

**AMENDED AND RESTATED BYLAWS  
OF  
NEW MEXICO HUNTER AND JUMPER ASSOCIATION, INC.**

**ARTICLE I:  
NAME, PURPOSES, POWERS AND RESTRICTIONS**

Section 1: **Name**. The name of the Association shall be:

NEW MEXICO HUNTER AND JUMPER ASSOCIATION, INC.  
(A New Mexico Non-Profit Corporation)

Section 2: **Purposes**. The Corporation is organized exclusively for charitable, educational and scientific purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986 or with corresponding provisions of any future United States Internal Revenue Code (hereinafter, the "**Code**"). Specifically, the Association is organized to promote the interests of owners and riders of hunters, jumpers, and hunt seat equitation, to provide educational opportunities for the owners and riders of hunters, jumpers, and hunt seat equitation and thereby to reward and stimulate excellence in performance, horsemanship, and sportsmanship. In the event of any lack of guidance or conflict in the Bylaws, they shall be construed to further this purpose. As a means of furthering this purpose, the Association may:

- offer competitions in hunter, jumper and equitation classes and aid in promoting educational opportunities for the owners and riders of hunters, jumpers, and hunt seat equitation through clinics, and other training opportunities;
- offer advice when called upon and encourage other organizations, exhibitions, shows, and fairs to offer competition in the hunter, jumper and equitation classes;
- maintain proper records in connection with the sport for the use of its membership and of approved shows and for Year End Awards;
- coordinate, assist or sponsor activities devoted to the education and development of junior and amateur members.

The purposes stated in these Bylaws are limited to those purposes that come within the meaning of and comply with Section 501(c)(3) of the Code or with corresponding provisions of any future Code.

Section 3: **Powers and Restrictions**. The Corporation shall have as powers its stated purposes and all powers implicit in its stated purposes or granted by law to non-profit corporations in the State of New Mexico qualified under Section 501(c)(3) of the Internal Revenue Code and without limiting the generality of the foregoing to take and hold, by bequest, devise, gift, purchase, lease, or any other means, any property, whether real, personal, tangible or intangible, without limitation as to amount or value; to sell, convey and dispose of any such property or the income therefrom for any of the before-mentioned purposes, without limitation, except such limitations, if any, as may be contained in the instrument under which such property is received, the Articles of Incorporation, these Bylaws of the Association, or any laws applicable thereto.

No part of the net earnings of the Association shall inure to the benefit of any private individual, and no part of the activities of the Association shall consist in carrying on propaganda, or otherwise attempting to influence legislation or participating in or intervening in any political campaign on behalf of any candidate for public office.

Notwithstanding any other provision of the Articles of Incorporation or these Bylaws, the Association shall not conduct or carry on any activities not permitted to be conducted or carried on by an organization exempt under Section 501(a) of the Code as an organization described in Section 501(c)(3) of the Code and the related Regulations as they now exist or as they may hereafter be amended, or by any organization contributions to which are deductible under Section 170(c)(2) of such Code and Regulations as they now exist or as they may hereafter be amended.

Upon the dissolution or other termination of the Association, no part of the property of the Association nor any of the proceeds thereof shall be distributed to, or inure to the benefit of any private individual, or any Officer or Director of the Association, but all such property and proceeds shall, subject to the discharge of valid obligations of the Association and to applicable provisions of law and the Articles of Incorporation, be disposed of as directed by the Board of Directors of the Association as provided in the Articles of Incorporation.

## **ARTICLE II: MEMBERS AND MEMBERSHIP**

Section 1: **Members**. Junior Members, Adult Members, and Professional Members, who are in good standing as defined herein below shall be the Members (the "**Members**") of the Association. The Members shall have all the rights and privileges granted to it by the New Mexico Nonprofit Corporation Act, the Articles of Incorporation, and these Bylaws. Farms and Ranches (as defined below) shall also receive Memberships in the Association but shall not be entitled to the voting rights granted to Junior Members, Adult Members, and Professional Members. Membership in the Associ-

ation is not restricted as to sex, race, color, creed or geographical area. The categories of Members and their respective voting rights are described as follows:

(a) *Junior Members:* Junior members are defined as those individuals who have not reached their 18th birthday years of age on December 1st of the current competition year. A Junior member in good standing is entitled to one vote at all meetings of the Members.

(b) *Adult Members:* Adult members are defined as those individual who have reached their 18th birthday as of December 1st of the current competition year and are Amateurs as defined by USEF (Subchapter 13-B). An Adult member in good standing is entitled to one vote at all meetings of the Members.

(c) *Professional Members:* Professional members are defined as those individuals who have reached their 18th birthday as of December 1st of the current competition year and are Professionals as defined by USEF (Subchapter 13-B). A Professional member in good standing is entitled to one vote at all meetings of the Members.

(d) *Farm/Limited Liability Company (LLC):* A farm or any other legal entity (e.g., LLC, partnership, corporation) which is the bona fide owner of a horse (each, a "Farm and Ranch Member" and, collectively, the "Farm and Ranch Members"). However, a Farm and Ranch Member shall not be entitled to vote at meetings of the Members.

(e) *Qualifications for Membership; Disqualification; Reapplication:* A Member in good standing is (i) an individual whose dues are paid and is not indebted to NMHJA; (ii) an individual who is not, with respect to his/her Membership in the United States Equestrian Federation ("USEF"), a Member not in good standing within the meaning of the then current Rules published from time to time by USEF; (iii) an individual who has not knowingly made misrepresentations to or in the name of NMHJA, has not knowingly violated a material Standing Rule or Bylaw of the Association, and is not engaged in un-sportsmanlike conduct as defined by USEF at a NMHJA approved show. Any Member of NMHJA found not to be in good standing automatically forfeits his or her membership and is therefore ineligible to vote at any annual or special meeting or meetings of the Members, or to sign a petition or call for a special meeting, to attend Board of Directors meetings, or to serve as an officer or committee chairperson. The Board of Directors of the Association shall have the final decision as to membership status and qualifications under these Bylaws. A member found not to be in good standing may submit a new application for membership at any time. Acceptance of the application shall be within the sole discretion of the Board of Directors, which decision shall be final.

(i) *Annual Dues*: The schedule of dues for each category of membership will be set out in each year's membership application blank available through the NMHJA Membership Chairman or designated representative. The schedule of dues shall be established by the Board of Directors.

Section 2: **Annual Meeting of the Members**. The Annual Meeting of the Members for the election of Directors, and for the transaction of such other business as properly shall come before the meeting, shall be held following the close of the fiscal year of the Association, but in no case later than February of each year.

Section 3: **Special Meetings**. Special Meetings of the Members shall be called at any time by a special petition signed by twenty-five (25) Members in good standing (a "**Qualifying Member Petition**"), or upon a Resolution of the Board of Directors.

Section 4: **Place and Conduct of Meetings**. All meetings of the Members shall be held at such places within the State of New Mexico as shall be specified in the respective notices of such meetings or waivers thereof. All meetings of the Members shall be conducted in accordance with Robert's Rules of Order. At the discretion of the presiding officer, a parliamentarian may be retained, at the expense of the Association, to advise the presiding officer on procedural but not substantive matters.

Section 5: **Notice of Meetings**. Notice of the Annual Meeting and of every Special Meeting described hereinabove shall be served personally or by mail on the Members, not less than ten (10) days nor more than fifty (50) days before the meeting. All notices shall state the place, day and time where the meeting is to be held and notices of Special Meetings shall also state the purpose or purposes for which the meeting is called. If mailed, such notice shall be directed to each Member at the address of each Member as it appears on the books or records of the Association.

Members may waive notice of a meeting by executing and filing in the corporate records a written waiver of notice. The attendance of any Member at any meeting shall constitute a waiver of notice of the meeting, except where a Member attends for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened.

Section 6: **Action of Members Without a Meeting**. Any action required or permitted to be taken at a meeting of the Members, or any action which may be taken at a meeting of the Members, may be taken without a meeting if a consent in writing, setting forth the action is signed by the Members.

**ARTICLE III:**  
**BOARD OF DIRECTORS**

Section 1: **Management**. The affairs and the property of the Association shall be managed by the Board of Directors (the "**Board**"). The Directors shall act only as a Board, and individual Directors shall have no power as such.

Section 2: **Annual Meeting**. The Annual Meeting of the Board for the transaction of such business as properly shall come before the meeting shall be held as soon as practicable following the Annual Meeting of the Members. Such Annual Meeting of the Board shall be a general meeting and open for the transaction of any business within the powers of the Board without special notice of such business, except in any case where special notice is required by law, by the Articles of Incorporation, or by these Bylaws.

Section 3: **Regular Meetings**. The President/Chairman of the Board shall establish a calendar for the regular meetings of the Board at the first Board meeting held following the close of the Association's fiscal year. Such regular meetings shall be held at such places within the State of New Mexico, one of which shall be designated as the Annual Meeting. Such regular meetings shall be general meetings and open for the transaction of any business within the powers of the Board without special notice of such business, except in any case where special notice is required by law, by the Articles of Incorporation, or by these Bylaws. Regular meetings of the Board of Directors are open to Members in good standing or guests invited and recognized by the President/Chairman of the Board. Such guests and members who are not on the Board are welcome, but may speak only when recognized by the presiding officer; they have no voting privileges.

Section 4: **Special Meetings**. Special Meetings of the Board shall be called at any time by the Secretary upon the request of the President of the Association or no less than one-quarter of the Directors then in office. In the absence of a need for confidentiality in the business to come before the Board at any such Special Meeting, special meetings of the Board of Directors are open to members in good standing or guests invited and recognized by the President/Chairman of the Board. Such guests and members who are not on the Board are welcome, but may speak only when recognized by the presiding officer; they have no voting privileges.

Section 5: **Place and Conduct of Meetings**. All meetings of the Board shall be held at such places within the State of New Mexico as shall be specified in the respective notices of such meetings or waivers thereof. Regular and special meetings of the Board of Directors shall ordinarily be conducted in accordance with Robert's Rules of Order; provide, however, that Robert's Rules may be suspended for a meeting or portion thereof if the majority of Directors present votes to do so in order to cover business more expeditiously. At the discretion of the presiding officer, a parliamentarian may be

retained, at the expense of the Association, to advise the presiding officer on procedural but not substantive matters.

Section 6: **Notice of Meetings**. Notice of every Annual or Quarterly Meeting of the Board shall be served personally or by mail on each Director not less than ten (10) days nor more than fifty (50) days before the meeting. Notice of every Special Meeting shall be served personally or by mail on each Director not less than two (2) days before the meeting. Notices or waivers of notice do not need to state the purpose or purposes for which the meeting is called, but shall state the time and place of the meeting. If mailed, such notices shall be directed to each Director entitled to notice at his address as it appears on the books or records of the Association.

A Director may waive notice of a meeting by executing and filing in the corporate records a written waiver of notice. The attendance at any meeting shall constitute a waiver of notice of the meeting, except where a member attends for the expressed purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened.

Section 7: **Quorum**. At all meetings of the Board of Directors the presence of a majority of the Directors then in office shall be necessary and sufficient to constitute a quorum, and except as otherwise provided by law or by these Bylaws, the act of a majority of the Directors present at a meeting at which there is a quorum shall be the act of the Board.

Section 8: **Number, Composition, and Election of Board of Directors**. The Corporation shall have twelve (12) Directors (each a "**Director**" and collectively, the "**Directors**"). The Members will elect all Directors. The Directors shall include the following individuals, who shall be voting Directors:

- (a) The President of the Association;
- (b) The Vice President of the Association;
- (c) The Secretary of the Association;
- (d) The Treasurer of the Association;
- (e) The Points/Membership Committee Chair;
- (f) The Awards Committee Chair;
- (g) The Jump Committee Chair;

- (h) The Publicity/Incentives Committee Chair;
- (i) The Rules and Bylaws Committee Chair;
- (j) A Member of the Association at-large;
- (k) The Horse Show Committee Chair; and
- (l) The Junior Member Representative.

Section 9: **Vacancy.** Except as otherwise provided in this Section 9, any vacancies occurring among the Directors shall be filled by the Members of the Board remaining in office. A vacancy shall occur upon the death or incapacity of a Director, or his or her resignation or removal as hereinafter provided. A vacancy shall be filled for the remainder of the unexpired term of the Director whose death, incapacity, resignation or removal gave rise to the vacancy.

Section 10: **Term of Office of Directors.** The Directors shall each serve a term of two years commencing at the Annual Meeting of the Members following the certification of their election and ending two years thereafter. The Directors shall be divided into two (2) classes, designated Class A and Class B. Each class shall consist of one-half of the Directors or as close an approximation as possible. In this connection, one of the President, Secretary, Points/Membership Committee Chair, Awards Committee Chair, the Member of the Association at-large, and the Junior Member Representative as Class A Directors. The Vice President, Treasurer, Jump Committee Chair, Rules and Bylaws Committee Chair, Publicity/Incentives Committee Chair, and Horse Show Committee Chair shall serve as Class B Directors. The initial term of office of the Directors of Class A shall expire at the annual meeting of the Members to be held following fiscal year 2010 and the initial term of office of the Directors of Class B shall expire at the annual meeting to be held following fiscal year 2011. Directors may be reelected for any number of terms. All Directors shall serve in their respective offices until their successors are elected and qualified.

Section 11: **Resignation and Removal of Directors.** Any Director may resign at any time upon providing written notice of such resignation to the President/Chairman of the Board.

If a Director misses three (3) consecutive meetings of the Board (without seeking or obtaining prior approval for any such absence from the President), the President/Chairman of the Board may, but shall not be required to, remove such Director, with the approval of the a majority vote of the Board at a duly called meeting of the Board. Additionally, each Director may be removed, after a motion of any Board mem-

ber, by a vote of the Board for good cause with prior written notice to such Director as described herein below. In this connection, "good cause" shall mean:

(a) Willful failure to perform any duty or function of the Director's elected position; and

(b) Willfully engaging in conduct that violates any rule of the Association or gross misconduct, which is materially and demonstrably injurious to the Association. For purposes of this provision, no act or failure to act on the part of such Director shall be considered "willful" unless it is done in bad faith or without reasonable belief that such Director's action or omission was in the best interests of the Association.

Within thirty (30) days of receipt by the Board of a written motion for removal, the Rules and Bylaws Committee Chair (unless the Rules and Bylaws Committee Chair is the subject of the motion for removal, in which case the Vice President) shall arrange the matter to be heard at the next regularly scheduled meeting of the Board of Directors. In the event that the next regularly scheduled meeting of the Board of Directors convene in less than ten (10) days after receipt of the motion by the Board, the removal hearing shall be held at the regularly scheduled meeting next following. Written notice of the removal hearing shall be sent at least ten days in advance of the meeting to the Board member who is the subject of the removal motion, and to all other members of the Board.

The Rules and Bylaws Committee Chair (unless the Rules and Bylaws Committee Chair is the subject of the motion for removal, in which case the Vice President) shall present the motion for removal, including questions or discussion. The complaining Board member shall present the issue of the removal motion. The Board member who is the subject of removal motion shall have the opportunity to present his/her position on the motion. Witnesses may be called for the either side.

Upon conclusion of the removal hearing, all members of the Board who are present at the hearing shall vote on the removal motion. A two-thirds (2/3rds) majority of the votes cast shall be required to carry the removal motion.

Section 12: **Compensation and Expense Reimbursement**. The Directors shall not receive compensation for their services as directors but the Board may authorize reimbursement for reasonable and necessary expenses incurred by Directors in connection with the performance of their duties in accordance with policies to be established by the Board.

Section 13: **Indemnification.**

(a) Any person made a party to any action, suit or proceeding by reason of the fact that he, his testator or intestate, is or was a Director, Officer or employee of the Association, or of any corporation which he served as such at the request of the Association, shall be indemnified by the Association against the reasonable expenses, including attorney's fees, actually and reasonably incurred by him in connection with the defense of such action, suit or proceeding, civil or criminal, in which he is made a party by reason of being or having been a Director or Officer. The indemnification may include any amounts paid to satisfy a judgment or to compromise or settle a claim, or incurred in connection with any appeal of any such action, suit or proceeding. A Director, Officer or employee shall not be indemnified in relation to matters as to which it shall be adjudged in such action, suit or proceeding on the basis that he has breached or failed to perform the duties of his office and the breach or failure to perform constitutes willful misconduct or recklessness. The foregoing right of indemnification shall not be deemed exclusive of any other rights to which any such Director, Officer, or employee may be entitled as a matter of law.

(b) Expenses incurred in defending any action or proceeding for which indemnification is required pursuant to this Section 13 following authorization thereof by the Board shall be paid by the Association in advance of the final disposition of such action or proceeding upon receipt of an undertaking by or on behalf of the indemnified party to repay such amount if it shall ultimately be determined that the indemnified party is not entitled to be indemnified as authorized in this Section 13.

(c) The indemnification provided by this Section 13 shall not be deemed exclusive of any other rights to which those seeking indemnification may be entitled under any bylaw, agreement, or otherwise, both as to action in an official capacity and as to action in another capacity while holding such office, to the extent that additional rights to indemnification are authorized in the Articles of Incorporation.

(d) The Corporation may purchase and maintain insurance on behalf of any person who is or was a director, officer, employee or agent of the corporation, or is or was serving at the request of the Association as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise against any liability asserted against him and incurred by him in any such capacity, or arising out of his status as such, whether or not the Association would have the power to indemnify him against such liability under the provisions of the New Mexico Non-Profit Corporation Act.

Section 14: **Action Without A Meeting.** Unless otherwise restricted by the Articles of Incorporation or these Bylaws, any action required or permitted to be taken at any meeting of the Board, or of any Committee thereof, may be taken without a meeting if all members of the Board or Committee, as the case may be, consent thereto in writing and the writing or writings are filed with the minutes of proceedings of the Board or Committee. Written consents representing actions taken by the Board or Committee may be executed by telex, telecopy or other facsimile transmission, and such facsimile shall be valid and binding to the same extent as if it were an original.

Section 15: **Telephonic Meetings.** Unless otherwise restricted by the Articles of Incorporation or these Bylaws, members of the Board of Directors, or any Committee, may participate in a meeting of the Board, or any Committee, by means of conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other, and such participation in a meeting shall constitute presence in person at the meeting.

#### **ARTICLE IV: OFFICERS**

Section 1: **Number of Officers.** The Officers of the Association shall be a Chairman of the Board, a President, a Vice President, a Secretary, and a Treasurer (individually an "**Officer**" and collectively, the "**Officers**"). No one person may hold two of the aforesaid offices, with the exception of the President who also serves as Chair of the Board.

Section 2: **Removal of Officers.** An Officer may be removed only in accordance with Article III, Section 11 of these Bylaws.

Section 3: **Chairman of the Board.** The Chairman of the Board shall be elected from among the Directors; provided, however, that in all cases, the Chairman of the Board shall be the President. The Chairman of the Board shall preside at all meetings of the Board and of the Members and shall have such other powers and duties as may be assigned to him/her from time to time by the Board or as prescribed by these Bylaws.

Section 4: **President.** The President shall be elected by the Members as a part of the election of Directors as set forth in Article II and III of these Bylaws. The President shall have general supervision over the affairs and property of the Association and over its several Officers, and shall generally do and perform all acts incident to the office of the President, and shall have such additional powers and duties as may from time to time be assigned to him by the Board. When authorized by the Board, the President may sign and execute, in the name of the Association, deeds, mortgages, promissory notes, security agreements, pledge agreements, financing statements, bonds, contracts or other instruments authorized by the Board, except in cases where the signing and ex-

ecution thereof shall be expressly delegated by the Board or by these Bylaws to some other Officer or agent of the Association. The President shall be bonded by a fidelity bond procured at the expense of the Association and shall have the authority to control funds of the Association in the absence of the Treasurer.

Section 5: **Vice President**. The Vice President shall be elected by the Members as a part of the election of Directors as set forth in Article II and III of these Bylaws. The Vice President shall report to the President and shall have general supervision over the operations of the Association and over its several Officers, and shall generally do and perform all acts incident to the office of Vice President, and shall have such additional powers and duties as may from time to time be assigned to him by the Board. The Vice President shall, in the temporary absence of the President, exercise the duties of the President, with the exception of the fidelity bond procured at the expense of the Association and the authority to control funds of the Association in the absence of the Treasurer. Additionally, the Vice President shall administer the Association's medal program; shall seek out and obtain Association approval of horse shows to benefit the Members. When authorized by the Board, the Vice President may sign and execute, in the name of the Association, deeds, mortgages, promissory notes, security agreements, pledge agreements, financing statements, bonds, contracts or other instruments authorized by the Board, except in cases where the signing and execution thereof shall be expressly delegated by the Board, or by these Bylaws to some other Officer or agent of the Association.

Section 6: **The Treasurer**. The Treasurer shall be elected by the Members as a part of the election of Directors as set forth in Article II and III of these Bylaws. The Treasurer shall report to the President and shall have charge and custody of, and be responsible for, all the funds of the Association and shall keep or cause to be kept and shall be responsible for the keeping of accurate records of the assets, liabilities and transactions of the Association. He/she shall deposit all moneys and other valuable effects of the Association in the name of and to the credit of the Association in accordance with accounting procedures approved by the Board in such banks, trust companies, or other depositories as may be approved by the Board. He/she shall disburse the funds of the Association based upon proper vouchers for such disbursements. In general, he/she shall perform all the duties incident to the office of Treasurer and such other duties as may from time to time be assigned to him/her by the Board. The Treasurer shall be bonded by a fidelity bond for the faithful discharge of his duties in such sum and with such surety or sureties as the Board shall determine. The expense of such bond shall be paid by the Association.

Section 7: **Secretary**. The Secretary shall be elected by the Members as a part of the election of Directors as set forth in Article II and III of these Bylaws. The Secretary shall report to the President and act as Secretary of, and keep the Minutes of all meetings of the Board and of the Members in one or more books provided for that purpose;

and whenever required by the President, shall perform like duties for any Committee, provided that in the absence of the Secretary, the Members or a majority of the Directors present at any meeting thereof may designate any person to act as Secretary for such meeting. The Secretary shall see that all notices are duly given in accordance with these Bylaws and as required by law; he shall be custodian of the Seal of the Association and shall affix and attest the Seal to any and all documents specifically or generally authorized by the Board to be executed on behalf of the Association under its Seal. He shall have charge of the books, records and papers of the Association relating to its organization as a Corporation, and shall see that all reports, statements and other documents required by law are properly kept or filed, except to the extent that the same are to be kept or filed by the Treasurer. In general, he shall perform all the duties incident to the office of Secretary and such other duties as may from time to time be assigned to him by the Board and by the President.

## **ARTICLE V: COMMITTEES**

Section 1: **Executive Committee.** A majority of the initial Directors set forth in the Articles of Incorporation, present at a meeting of the Board at which there is a quorum may initially appoint an Executive Committee. The Executive Committee shall consist of the President, the Vice President, the Secretary, the Treasurer, and one of the Committee Chairs (as defined hereinbelow). Vacancies in members of the Committee may be filled by a majority of the Directors present at a meeting of the Board at which there is a quorum, with the concurrence of the President and Chief Executive Officer. Except for those members serving on the Executive Committee by virtue of their office, any member of the Executive Committee may be removed from membership on said Committee at any time with or without cause by a vote of the majority of the Directors present at any meeting of the Board at which there is a quorum, but only upon the recommendation of the President and Chief Executive Officer.

The Executive Committee shall, during the intervals between meetings of the Board, possess and exercise all of the powers of the Board in the management of the affairs and property of the Association, except that the Executive Committee may not take or possess the authority to take any of the actions proscribed in Section 7 of this Article. The presence of a majority of the members of the Executive Committee shall be necessary and sufficient to constitute a quorum, and the act of a majority of the Members of the Executive Committee present at a meeting at which there is a quorum shall be the act of the Executive Committee. The Executive Committee shall keep full and fair records and accounts of its proceedings and transactions. All actions by the Executive Committee shall be reported to the Board at its next meeting succeeding such action and shall be subject to revision and alteration by the Board, provided that no rights of third persons shall be affected by any revisions or alteration.

Section 2: **Standing Committees.** Standing Committees of the Board shall consist of the Points Committee, the Awards Committee, the Membership Committee, the Publicity/Incentives Committee, the Rules and Bylaws Committee, and the Jump Committee.

Section 3: **Chairs of the Standing Committees.** The Chairs of such Standing Committees shall consist of the Points/Membership Committee Chair; the Awards Committee Chair; the Jump Committee Chair; the Publicity/Incentives Committee Chair; the Rules and Bylaws Committee Chair; and, the Horse Show Committee Chair (each, a "**Committee Chair**," and, collectively, the "**Committee Chairs**"). Each Committee Chair shall be elected by the Members as a part of the election of Directors as set forth in Article II and III of these Bylaws.

Section 4: **Removal of Committee Chairs.** A Committee Chair may be removed only in accordance with Article III, Section 11 of these Bylaws.

Section 5: **Rules and Bylaws Committee.** The Rules and Bylaws Committee shall undertake the following responsibilities of the Association:

- a. receipt and analysis of proposed rule change forms prior to the annual meeting and/or special meetings of the Members, to consider Bylaw and Standing Rule changes considering what other Bylaw and Standing Rule changes would have to be made in order to maintain coherence and consistency within the Bylaws and Standing Rules, and conformity with Rules promulgated by the United States Equestrian Foundation ("**USEF**") from time to time.
- b. become familiar with the Bylaws and Standing Rules in order to advise the Board about needed Bylaw and Standing Rule changes and to assure compliance with the rules, and conformity with Rules promulgated by USEF from time to time.
- c. maintain and update a Policies and Procedures manual for the Board.
- d. oversee and organize the operation of the grievance procedures set out in the Standing Rules.
- e. distribute a copy of the current NMHJA Standing Rules and Bylaws annually.
- f. such additional powers and duties as may from time to time be assigned by the Board.

Section 6. **Horse Show Committee**. The Horse Show Committee shall undertake the following responsibilities of the Association:

- a. be responsible for the preparatory work involved in the running of the Association horse shows, including, without limitation, coordinating with the Association's contracted manager for each such horse show.
- b. be responsible for procuring (with Board Approval), coordinating, negotiating with, and otherwise dealing with the owners and/or operators of the physical horse show facilities required for the Association's horse shows.
- c. notify the Board of any necessary contracts or other transactions required for the Association to operate its horse shows.
- d. ensure that all horse show date applications are made with USEF and the Association.
- e. such additional powers and duties as may from time to time be assigned by the Board.

Notwithstanding the foregoing, neither the Horse Show Committee Chair nor the Horse Show Committee shall act as horse show manager at the Association's sponsored or managed shows.

Section 7: **Points/Membership Committee**. The Points/Membership Committee shall undertake the following responsibilities of the Association:

- a. create and maintain an up-to-date record of all points earned and won by recorded horses and Members of the Association at horse shows of the Association and all Association-approved horseshows.
- b. publish, from time to time, point standings utilizing the methodology for communication adopted by the Board for regular communication with the Association's Members including, without limitation, the Association's website.
- c. coordinate, on a timely basis, point standings for Year End Awards with the Awards Committee Chair.
- d. circulate and accept membership and horse registration applications and keep accurate, current lists of all Association members and horse registrations.

e. regularly distribute the current membership and horse registrations of the Association list to the Vice President, the Secretary, and the Awards Committee Chair.

f. prepare and supply mailing labels of the current list of Members for distribution to horse shows and other organizations whose activities are compatible with the purposes of the Association.

g. provide a copy of the current roster of Members to one or more Members upon written request therefor.

h. such additional powers and duties as may from time to time be assigned by the Board.

Section 8: **Awards Committee**. The Awards Committee shall undertake the following responsibilities of the Association:

a. procure and provide ribbons, First Place and Championship prizes for all classes designated in the premium for the Association's horse shows.

b. be responsible for coordinating the presentation of awards in the show arena for the Association's horse shows.

c. plan and coordinate the Year End Awards Banquet and the procurement of Year End Awards for such Banquet after coordinating the same with the Points Committee Chair.

d. such additional powers and duties as may from time to time be assigned by the Board.

Section 9: **Publicity/Incentives Committee**. The Publicity/Incentives Committee shall undertake the following responsibilities of the Association:

a. Publicize all Association events to Members and the general public when appropriate including, without limitation, e-mail newsletters and bulletins, and website management.

b. Create sponsorships and materials to support Association fundraising, and distribute this information to prospective sponsors on a regular basis.

c. Assist in fulfilling and obtaining advertising sold to sponsors on behalf of the Association including, without limitation, jump design and procurement; banner design and procurement;

d. Draft and submit press releases and submissions for publication in news media.

e. such additional powers and duties as may from time to time be assigned by the Board.

Section 10: **Jump Committee**. The Jump Committee shall undertake the following responsibilities of the Association:

a. Create and maintain an inventory of all jumps, poles, standards, jump cups, boxes, flowers, gates, timers, and related equipment.

b. Periodically assess the then current condition and number of all jumps, poles, standards, jump cups, boxes, flowers, gates, timers, and related equipment to ensure availability of sufficient jumps and related equipment for the Association to properly and safely operate and manage its horse shows.

c. Make recommendations to the Board as to the need for, and advisability of, the acquisition of new jumps, poles, standards, jump cups, boxes, flowers, gates, timers, and related equipment to ensure availability of sufficient jumps and related equipment for the Association to properly and safely operate and manage its horse shows.

d. Ensure the storage of the Association's jumps, poles, standards, jump cups, boxes, flowers, gates, timers, and related equipment to ensure availability of sufficient jumps and related equipment.

e. Ensure that the Association's jumps, poles, standards, jump cups, boxes, flowers, gates, timers, and related equipment are transported to the site of the Association's horse shows in a timely manner.

f. such additional powers and duties as may from time to time be assigned by the Board.

Section 11: **Other Committees**. A majority of the Directors present at a meeting of the Board at which there is a quorum may from time to time, by Resolution, create such other Committees of Directors, Officers, or Members, with such functions, powers, and duties as the Board shall determine. The Board shall enact rules and regulations for the governance and authority of any such Committee; provided, however, that any Committee appointed pursuant to this section which is not comprised of all Directors shall not have the power of the Board.

Section 12: **Minutes of Committees.** Each Committee shall keep regular minutes of its meetings and report the same to the Board of Directors when required. All actions by any Committee formed as provided in this Article V shall be reported to the Board at its next meeting succeeding such action and shall be subject to revision and alteration by the Board.

Section 13: **Meetings and Action of Committees.** Meetings and actions of Committees shall be governed by, and held and taken in accordance with, the provisions of Section 5 of Article III (place of meetings), Section 14 of Article III (by telephone), Section 3 of Article III (regular meetings), Section 4 of Article III (special meetings) Section 6 of Article III (notice and waiver of notice), Section 7 of Article III (quorum), and Section 14 of Article III (action without a meeting) of these Bylaws, with such changes in the context of such provisions as are necessary to substitute the Committee and its members for the Board and its members; provided, however, that the time of regular meetings of Committees may be determined either by resolution of the Board of Directors or by resolution of the Committee, that Special Meetings of Committees may also be called by resolution of the Board of Directors and that notice of Special Meetings of Committees shall also be given to all alternate members, who shall have the right to attend all meetings of the Committee. The Board of Directors may adopt rules for the governance of any Committee not inconsistent with the provisions of these Bylaws.

Section 14. **Limitations of Powers of Committees.** None of the Committees of the Board created as provided in this Article V shall have the power or authority to (a) amend, alter or repeal these Bylaws, (b) elect, appoint or remove any member of any Committee or any Director or Officer of the Association, (c) amend the Articles of Incorporation, restate the Articles of Incorporation, adopt a plan of merger, or adopt a plan of consolidation with another corporation, (d) authorize the sale, lease, exchange or mortgage of all or substantially all of the property and assets of the Association, (e) authorize the voluntary dissolution of the Association or revoke proceedings thereof, (f) adopt a plan for the distribution of the assets of the Association, (g) amend, alter or repeal any resolution of the Board which by its terms provides that it shall not be amended, altered or repealed by a Committee, or (h) as otherwise provided by law, these Bylaws or by resolution of the Board. The presence of a majority of the members of any such Committee formed by the Board as provided in this Article V shall be necessary and sufficient to constitute a quorum, and the act of a majority of the members of any such Committee present at a meeting at which there is a quorum shall be the act of such Committee.

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**ARTICLE VI:  
INSURANCE**

The Association shall obtain and maintain, as an expense of the Association, an officers and directors insurance policy in the amount of not less than \$1,000,000 covering its Board of Directors.

**ARTICLE VII:  
MISCELLANEOUS PROVISIONS**

Section 1: **Offices**. The Board may establish, from time to time, one or more offices of the Association at any place or places within the State of New Mexico, and may maintain such office or offices for such period or periods of time as it may deem expedient.

Section 2: **Fiscal Year-End**. The Fiscal Year of the Association shall end on December 31 in each year.

Section 3: **Deposits**. All funds of the Association not otherwise employed shall be deposited from time to time to the credit of the Association in such banks, trust company or other depositories as the Board may from time to time select or as may be selected by any Officer or employee of the Association to whom such power may from time to time be delegated by the Board; and for the purpose of such deposit, any Officer or any employee to whom such power may be delegated by the Board may endorse, assign and deliver checks, drafts and other orders for the payment of money which are payable to the order of the Association.

**ARTICLE VIII:  
AMENDMENT OF BYLAWS**

Section 1: **Amendment by the Board of Directors**. The Bylaws may be amended by the Board of Directors at any Annual, Regular, or Special Meeting. Directors shall be entitled to at least ten (10) days' notice in writing by mail, or in person of the meeting time and place at which the amendment is to be voted upon. The written notice must include a copy of the proposed amendment. Any such amendment shall take effect immediately upon the certification of the vote.

Section 2: **Amendment by the Members**. Any Member desiring to propose an amendment to the Bylaws may present a Qualifying Member Petition to the Board of Directors along with a copy of the proposed amendment (the "**Member Proposed Amendment**"). Once validated by the Board, the Member Proposed Amendment shall be submitted by the Board of Directors to the Members for a vote at any Annual Meeting of the Members or at a Special Meeting of the Members called for such purpose;

provided that any if the Annual Meeting of the Members is scheduled to occur more than thirty (30) days from and after the Board of Directors' receipt of the Qualifying Member Petition (and validation thereof) and accompanying Member Proposed Amendment, then a Special Meeting of the Members shall be called, which shall occur not more than thirty (30) days from and after the Board of Directors' receipt of the Qualifying Member Petition (and validation thereof) and accompanying Member Proposed Amendment.

An affirmative vote of two-thirds (2/3rds) of the Members in good standing in attendance an any Annual Meeting or Special Meeting in favor of any such amendment of the Bylaws shall be required to carry any such proposed amendment to the Bylaws. Proxy voting shall not be permitted. Any such amendment shall take effect immediately upon the certification of the vote.

We certify that the above and foregoing Amended and Restated Bylaws of the Association were adopted by the Board of Directors on October 7, 2008, and approved by the Members on November 18, 2008.

/s/ Lisa Z. Hooper

President/Chairman of the Board

/s/ Betsy McLelland

Secretary