or the names of any members in their official capacities shall not be used to endorse or promote a commercial concern or in conjunction with any partisan interest or for any purpose not appropriately related to promotion of the purposes of the Corporation.
- c. The Corporation shall not – directly or indirectly—participate or intervene (in any way, including the publishing or distribution of statements) in any political campaign on behalf of, or in opposition to, any candidate for public office; or devote more than an insubstantial part of its activities to attempting to influence legislation by propaganda or otherwise. Notwithstanding, the NTHJC will make reasonable effort to inform the membership of pending legislation or political issues that may impact the equine community through postings to its web site; however, it will take no position on such legislation or issue.
- d. The Corporation does not have capital stock or shares and shall never be privately owned. No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to its members, directors, trustees, officers or other private persons except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article II hereof.
- e. Notwithstanding any other provision of these articles, the Corporation shall not carry on any other activities not permitted to be carried on (i) by a Corporation exempt from Federal income tax under Section 501(c)(5) of the Internal Revenue Code, or (ii) by a Corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code.
- f. Upon the dissolution of this Corporation, after paying or adequately providing for the debts and obligation of the Corporation in conformity with the statutes hereafter described, the remaining assets shall be distributed to one or more non-profit funds, foundations, or organizations which have established their tax exempt status under Section 501(c)(3) of the Internal Revenue Code.

Article IV
Members and Dues

Section 1. **Membership** Any person who is interested in the purposes of this organization shall be eligible for membership and may become a member upon payment of the requisite dues. The organization shall have five classes of membership with such status and privileges as to voting or other legal or equitable rights in the organization as the Board of Directors may determine.

Section 2. **Classes of Membership**

The five classes of membership shall be:

- a. Senior membership: those members who are eighteen (18) years of age or over at the start of the fiscal year (December 1), with voting privileges.
- b. Junior membership: those members who are under eighteen (18) years of age at the start of the fiscal year (December 1), with no voting privileges.
- c. Family membership: those members, who are parents or guardians, each of whom shall be considered a “Senior Member,” and all members of the same immediate family under eighteen (18) years of age, each of whom shall be considered a “Junior Member.”
- d. Permanent Barn membership: Barns may pay a one-time fee for membership to be included on the NTHJC website. Such barn memberships shall not have voting privileges. In addition, maintenance of active status for each membership will be dependent on the barn completing, or otherwise updating, it’s barn information annually, so that website content remains accurate.
- e. Life memberships: those members who, by payment of requisite dues, become lifetime members no longer required to pay annual dues. Such “Life Members” may be either “Senior Members,” with voting privileges, or “Junior Members,” without voting privileges until attainment of their 18th birthday.

Section 3. **Terms of Membership** Memberships shall be good for the fiscal year beginning December 1 through November 30, except Permanent Barn memberships and Life memberships

Section 4. **Loss of Membership** The Board of Directors, by affirmative vote of two-thirds of all of the members of the Board, may suspend or expel a member for good cause after an appropriate hearing, of which the member who is being considered shall have received reasonable, advanced notice. At such hearing the member who is under consideration shall be entitled to present evidence and/or agreements concerning his membership.

Section 5. **Dues** Annual membership dues shall be determined by the Board of Directors and are payable by December 1. There shall be no pro-ration of membership dues for a partial year.

Section 6. **Rights of Membership** Only senior members in good standing of the Corporation shall be eligible to participate in the business meetings or serve in any elected or appointed position.

Article V
Board of Directors

Section 1. **General Powers** The affairs of the Corporation shall be managed by the Board of Directors, who shall exercise all general powers conferred by the laws of the State of Texas upon corporations organized under the Texas Non-Profit Corporation Act and shall have such additional powers and duties as are specifically provided by the Articles of Incorporation and by these Bylaws.

Section 2. **Number** The Board of Directors shall consist of twenty persons, including those officers provided in Article VI, Section 1. The initial Directors are named in the Articles of Incorporation, but such initial Board may at its organization meeting or at any other meeting, annual or special, be increased or decreased from time to time by resolution adopted by the affirmative vote of a majority of the Directors, but no decrease shall have the effect of shortening the term of any incumbent Director. If the Board increases the number of members of the Board as authorized herein, such newly created positions may be filled by election at any meeting of the senior members.

Section 3. *Election of Directors* The Nominating Committee, appointed in accordance with Article VIII., Section 7, shall choose and select a slate of nominees to the Board of Directors which shall be composed of senior members in good standing. The slate of nominees shall be mailed or emailed to all members, at their last known addresses, at least thirty (30) days before the end of the year. The senior members shall elect to the board of Directors those eligible nominees receiving the most votes cast by the senior members returning verified ballots, whether included on the slate presented by the Nominating Committee or whether nominated by write-in nomination on the ballots.

Section 4. *Term and Limitations* The Board of Directors shall assume their official duties following the close of the NTHJC Annual Awards Banquet and shall serve for a term of one year or until their successors are elected and assume the duties of office.

Section 5. *Duties of Directors* The duties of the Board of Directors shall be:

- a. to exercise all powers of the Corporation and to do all such lawful acts and things as are provided by statute and by the Articles of Incorporation and by these Bylaws.
- b. to determine in what manner the funds of the Corporation shall be spent and see that the Corporation is operating strictly in accordance with its charter.
- c. at least sixty (60) days prior to the end of the show year, to appoint a Nominating Committee consisting of three to five senior members with no more than one Director to serve in such capacity.

Section 6. *Meetings* The Board of Directors shall hold a minimum of four (4) meetings per year, which may be called by the President with a minimum of five (5) days posted or emailed notice to each Director or by mutual consent of all directors without notice. Special meetings of the Board of Directors may be called at any time by the President, or upon the request in writing of one-third (1/3) of the total members of the Board of Directors, three (3) days written notice being given.

Section 7. *Quorum* A majority of the total members of the Board of Directors shall constitute a quorum for transaction of business at all meetings and the act of a majority of the Directors present at a meeting at which a quorum is present shall be the act of the Board of Directors, except as may be otherwise specifically provided by statute or by these bylaws.

Section 8. *Vacancies* Any vacancy occurring in the Board of Directors, for any reason other than an increase in the maximum number of Directors, may be filled by the affirmative vote of a majority of the remaining Directors (even though less than a quorum) and not just those present at the meeting. A Director elected to fill a vacancy shall be elected for the unexpired term of his/her predecessor in office.

Section 9. *Informal Action by Directors* Any action required by law to be taken, or which may be taken at a meeting of the Board of Directors, may be taken without any meeting if a consent in writing, setting forth the action so taken shall be signed by all of the Directors.

Section 10. *Attendance Requirements* Any member of the Board of Directors absent from four (4) meetings within any one (1) year term may be replaced at the discretion of the President.

Section 11. *Termination* Upon a three-fourth (3/4) vote of the entire senior membership, at any regular or special meeting, the term of any Director can be terminated.

Section 12. *Director Emeritus* In addition to Directors provided for in these Bylaws, the club shall have a class of Directors known as "Director Emeritus." This special status is automatically extended to all former club Presidents who have successfully completed their term. A Director Emeritus shall possess all of the duties and privileges of a NTHJC Member or Director, except as follows:

- a. The Director Emeritus shall not be required to attend meetings, nor be counted in determining a quorum.
- b. The Director Emeritus will not be considered in the number of Directors, as defined in Article V, Section 2.
- c. As a Member, the Director Emeritus shall not pay dues.

Article VI
Officers

Section 1. **Officers** The officers of the Corporation shall consist of a President, a Vice-President, a Recording Secretary, a Corresponding Secretary, and a Treasurer. Eligibility for selected Officer Positions include:

- a. To be eligible for election as President or as Treasurer, a nominee must have served at least one (1) term on the Board of Directors within the three (3) years immediately preceding the election

These prerequisites will be used by the Nominating Committee in preparing the nomination slate for these positions.

The elected Officers shall be members of the Board of Directors and eligible to vote. No person shall hold more than one office at any time. The officers shall perform all of the usual duties incidental to the duties assigned to them by the Board of Directors.

Section 2. **Election of Officers** The officers of the Corporation shall be elected by the senior members via mail or email ballot distributed to all members at least thirty (30) days before the end of the year. This ballot will be approved by a majority of the current Board of Directors and included in addition to the slate of nominees for Directors as defined in Article V, Section 3. The senior members shall elect as Officers those eligible nominees receiving the most votes cast by the senior members returning verified ballots.

Section 3. **Term of Office** The officers of the Corporation shall hold office for a term of one (1) year and thereafter until their successors are elected and assume the duties of office.

Section 4. **President** The President shall:

- a. preside at all meetings of the Board of Directors and the Corporation;
- b. have the duty of appointing such committees (other than the Nominating Committee) as necessary to carry out the purposes and functions of this Corporation;
- c. be an ex-officio member of all standing committees except the Nominating Committee;
- d. confirm that a quorum is present before conducting any business at any meeting of the Corporation;
- e. make an annual report to the Corporation;
- f. perform such other duties as may be prescribed in these bylaws or assigned by the Board of Directors;
- g. have the authority to sign all checks; and,
- h. sign all contracts, agreements, and legal documents.
- i. establish a meeting calendar at the start of each fiscal year to ensure all activities required by the Bylaws are executed in a timely fashion
- j. furnish bond, at the expense of the Corporation, for the faithful performance of his/her duties

Section 5. **Vice-President** The Vice-President shall:

- a. perform such duties as shall be assigned by the President or Board of Directors;
- b. in the absence, inability or refusal to act of the President, the Vice-President shall be temporarily invested with all power and duties of the President, and,
- c. be the chairperson of the NTHJC Awards Banquet Committee.

Section 6. **Recording Secretary** The Recording Secretary shall:

- a. keep an accurate record of the minutes of all meetings of the members and the Board of Directors;
- b. keep custody of the corporate records of the Corporation;
- c. keep a register of the contact information of each Director which shall be furnished to the Secretary by such Director;
- d. see that all notices are duly given in accordance with the provisions of the Bylaws or as required by law, including informing members of the Board of Director meetings at least five (5) days in advance of each meeting;
- e. perform such duties as shall be assigned by the President or Board of Directors; and,
- f. keep custody of all correspondence that may, from time to time, occur between the Board of Directors and the Membership;

Section 1. *Standing Committees* Standing Committees are those committees deemed necessary for the proper administration and governance of the Corporation and shall include: Nominating Committee, Show Committee, NTHJC Annual Awards Banquet Committee, and any other Standing Committees the Board of Directors may establish.

Section 2. *Other Committees* Other committees may be established by the Board of Directors in order to fulfill specific functions of the Corporation.

Section 3. *Chairperson* Unless otherwise specified, one member of each committee shall be appointed chairperson by the person or persons authorized to appoint the members thereof.

Section 4. *Vacancies* Vacancies in the membership of any committee may be filled by appointments made in the same manner as provided in the case of the original appointments.

Section 5. *Quorum* Unless otherwise provided in the resolution of the Board of Directors designating a committee, a majority of the whole committee shall constitute a quorum and the act of the majority of the committee members present at a meeting at which a quorum is present shall be the act of the committee.

Section 6. *Nominating Committee* At least sixty (60) days prior to the end of the show year, the Board of Directors shall appoint a Nominating Committee consisting of three (3) to five (5) senior members with no more than one (1) Director to serve in such capacity. The Nominating Committee shall choose and select a slate of officers and directors to be presented to the Board of Directors. Upon approval by the Board of Directors as voted by a majority in attendance at the Board meeting, the slate of officers and directors shall be presented by ballots mailed or emailed to senior members of the Corporation at their last known addresses. The senior members shall elect as the Board of Directors those eligible nominees receiving the most votes cast by the senior members returning verified ballots to the Show Committee Secretary, whether included on the slate presented by the Nominating Committee or by write-in nomination on the ballots. The Senior Members shall also elect as Officers those eligible nominees receiving the most votes cast by the senior members returning verified ballots to the Show Committee Secretary.

Section 7. *Show Committee* A Show Committee, consisting of no more than six (6) members, one of whom shall be a member of the Board of Directors, shall be established yearly following the Annual Meeting. The Chairperson shall be appointed by the President. The following provisions shall govern this committee:

- a. the majority decisions of the committee shall be forwarded to the Board of Directors for formal action, if any.
- b. the chairperson of the committee, if not a member of the Board of Directors, shall be entitled to attend, as a nonvoting member, all meetings of the Board of Directors.
- c. the committee shall be responsible for reviewing and recommending revisions to the Rules and Guidelines for Shows prior to the start of each show season. Any revisions must be approved by the Board of Directors.
- d. the committee shall be responsible for reviewing the prize list of each NTHJC recognized show before its publication.
- e. the committee chair, or committee member appointed by the chair, shall be responsible for reviewing all complaints concerning NTHJC recognized shows.
- f. the committee shall be responsible for reviewing show facilities and course designs, if needed, before any NTHJC recognized show.
- g. at least one member of the committee shall be a member of the show committee of any NTHJC recognized show.
- h. a Show Committee Secretary shall be appointed by the Show Committee Chair to keep an accurate record of all member registrations, and rider and horse award points. The Show Committee Secretary, if not a member of the Show Committee, is entitled to attend, as a nonvoting member, all meetings of the Show Committee. With approval by the Board of Directors, a third party can be hired to assist the show committee secretary in maintaining records.
- i. as time-sensitive issues arise requiring an immediate decision or action to ensure the interests of the membership are maintained, the Show Committee may, with a unanimous vote and under the guidance of the Officers of the Corporation, make reasonable decisions and take reasonable actions without the need to convene a special meeting of the Board of Directors. Such decisions and actions will be reported to the full Board of Directors at the next meeting.
- j. shall be responsible for the planning and management of all Club-managed shows during the season, including, but not limited to determining location and date, judge, classes offered, and prizes.

Section 8. *NTHJC Annual Awards Banquet Committee* The Vice-President shall be the chairperson of this committee. This committee

is responsible for the planning of the Annual Awards Banquet, including, but not limited to, determining location and date, notification of members, and award selection.

Article IX
Financial Matters

Section 1. **Funds** All funds for NTHJC shall be spent for the sole purpose of furthering the objectives of NTHJC.

Section 2. **Fiscal Year** The fiscal year of the organization shall begin January 1 and end December 31.

Section 3. **Audit of Financial Records** The financial records of the organization may be audited annually after the close of the fiscal year by a professional auditor. A written report of the audit shall be submitted to the Board of Directors and shall be kept on file.

Section 4. **Books and Records** The Corporation shall keep correct and complete books and records of accounts and minutes of proceedings of its Board of Directors and committees and shall keep at the principal address a record giving the names and addresses of all members of the Board of Directors.

Article X
Checks, Deposits, and Funds

Section 1. **All Checks and Drafts** All checks, drafts, or orders for the payment of money, notes or other evidences of indebtedness issued in the name of the Corporation shall be signed by the Treasurer or by the President in the absence or inability of the Treasurer to do so.

Section 2. **Deposits** All funds of the Corporation shall be promptly deposited to the credit of the Corporation at such banks, trust companies, or other depositories as the Board of Directors may select.

Section 3. **Gifts** The Board of Directors may accept on behalf of the Corporation any contribution, gift, bequest or devise for the general purpose or for any special purpose of the Corporation.

Section 4. **Operation Prohibitions** The Corporation, its Board of Directors, officers and agents, shall not do any act which shall constitute a basis for denial of tax exemption under applicable laws. In particular:

- a. The Corporation shall not:
 - (1) lend any part of its income or corpus, without receipt of adequate security and a reasonable rate of interest;
 - (2) pay any compensation, in excess of a reasonable allowance for salaries or other compensation for personal services actually rendered;
 - (3) make any part of its services available on a preferential basis;
 - (4) make any substantial purchase of securities or any other property for more than adequate consideration in money or money's worth;
 - (5) sell any substantial part of its securities or other property for less than an adequate consideration in money or money's worth;
 - (6) engage in any other transaction which results in a substantial diversion of its income or corpus to a person who has made a substantial contribution to the Corporation, a member of the family of such person, or a corporation controlled by such person.
- b. The Corporation shall not accumulate out of income amounts which are:
 - (1) unreasonable in amount or duration in order to carry out the purpose or function constituting the basis for tax exemption;
 - (2) used to a substantial degree for purposes or functions other than those constituting the basis for tax exemption;
 - (3) invested in such a manner to jeopardize the carrying out of the purpose or function constituting the basis for tax exemption.

Article XI
Non-Liability of Board of Directors

To the greatest extent permitted under the Texas Non-Profit Corporation Act and all other applicable laws at the time, (a) NTHJC, Inc. and its directors, officers and committee chairpersons shall not be liable to its members for acts or omissions to act or any statement or any omissions or errors therein published or circulated by NTHJC, Inc., or by its directors, officers or chairpersons acting in such capacities; and (b) each present and future member shall be deemed to have expressly released NTHJC, Inc and its directors, officers and chairpersons of and from any and all liability (1) for such action, omissions, statements or omissions or errors published or circulated and (2) by reason of any agreements, contracts, obligations, acts or plans entered into or undertaken by NTHJC, Inc. on behalf of its members.

Article XII
Amendment of Bylaws

These bylaws may be amended, altered, or repealed and new Bylaws may be adopted by a two-thirds (2/3) vote of the senior members who return a mail-in or email ballot. The ballot will be distributed to all senior members at their last known address, and must be returned within fourteen (14) days of the date of mailing. In addition, notice of a Bylaws change will be posted on the NTHJC website at the time the ballot is mailed.

Article XIII
Parliamentary Authority

The rules contained in the current edition of *Robert's Rules of Order, Newly Revised*, shall govern the Corporation in all cases to which they are applicable and in which they are not in conflict with these Bylaws or the Articles of Incorporation.

Article XIV
Seal

The Corporation may, but is not required to, have a seal and may conduct all activities in furtherance of its purpose and execute all instruments necessary to any transaction conducted by the Corporation without imprinting of a seal on said instruments.

Article XV
Waiver of Notice

Whenever any notice is required to be given under the provisions of the Texas Non-Profit Corporation Act or under the provisions of the Articles of Incorporation or Bylaws of the Corporation 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 deemed equivalent to the giving of such notice.

Article XVI
Archives

An archive of the Corporation is established in order to maintain and preserve the history of the Corporation. It shall be maintained by the Recording Secretary and contain all documents and other materials of historical significance to the Corporation. In furthering these objectives, the immediate past President shall prepare a report of the activities of the Corporation during the year of his/her service and shall place this report with the archives.