

**RESTATEMENT OF THESE BYLAWS OF
LOS ANGELES HUNTER JUMPER ASSOCIATION**

**ARTICLE 1
NAME AND LOCATION**

1.1. Corporate Name. The name of the corporation, which is a nonprofit corporation organized under the Nonprofit Corporation Act of the State of California, known as entity number 1820230, is LOS ANGELES HUNTER JUMPER ASSOCIATION (hereinafter “LAHJA”).

1.2. Principal Office. The principal office of LAHJA shall be situated in the State of California at such specific location as the Board of Directors (hereinafter the “Board”) shall determine from time-to-time. LAHJA may also have such other offices as the Board determines from time-to-time.

**ARTICLE 2
PURPOSES**

2.1. General Purpose. LAHJA is organized and operated for the following general purposes:

(a) exclusively as a social club organized and operated for the pleasure and recreation of its members within the meaning of 501(c)(7) of the Internal Revenue Code of 1986 (as amended) or the corresponding provision of any future United States internal revenue law.

(b) exercise such of the rights, powers, duties and authority of a nonprofit corporation organized under the Nonprofit Corporation Act of the State of California which are consistent with the preceding paragraph.

(c) LAHJA shall not make any solicitation of the general public to utilize club facilities.

2.2. Specific Purposes. The specific purposes of LAHJA include, without limitation, to:

(a) encourage public interest and support for the preservation, development and enhancement of equestrian-related activities and various educational programs for children and adults at the beginner to advanced levels of horsemanship, which encompass the diverse needs and interests of the members;

(b) provide awards to members, individuals, and equine athletes as recognition for their achievements in the hunter/jumper horse sport;

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(c) create and maintain comprehensive communication among LAHJA's members;
and

(d) represent its membership when interacting with other entities who govern or affect the hunter/jumper sport.

LAHJA fulfills these purposes by developing, maintaining and sanctioning local cooperation and participation in horse shows of both one day and multiple day duration, offering distinct levels of difficulty. Each year the Board will determine whether to maintain the same schedule or include additional activities for the next year. The activities and educational programs will be conducted primarily within Los Angeles County with the following exceptions:

(a) A show proposed to be held outside the mapped boundaries of Los Angeles County may be considered for provisional approval by the Board if it is no more than fifteen (15) miles as the crow flies from the mapped boundary, if:

i. the show meets all the other conditions for approval as may be in effect at that time;

ii. the Board agrees by specific vote of at least two-thirds of the total current Directors (minimum of six Directors), that approval of the specific show would be in the best interest of the broader LAHJA membership; and

iii. provisional approval for a show will be given on a year-by-year basis only. Although the show licensee of record retains the date priority, the Board's approval of one year shall not constitute approval for any subsequent year.

(b) After a show is held with provisional approval three consecutive times, the Board, by a majority vote of the total current Directors (minimum of five Directors), may grant that show equal status as other shows held within the boundaries of Los Angeles County, and thereby, the show would then receive the same date priority as the other approved shows.

(c) Approved shows held outside the boundary of Los Angeles County in the year 2006 are hereby grandfathered and exempt from the provisional status provisions of this Article.

ARTICLE 3
CORPORATE MATTERS

3.1. Fiscal Year. The fiscal year of LAHJA shall be as established by the Board.

3.2. Designated Contributions. LAHJA may accept any contribution, gift, grant, bequest or devise that is designated, restricted or conditioned by the donor, provided that the designation, restriction or condition is consistent with LAHJA's general tax-exempt purposes. Donor-designated contributions will be accepted for special funds, purposes or uses, and such designations generally will be honored. However, LAHJA shall reserve all right, title and interest in and to and control over such contributions, and shall have authority to determine the ultimate expenditure or distribution thereof in connection with any such special fund, purpose or use. Further, LAHJA shall acquire and retain sufficient control over all donated funds (including designated contributions) to assure that such funds will be used exclusively to carry out the tax-exempt purposes.

3.3. Conflict Between Bylaws and Rules. LAHJA shall be governed primarily by these Bylaws, as amended from time-to-time. The LAHJA Rules are published and amended separately. In the event of a conflict between a provision of these Bylaws and the Rules, the provisions of these Bylaws shall prevail without exception.

3.4. Severability. The invalidity of any provision of these Bylaws shall not affect the other provisions hereof, and in such event these Bylaws shall be construed in all respects as if such invalid provision were omitted.

3.5. Savings Clause. The failure of strict compliance with any provision of these Bylaws with respect to dates and times of notice, or the sending or receipt of the same, or errors in phraseology of notice of proposals, which in the judgment of a majority of the members present at the meetings held do not cause substantial injury to the rights of the members, shall not invalidate the actions or proceedings of the Board, officers, or committees.

3.6. Robert's Rules Of Order. The meetings of the Board and of the members shall be conducted in accordance with the adopted summarized version of Robert's Rules of Order. In the event of any inconsistency between the adopted Robert's Rules of Order and California state law, the laws of California shall govern.

ARTICLE 4
MEMBERSHIP

4.1. Qualifications For Membership. The members of LAHJA shall consist of such any interested persons as: 1) apply for membership on a form approved by the Board; 2) subscribe to the purposes and goals of LAHJA; and 3) agree to abide by these Bylaws and Rules of LAHJA as amended from time-to-time. There is no residency requirement for any member.

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4.2. Categories of Members. The membership of LAHJA shall be divided into the following categories:

(a) Senior Members. Senior Members include all members over the age of 18 (in accordance with the applicable LAHJA Rules) and who have paid the required dues for the current year as specified herein, which shall include one (1) horse registration. A Senior Member in good standing is eligible to serve on the Board or be appointed to a committee.

(b) Junior Members. Junior Members include all members under the age of 18 (in accordance with the applicable LAHJA Rules) and who have paid the required dues for the current year as specified herein, which shall include one (1) horse registration.

(c) Life Members. A Senior Member or Junior Member who have paid a single lifetime payment of dues as specified herein. Policies governing a horse owned by a Lifetime Members shall be set forth in the LAHJA Rule Book, which may be amended from time-to-time.

Further, a LAHJA member may register such member's horse for recording purposes relating to year-end awards provided the owner has paid the required dues for the current year as specified herein.

4.3. Voting Rights. Each Senior Member and Senior Life Member (each a voting member) in good standing shall be entitled to cast one vote with respect to those matters submitted to the members for action or approval. Junior Members shall have no voting rights. There shall not be any voting of the voting members by proxy. Votes may be taken by voice, by a show of hands or by written ballot as approved by the Board prior to the commencement of the vote. Voting members shall have no right to cumulate their votes.

4.4. Membership Dues. All membership dues and related policies shall be set forth in the LAHJA Rule Book, which may be amended from time-to-time. Further if a horse is owned by a farm, stable, corporation, or other entity, then such entity must pay a one-time fee to LAHJA in an amount determined by the Board from time-to-time, and one principal owner of such entity shall be a Senior, Junior, or Life Member of LAHJA. Each horse owned by a farm, stable, corporation, or other entity must be shown under the ownership name listed on the Horse Registration form. LAHJA shall notify the members of the portion of dues allocable to lobbying and political campaign activities, if any.

4.5. Meetings of Members. The annual meeting of the voting members shall be held one (1) hour prior to the annual banquet, or such other time as the Board may fix in the notice of such meeting, at the principal place of business of LAHJA or in such other place within Los Angeles County as may be designated by the Board. Should the days herein fixed for the annual meeting fall upon a legal holiday, such meeting shall be held at the same time and place on the next day thereafter ensuing which is not a legal holiday.

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Special meetings of the voting members for any purpose or purposes may be called at any time by the President or by a majority of the Directors, or upon written petition by at least twenty-five percent (25%) of the voting Senior Members or Senior Life Members.

4.6. Notice of Meetings of Members. Notice of each regular and special meeting shall be given to each Senior Member and Senior Life Member entitled to vote thereat, either personally or by prepaid mail, or by other electronic means, addressed to each member at the address appearing on the books of LAHJA. Such notices shall be sent not less than ten (10) days and not more than sixty (60) days before each meeting, and shall specify the place, day, and hour of the meeting and shall state the general nature of the business to be considered in such meeting. The notice of the annual meeting shall designate it as such.

4.7. Quorum. The presence in person of at least ten percent (10%) of the voting membership shall constitute a quorum. The members present in person at such meeting may continue to do business until adjournment, notwithstanding the withdrawal of enough members to leave less than a quorum. Whether or not a quorum is present, the meeting may be adjourned by a vote of the members present.

4.8. Voting by Mail or Email. If determined by the Board, the annual election of one (1) Director by the voting Senior Members and Senior Life Members of LAHJA shall take place by mail and/or electronic mail transmission. If it is so determined, ballots shall be mailed, emailed or otherwise delivered to all voting members not more than sixty (60) days before such annual meeting of the members and, to be valid, ballots must be completed, mailed (or otherwise delivered) to LAHJA and received by a date specified in the ballot, which shall be not less than twenty (20) days before such annual meeting.

4.9. Termination of Membership. The membership of each member of LAHJA will terminate upon the member's death, resignation, expulsion, or failure to pay dues as described herein. Unless otherwise determined by the Board, each member's membership will immediately terminate if his or her membership dues have not been paid by the deadline established by the Board. Members terminated as a result of expulsion may not renew their membership in LAHJA without obtaining the affirmative vote of at least two-thirds of all the Directors. Members terminated as a result of resignation or for non-payment of dues may renew their membership only by re-application for membership in LAHJA.

4.10. Suspension and Expulsion. Any member may be suspended or expelled from membership with cause upon the affirmative vote of at least two-thirds of all the Directors if, in the discretion of the Board as indicated by such vote, such suspension or expulsion would be in the best interests of LAHJA. Nothing in these Bylaws shall be construed as granting to any member a continued membership or expectation of membership in LAHJA.

ARTICLE 5 **DIRECTORS**

5.1. Qualifications for Office. Every Director must be a Senior Member or a Senior Life Member in good standing of LAHJA and have knowledge of and experience in equestrian sport, including competencies that enhance the purposes of LAHJA. No person who is holding public office is eligible to be a Director. No person who is a Director or an officer of any California based, non-profit hunter/jumper “horse show organization” is eligible to be a director. “Horse show organization” in this context is defined as any non-profit, public or mutual benefit, entity that has members, gives awards, and approves shows or designates shows where members earn points or other benefits defined by the entity; provided, however, a person who serves as a Director of California Professional Horsemen’s Association (“CPHA”), Pacific Coast Horse Shows Association (“PCHA”), United States Hunter Jumper Association (“USHJA”), United States Equestrian Federation (“USEF”), and Federation Equestre Internationale (“FEI”) may serve as a Director of LAHJA. The LAHJA representative to the USHJA Zone 10 Committee is exempt from this requirement. Each Director shall serve without compensation except a director shall be reimbursed for reasonable expenses incurred for LAHJA's sole benefit for which the board granted prior approval.

5.2. Powers. Subject to any limitations of the Articles of Incorporation, the California Nonprofit Corporation Act or these Bylaws, all corporate powers shall be exercised by, or under the authority of, and the business and affairs of LAHJA shall be controlled by the Board. Without prejudice to such general powers, but subject to the same limitations, it is hereby expressly declared that the Directors shall have the following powers to:

- (a) adopt and use a corporate seal and to alter the form of such seal from time-to-time, provided such seal shall at all times comply with the provisions of law;
- (b) appoint and remove all officers of LAHJA, subject to such limitations as may appear in these Bylaws, and to prescribe such powers and duties for officers as may not be inconsistent with law, with the Articles of Incorporation, or these Bylaws;
- (c) appoint and remove each committee chairman or committee member, who in the opinion of a majority of the Board, has failed to discharge his or her duties in a manner deemed in the best interest of LAHJA subject to such limitations as may appear in these Bylaws, and to prescribe such powers and duties for a committee chairman and committee members as may not be inconsistent with law, with the Articles of Incorporation, or these Bylaws;
- (d) hire, retain and remove each employee, independent contractor or vendor, who in the opinion of a majority of the Board, has failed to discharge his, her or its duties in a manner deemed in the best interest of LAHJA, subject to such limitations as may appear in these Bylaws, and to review all agreements related thereto;

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(e) conduct, manage and control the affairs of LAHJA, and to make such rules and regulations therefor, not inconsistent with law, or with the Articles of Incorporation, or these Bylaws;

(f) designate any place for the holding of any membership meeting or Board meeting, to change the principal office of LAHJA for the transaction of its business from one location to another;

(g) borrow money and incur indebtedness for the purpose of LAHJA and to cause to be executed and delivered therefor, in LAHJA's name, promissory notes, bonds, debentures, deeds of trust, mortgages, pledges, hypothecations or other evidences of debt, and securities thereof; and

(h) manage all funds and property, real and personal, received and acquired by LAHJA, and to distribute, loan or dispense the same or the income and profits therefrom.

5.3. Responsibilities of Directors. Each Director is expected and required to:

(a) maintain high moral and ethical standards of performance and behavior and to serve as an example to the general membership;

(b) discharge his or her duties as a Director (i) in good faith; (ii) with the care an ordinarily prudent person in a like position would exercise under similar circumstances; and (iii) in a manner he or she reasonably believes to be in the best interests of LAHJA;

(c) establish policies and procedures to implement and sustain LAHJA's purposes;

(d) support each resolution and decision made by the Board regardless of the Director's particular view or vote;

(e) represent the needs and interests of the members in a fair and impartial manner, and adhering to LAHJA's conflict of interest rules and policies at all times;

(f) contribute and participate frankly and sincerely at Board meetings and within LAHJA's business agenda; and

(g) participate in at least one LAHJA committee or event during each year and in fund raising activities.

5.4 Reliance On Information In discharging duties, a Director is entitled to rely on information, opinions, reports or statements, including financial statements and other financial data, if prepared or presented by: (i) one or more officers or employees of LAHJA whom the Director reasonably believes to be reliable and competent in the matters presented; (ii) legal counsel, a public accountant or another person as to matters the Director reasonably believes are

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within such person's professional or expert competence; or (iii) in the case of a Director who is not a committee member of the subject committee if the Director reasonably believes the committee merits confidence. A Director is not acting in good faith if the Director has knowledge concerning the matter in question that makes reliance otherwise unwarranted.

5.5. Number and Election of Directors. The number of Directors constituting the entire Board shall be a nine (9), as fixed by resolution of the Board; provided, however, that any action by the Board to affect an increase or decrease in the number of Directors shall require the vote of at least two-thirds of all Directors then in office. No decrease in the number of Directors shall shorten the term of any Director then in office. Subject to the foregoing, one of the Directors shall be appointed by a simple majority vote of the then Senior Members and Senior Life Members in good standing (the "Member Director") and the remaining eight (8) Directors shall be appointed by a simple majority vote of the then Directors in office at the time of the election. For the avoidance of doubt, if the Board consists of nine (9) Directors, then one (1) Director shall be the Member Director and eight (8) Directors shall be appointed by action of the Directors then in office. The term of each Director, upon being elected to office, shall begin at the beginning of the next fiscal year.

5.6. Term of Office. The regular term of office for each Director shall be three (3) years, unless sooner terminated by death, incapacity, resignation or removal. All Directors shall hold office until the expiration of the term for which each was elected, until a successor has been duly elected and qualified, or until the Director's prior resignation or removal as hereinafter provided.

5.7. Staggering of Terms. The terms of the Directors shall be staggered. In order to stagger the terms of Directors, as close as possible to one-third of the Directors shall be selected each year. In order to stagger the terms of the initial Directors, prior to the effective date of these Bylaws, the Directors shall determine which individuals shall serve for an initial term of one, two, or three years pursuant to its Director Selection Policy.

5.8. Nomination of Directors. Each year, the Board shall select a Nominating Committee to present a list to the Board containing the names of eligible nominees as Directors for the ensuing year. The list shall contain the names of at least one eligible nominee to fill each vacancy. In case the Board fails, for any reason, to elect such a committee within the time specified, then it shall be the duty of the President to appoint such a committee. Nominations made by the committee for Directors must be delivered to the Secretary at least sixty (60) days before the annual meeting of the voting members, if applicable, and before the annual meeting of the Directors. The Secretary shall attach a list of nominees to the notification of the annual meeting of the voting Senior Members and Senior Life Members, if the Member Director's seat is vacant or such Member Director's current term will expire on December 31st of that same year.

5.9. Removal, Resignation. Any Director may resign from office at any time by giving written notice thereof to an officer of LAHJA. Any Director may be removed for cause. Cause for removal exists (without limiting other causes for removal) whenever a Director:

- (a) fails to attend three (3) meetings of the Board, notwithstanding that he or she otherwise qualifies for office, unless the President, in his or her reasonable discretion, grants an emergency waiver at which time the President shall notify the Board of such waiver at the next Board meeting;
- (b) is convicted of a felony;
- (c) has committed an act of moral turpitude;
- (d) ceases to be a member in good standing of LAHJA; or
- (e) has committed a material breach of his or her fiduciary duty owed to LAHJA or
- (f) has been suspended by USEF.

Before a Director is removed for cause he or she shall be placed on suspension, shall have at least ten (10) days' prior written notice of the contemplated removal (the "Suspension Period"), and shall be given the opportunity to address the Board during the Suspension Period. During the Suspension Period the suspended Director's right to vote on all Board matters shall also be suspended. Upon the expiration of the Suspension Period, regardless if the suspended Director addressed the Board, the other Directors shall vote whether the suspended Director shall be removed. A suspended Director shall be removed by a two-thirds vote of all of the other Directors then in office.

5.10. Existence of Vacancies. A vacancy in the Board exists in case of the happening of any of the following events:

- (a) the death, incapacity, resignation, or removal of any Director;
- (b) the authorized number of Directors is increased; or
- (c) at any meeting of the voting members at which a Director is to be elected, but the voting members fail to elect all of the authorized number of Directors.

5.11. Filling of Vacancies. Any vacancy occurring on the Board may be filled by a vote of the majority of the remaining Directors. A Director so chosen shall serve for the balance of the unexpired term of the vacant office. If the Board accepts the resignation of a Director, tendered to take effect at a future time, the Board may elect a successor to take office when the resignation becomes effective for the balance of the unexpired term of the resigning Director. The Board, however, has the power to fill or leave unfilled, until the next election, all vacancies occurring on

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the Board, including those created by an authorized increase in the number of Directors. In the event the Board decides not to fill a vacancy for a Director whose office is subject to election by the voting membership, the President may call a special meeting of the voting members to elect such Director. In the event that less than a quorum of the Board remains to fill vacancies, a vote of one hundred percent of the remaining Directors shall be required to fill any vacancy.

5.12. Place and Number of Meetings. Meetings of the Board shall be held at any place which has been designated from time-to-time by resolution of the Board or by written consent of all Directors. In the absence of such designation, meetings shall be held at the principal office of LAHJA. The Board shall hold at least six (6) meetings each calendar year. A Director may attend two (2) meetings via teleconference or videoconference; provided, however, a Director must obtain approval from the President to attend a third meeting via teleconference, or videoconference. A Director must personally attend the first Board meeting of the year in January.

5.13. Annual and Special Meetings. Immediately following each annual meeting of voting members, the Board shall hold an annual meeting for the purpose of filling vacancies on the Board and the election of officers. Other business may be transacted at the annual meeting if proper notice thereof is given. Special meetings of the Board for any purpose(s) may be called at any time by the President, or, if the President is absent, or unable or refuses to act, by one-third of the Directors then in office. The officers of LAHJA may exclude from any annual, regular, or special meeting any persons who are not Directors or officers of LAHJA.

5.14. Notice of Meetings. A regular scheduled meeting of the Directors may be held without prior notice; provided the Minutes of the prior meeting and an agenda of matters proposed to be considered at such meeting will be sent to each Director at least one (1) week prior to the regular scheduled meeting. Notice of the time and place of special meetings of the Board shall be given personally to the Directors or sent by email or other form of written communication at least three (3) days in advance of such meeting wherein such notice shall state the general nature of the business to be considered at the special meeting.

5.15. Quorum and Voting. A quorum will consist of at least two-thirds of the total number of Directors. Every act or decision done or made by a majority of the Directors present at a meeting duly held, at which a quorum was present, shall be regarded as the act of the Board, unless a greater number is required by law or by the Articles of Incorporation or by these Bylaws. Each Director present shall be entitled to one (1) vote. Voting by proxy shall not be permitted. The transactions of any meetings of the Board, however called and noticed, or wherever held, shall be as valid as though the Board had a meeting duly held after regular call and notice, if a quorum be present.

5.16. Presumption of Assent. A Director who is present at any meeting of the Board, or a committee thereof of which the Director is a member, at which action on a LAHJA matter is taken, is presumed to have assented to such action unless a dissent is entered in the minutes of the meeting or unless the Director files a written dissent to the action with the person acting as the secretary of the meeting before or promptly after the adjournment thereof. A Director who is absent from a meeting of the Board, or a committee thereof of which the Director is a member, at which any such action is taken is presumed to have concurred in the action unless the Director files a dissent with the Secretary of LAHJA within a reasonable time after obtaining knowledge of the action.

5.17. Action By Unanimous Written Consent. Any action required or permitted to be taken by the Board may be taken without a meeting and with the same force and effect as if taken by a unanimous vote of Directors, if authorized by writing signed individually or collectively by all Directors wherein such consent shall be filed with the regular minutes of the Board.

5.18. Notice of Adjournment. Notice of the time and place of holding an adjourned meeting need not be given to absent Directors if the time and place be fixed at the meeting adjourned.

5.19 USHJA Zone 10 Representative Nominee. If LAHJA qualifies to nominate a USHJA Zone 10 Representative, then the Board shall establish a written procedure by which a Director in good standing is selected to be the Zone 10 Representative Nominee for USHJA's consideration and appointment.

5.20. Committees. Committees of the Board shall be permanent standing or special. The Board or the President may refer to the proper committee any matter affecting LAHJA or any operations needing study, recommendation, or action. The Board may establish such standing or special committees as it deems appropriate with such duties and responsibilities as it shall designate, except that no committee has the power to do any of the things a committee is prohibited from doing under the California Nonprofit Corporation Act. The Board shall appoint the Chair and members of such committees wherein Directors and Senior Members and Senior Life Members in good standing may be appointed to such positions.

ARTICLE 6 **OFFICERS**

6.1. Qualifications for Office. Every officer must be a Senior Member or a Senior Life Member in good standing of LAHJA and have knowledge of and experience in equestrian sport, including competencies that enhance the purposes of LAHJA. No person who is holding public office. No person who is an officer of any California based, non-profit hunter/jumper “horse show organization” is eligible to be an officer. “Horse show organization” in this context is defined as any non-profit, public or mutual benefit, entity that has members, gives awards, and approves shows or designates shows where members earn points or other benefits defined by the entity. Further no person who serves as a Director or officer of California Professional Horsemen’s Association (“CPHA”), Pacific Coast Horse Shows Association (“PCHA”), United States Hunter Jumper Association (“USHJA”), United States Equestrian Federation (“USE”), and Federation Equestre Internationale (“FEI”) may serve as an officer of LAHJA. Each officer shall serve without compensation except an officer shall be reimbursed for reasonable expenses incurred for LAHJA’s sole benefit for which the Board granted prior approval.

6.2. Responsibility. All officers are subordinate and responsible to the Board.

6.3. Reliance On Information In discharging duties, an officer is entitled to rely on information, opinions, reports or statements, including financial statements and other financial data, if prepared or presented by: (i) one or more Directors or employees of LAHJA whom the officer reasonably believes to be reliable and competent in the matters presented; (ii) legal counsel, a public accountant or another person as to matters the officer reasonably believes are within such person’s professional or expert competence; or (iii) in the case of an officer who is not a committee member of the subject committee if the officer reasonably believes the committee merits confidence. An officer is not acting in good faith if the officer has knowledge concerning the matter in question that makes reliance otherwise unwarranted.

6.4. Number and Selection. The Board shall appoint a President, a Secretary, a Treasurer, and a Vice-President and may appoint one or more Assistant Secretaries, Assistant Treasurers, and such other officers as the Board may determine. Any two or more offices may be held by the same person except the offices of President, Secretary and Treasurer. The Secretary, Treasurer, and Vice President must also concurrently be a Director of LAHJA. Each officer shall hold office for three (3) years, for a maximum of two (2) terms or six years, or until the officer’s resignation, death or removal. Vacancies in offices shall be filled by election by the Board at any time to serve unexpired terms.

6.5. Resignation and Removal. The resignation of any officer shall be tendered in writing to the Board and shall be effective as of the date stated in the resignation. Any officer may be removed during his or her term by majority vote of the Board whenever removal would serve the best interests of LAHJA and such removal shall terminate all authority of the officer.

6.6. President. The President shall be the chief executive and operating officer of LAHJA, and subject to the direction and under the supervision of the Board, shall have general charge of the business affairs and property of LAHJA. The President shall preside at all meetings of the Board as the Chairman and is automatically a member of the Budget and Finance Committee; *provided, however*, the President shall not be permitted to vote on any matter before the Board, unless the Board is equally divided, or any matter before the Budget and Finance Committee. The President shall have such other duties and responsibilities and may exercise such other powers as are usually incident to the office or as from time-to-time may be assigned by these Bylaws or the Board.

6.7. Secretary. The Secretary shall cause to be kept at the principal office of LAHJA or such other place as the Board may order, the official seal of LAHJA, the membership book and a book of minutes of all meetings of Directors and members. The Secretary shall keep a membership book containing names and addresses of each member, and the date upon which the membership ceased. The Secretary shall give the notices of the special meetings of the voting members as provided in these Bylaws. The Secretary shall also maintain and protect a file of all official and legal documents of LAHJA. The Secretary shall perform such other and further duties as may be required by law or as may be prescribed or required from time-to-time by the Board or these Bylaws. The Board may authorize the delegation of specified tasks to a third-party subject to and under the supervision of the Secretary.

6.8. Treasurer. The Treasurer shall serve as the Chairman of the Budget and Finance Committee and shall have custody of all LAHJA funds; keep full and accurate accounts of all receipts and disbursements of LAHJA, an inventory of assets, and a record of the liabilities of LAHJA; deposit all money and other securities in such depositories as may be designated by the Board; disburse the funds of LAHJA as ordered by the Board; and prepare all statements and reports required by law, by the President or by the Board, including, without limitation, an annual LAHJA budget to be presented at the Board meeting in January. The Treasurer shall have such other duties and responsibilities and may exercise such other powers as are usually incident to the office or as from time-to-time may be assigned by these Bylaws or the Board. The Board may delegate all or part of the authority and duties of the Treasurer to subordinate officers.

6.9. Vice-President. The Vice-President shall perform all the duties of the President in the absence or disability of the President, and when so acting, shall have the powers, and be subject to the restrictions, which are attributed to the office of the President. The Vice-President shall have such other powers and perform such other duties as may be prescribed by the Board or these Bylaws.

6.10. Salaries. The officers shall receive no compensation.

6.11. Annual Transition. To maintain continuity, officers whose terms of office have expired shall assure the orderly transition of authority to their successors before being relieved of their responsibilities. Similarly, officers whose terms of office have expired shall take all appropriate steps to substitute their successors on all of LAHJA's financial accounts and signature cards.

ARTICLE 7 **PAID POSITIONS**

7.1. Executive Administrator. The Board is authorized to hire or retain an Executive Administrator pursuant to an annual written agreement. The Board shall determine the course and scope of services, the compensation for such services, and well as other relevant terms. The Executive Administrator is not required to be a Senior Member or Senior Life Member.

7.2. Other Paid Positions. The Board is authorized to hire or retain the services of other individuals necessary to enhance the purposes of LAHJA. The Board shall determine the course and scope of services, the compensation for such services, and well as other relevant terms. Such individuals are not required to be Senior Members or Senior Life Members.

ARTICLE 8 **COMMITTEES**

8.1. Qualifications for Appointment. Every Committee Chairman and committee member must be a Senior Member or a Senior Life Member in good standing of LAHJA and have knowledge of and experience in equestrian sport, including competencies that enhance the purposes of LAHJA. One Junior Member or Junior Life Member in good standing may be appointed to a designated committee, however the Junior Member will not have voting privileges.

8.2. Responsibility. Each Committee Chairman and committee member is subordinate and responsible to the Board. Each committee must meet a minimum of four times per year, either by phone conference or face-to-face at the Committee Chairman's discretion. Committees of LAHJA shall be standing or special (ad hoc). The Board may refer to the proper committee any matter affecting LAHJA or any operations needing study, recommendation, or action. The Board may establish such special committees or standing committees in addition to those specified in this Article as it deems appropriate with such duties and responsibilities as it shall designate, except that no committee has the power to do any of the things a committee is prohibited from doing under the California Nonprofit Corporation Act. All committees shall act by majority vote, unless otherwise prescribed by the Board.

8.3 Reliance On Information In discharging duties, a Committee Chairman or committee member is entitled to rely on information, opinions, reports or statements, including financial statements and other financial data, if prepared or presented by: (i) one or more Directors, officers or employees of LAHJA whom the chairman or member reasonably believes to be reliable and competent in the matters presented; (ii) legal counsel, a public accountant or another person as to matters the chairman or member reasonably believes are within such person's professional or expert competence; or (iii) in the case of a chairman or member who is not a chairman or member of the subject committee if the chairman or member reasonably believes the committee merits confidence. A Committee Chairman or committee member is not acting in good faith if the Committee Chairman or committee member has knowledge concerning the matter in question that makes reliance otherwise unwarranted.

8.4. Limitations. Except in cases where these Bylaws or the Board has by written resolution provided otherwise, the function of any committee is as an advisory group to the Board. No member of any committee, without the prior written consent of the Board, has the authority to purchase, collect funds, open bank accounts, implement policy, or bind or obligate LAHJA or the Board in any way or by any means. All such powers are expressly reserved to the Board and the officers of LAHJA. Proxies at committee meetings are not permitted.

8.5. Resignation and Removal. The resignation of any Committee Chairman or committee member shall be tendered in writing to the Board and shall be effective as of the date stated in the resignation. Any Committee Chairman or committee member may be removed during his or her term by majority vote of the Board whenever removal would serve the best interests of LAHJA. Such removal shall terminate all authority of the Committee Chairman or committee member, as the case may be. A person will automatically be removed from the committee at the third missed meeting of a given year and may not be reinstated that year.

8.6. Permanent Committees. The following committees are permanent standing committees of LAHJA whose functions are ongoing and are essential to LAHJA's continued operations:

(a) Budget and Finance. This committee is chaired by the Treasurer, and has the responsibility to produce LAHJA's annual budget, analyze operating costs, recommend fee increases as deemed necessary, analyze the cost of existing as well as proposed new programs, monitor the current income and expenses of LAHJA with regard to the budget, explain LAHJA's financial condition to the officers and Directors, and make recommendations to the Board to sustain LAHJA's finances and operations for the Board's consideration.

(b) Planning. This committee is chaired by a Director or Senior Member or Senior Life Member appointed by the Board, and has the responsibility to investigate the feasibility of conceptual ideas generated by the President, the Board, and presents the results of its investigation to the Board for the Board's consideration.

(c) Nominating. This committee is chaired by a Director or Senior Member or Senior Life Member appointed by the Board, and has the responsibility to identify optimum candidates from among Senior Members and Senior Life Members who are willing to serve as a Director, a Committee Chairman, and committee member, to determine each such person's qualifications, and to recommend to the Board candidates to appear on the respective ballot each year; provided, the number of candidates to appear on a ballot may not exceed two times the number of available positions to fill, for the Board's consideration.

(d) Banquet. This committee is chaired by a Director or Senior Member or Senior Life Member appointed by the Board, and has the responsibility to coordinate from conception to completion and make recommendations to the Board regarding LAHJA's annual awards and the awards ceremony for the Board's consideration. One Junior Member or Junior Life Member in good standing may be appointed to this committee, however the Junior Member will not have voting privileges.

(e) Awards. This committee is chaired by a Director or Senior Member or Senior Life Member appointed by the Board, and has the responsibility to make recommendations to the Board regarding LAHJA's various awards, such as selecting, purchasing, engraving, storing, transporting, displaying, and presenting the awards for the Board's consideration. Awards include, but not limited to, year end, medal finals, Horsemastership and other awards designated by the Board. One Junior Member or Junior Life Member in good standing may be appointed to this committee, however the Junior Member will not have voting privileges.

(f) Education. This committee is chaired by a Director or Senior Member or Senior Life Member appointed by the Board, and has the responsibility to recommend to the Board various educational programs, such as creating, supporting, and sustaining a broad spectrum of educational programs for the members for the Board's consideration.

(g) Communication. This committee is chaired by a Director or Senior Member or Senior Life Member appointed by the Board, and has the responsibility to analyze and evaluate the communication methods available to LAHJA's members, and to recommend to the Board methods for improving such communication for the Board's consideration. One Junior Member or Junior Life Member in good standing may be appointed to this committee, however the Junior Member will not have voting privileges.

(h) Rules. This committee is chaired by a Director appointed by the Board, and has the responsibility to implement, review, interpret, and clarify LAHJA's rules, and propose new rules for the Board's consideration. The Committee Chairman or a designated committee member shall serve as the parliamentarian at the Board meetings pursuant to the amended summary of the Robert's Rules of Order.

8.7. Special (Ad Hoc) Committees. The Board may create a special or ad hoc committee it deems necessary to further a specific or limited purpose of LAHJA. Each special or ad hoc committee chair and committee member is subordinate and responsible to the Board.

ARTICLE 9

PROHIBITED ACTIVITIES

9.1. Actions Jeopardizing Tax Status. LAHJA shall not carry on any activities not permitted to be carried on by an organization exempt from federal income taxes under §501(c)(7) of the Internal Revenue Code of 1986, as amended, or the corresponding provision of any future United States internal revenue law.

9.2. Lobbying and Political Activities. LAHJA may devote a substantial part of its activities for lobbying purposes (including the publishing or distribution of statements) or otherwise attempting to influence legislation. However, LAHJA may participate or intervene in (including the publishing or distribution of statements) any political or judicial campaign on behalf of any candidate for public office only to an insubstantial degree.

9.3. Private Inurement. No part of the net income or net assets of LAHJA shall inure to the benefit of, or be distributable to, its Directors, officers, or members. LAHJA, however, is authorized to pay reasonable compensation to employees and agents for services actually rendered and to make payments and distributions in furtherance of its tax-exempt purposes.

9.4. Non-Discrimination. In the conduct of all aspects of its activities, LAHJA shall not discriminate on the grounds of race, color, national origin or gender.

9.5. Conflicts of Interest. A conflict of interest occurs when a person under a duty to promote the interests of LAHJA (a “Fiduciary”) is in a position to promote a competing interest instead. Fiduciary includes each LAHJA employee, Director, officer, and members of any LAHAJ committee. Undisclosed or unresolved conflicts of interest are a breach of the duty to act in the best interests of LAHJA and work to the detriment of LAHJA.

9.6. Typical Conflict Situations. Conflicts of interest are likely to arise whenever: a) a fiduciary has a personal interest in a vendor of goods or services to LAHJA; or b) LAHJA employees are loaned to other organizations, or the employees of another organization are loaned to LAHJA.

9.7. Discharging Conflicts of Interest. All conflicts of interest must be disclosed to the Board. After disclosure is made, the individual with a conflicting interest must not participate in judging the merits of that interest. That is, such individual must abstain from voting on, or recommending a course of action with respect to, the situation giving rise to the conflict. When these are done, the conflict of interest has been properly discharged.

9.8. Preventing Conflict Situations. LAHJA, through the Board, shall encourage each Fiduciary to prevent conflicts of interest where possible, including, without limitation:

(a) Fiduciary should refuse to enter into self-dealing relationships with LAHJA as a vendor absent prior approval by a majority vote of the total current Directors (minimum of five Directors);

(b) Fiduciary should not accept anything but gifts of insubstantial value from vendors; and

(c) The lending of employees to, or acceptance of loaned employees from, other organizations should be avoided. If done, however, a clearly drafted contract defining wages, responsibilities, indemnification and conditions of employment is required.

9.9. Litigation. LAHJA shall not be a voluntary party in any litigation without the prior written approval of the Board.

ARTICLE 10 **OTHER FINANCIAL MATTERS**

10.1. Property of LAHJA. The title to all property of LAHJA, both real and personal, shall be vested in LAHJA.

10.2. Disposition Upon Dissolution. Upon the dissolution or winding up of LAHJA, or in the event it shall cease to engage in carrying out the purposes and goals set forth in these Bylaws, all of the business, properties, assets and income of LAHJA remaining after payment, or provision for payment, of all debts and liabilities of LAHJA, shall be distributed to a nonprofit fund, association, or corporation which is organized and operated exclusively for tax exempt purposes which are reasonably related to the purposes and goals of LAHJA, as may be determined by the Board of LAHJA in its sole discretion, and which has established its tax exempt status under 501(c)(7) of the Internal Revenue Code of 1986, as amended.

10.3. Contracts. The Board may authorize any officer or agent to enter into any contract or execute and deliver any instrument in the name of and on behalf of LAHJA wherein such authority may be general or confined to a specific instance. Unless so authorized by the Board, no officer, agent, or employee shall have any power or authority to bind LAHJA by any contract or engagement, or to pledge its credit, or render it liable for any purpose or to any amount. When the execution of any contract or other instrument has been authorized by the Board without specification of the executing officer, the President, either alone or with the Secretary or Treasurer, may execute the same in the name of, and on behalf of, LAHJA, and any such officer may affix the corporate seal (if any) of LAHJA thereto.

10.4. Financial Accounts. LAHJA may establish one or more checking accounts, savings accounts or investment accounts with appropriate financial entities or institutions as determined in the discretion of the Board to hold, manage or disburse any funds for LAHAJ purposes. All checks, drafts or other orders for the payment of money, and all notes or other evidences of indebtedness issued in the name of LAHJA, shall be signed by such officer(s) or agent(s) of LAHJA, and in such manner, as is determined by the Board from time-to-time.

10.5. Appointment and Employment of Advisors. The Board may from time-to-time appoint, as advisors, persons whose advice, assistance and support may be deemed helpful in determining policies and formulating programs for carrying out LAHJA's purposes. The Board is authorized to employ such persons, including attorneys, accountants, agents and assistants as in its opinion are needed for the administration of LAHJA and to pay reasonable compensation for services and expenses thereof.

10.6. Financial Statements and Reports. An independent auditor appointed or approved by the Board shall at such time as the Board determines prepare for LAHJA as a whole a consolidated financial statement, including a statement of combined capital assets and liabilities, a statement of revenues, expenses and distributions, a list of projects and/or organizations to or for which funds were used or distributed, and such other additional reports or information as may be ordered from time-to-time by the Board. The auditor shall also prepare such financial data as may be necessary for returns or reports required by state or federal government to be filed by LAHJA. The auditor's charges and expenses shall be proper expenses of administration.

10.7. Limitations on Debt. No debt shall be incurred by LAHJA beyond the accounts payable incurred by it as a result of its ordinary operating expenses, and no evidence of indebtedness shall be issued in the name of LAHJA unless authorized by the Board. Specifically, without limitation, no loan shall be made to any officer or Director of LAHJA. Any Director or officer who assents to or participates in the making of any such loan shall be liable, in addition to the borrower, for the full amount of the loan until it is fully repaid.

10.8. Liability of Directors and Officers. No Director or officer of LAHJA shall be personally liable to its creditors or for any indebtedness or liability and any and all creditors shall look only to LAHJA's assets for payment. Further, neither any officer, the Board nor any of its individual members shall be liable for acts, neglects or defaults of an employee, agent or representative selected with reasonable care, nor for anything the same may do or refrain from doing in good faith, including the following if done in good faith: errors in judgment, acts done or committed on advice of counsel, or any mistakes of fact or law.

10.9. Liability of Members. No member of LAHJA shall be personally liable to its creditors or for any indebtedness or liability and any and all creditors shall look only to LAHJA's assets for payment.

10.10. Property Interests Upon Termination of Membership. Members have no interest in the property, assets or privileges of LAHJA. Cessation of membership shall operate as a release and assignment to LAHJA of all right, title and interest of any member, but shall not affect any indebtedness of LAHJA to such member.

ARTICLE 11 **INDEMNIFICATION**

11.1. Right to Indemnification. Each person who was or is a party to or is threatened to be made a party to or is involved in any action, suit, or proceeding, whether civil, criminal, administrative, or investigative, formal or informal (hereinafter referred to as a “proceeding”), by reason of the fact that he or she, or a person of whom he or she is the legal representative, is or was a Director or officer of LAHJA or, while serving as a Director or officer of LAHJA, is or was serving at the request of LAHJA as a Director, officer, partner, trustee, employee, or agent of another foreign or domestic corporation, partnership, joint venture, trust, or other enterprise, whether for profit or not, including service with respect to employee benefit plans, whether the basis of the proceeding is alleged action in an official capacity as a Director, officer, employee, or agent or in any other capacity while serving as a Director or officer, shall be indemnified and held harmless by LAHJA to the fullest extent authorized by state law, as it exists or may be amended (but, in the case of any such amendment, only to the extent that the amendment permits LAHJA to provide broader indemnification rights than state law permitted LAHJA to provide before the amendment), against all expenses, liability, and loss (including attorney fees, judgments, fines, penalties and amounts to be paid in settlement) reasonably incurred by the person in connection therewith, and the indemnification shall continue for a person who has ceased to be a Director or officer and shall inure to the benefit of his or her heirs, executors, and administrators; provided, however, that except as provided in these Bylaws with respect to proceedings seeking to enforce rights to indemnification, LAHJA shall indemnify any such person seeking indemnification in connection with a proceeding, or part thereof, initiated by the person only if the proceeding, or part thereof, was authorized by the Board of LAHJA. To the extent authorized by state law, LAHJA may, but shall not be required to, pay expenses incurred in defending a proceeding in advance of its final disposition. The right to indemnification conferred in this Article shall be a contract right.

11.2. Non-Exclusivity of Rights. The right to indemnification conferred in this Article shall not be exclusive of any other right that any person may have or acquire under any statute, provision of the Articles of Incorporation, these Bylaws, agreement, or otherwise.

11.3. Indemnification of Employees and Agents of LAHJA. LAHJA may, to the extent authorized from time-to-time by the Board, grant rights to indemnification and to payment by LAHJA, for expenses incurred in defending any proceeding before its final disposition, to any employee or agent of LAHJA to the fullest extent of the provisions of this article with respect to the indemnification and advancement of expenses of Directors and officers of LAHJA.

11.4. Insurance. LAHJA may purchase and maintain insurance on behalf of any person who is or was a Director, officer, employee, or agent of LAHJA, or is or was serving at the request of LAHJA as a Director, officer, partner, trustee, employee, or agent of another corporation, partnership, joint venture, trust, or other enterprise, against any liability asserted against the person and incurred by him or her in any such capacity or arising out of his or her status as such, whether or not LAHJA would have power to indemnify the person against the liability under these bylaws or the laws of the state of California.

11.5. Changes in California Law. If there is any change of the California statutory provisions applicable to LAHJA relating to the subject matter of this Article, then the indemnification to which any person shall be entitled under this Article shall be determined by the changed provisions, but only to the extent that the change permits LAHJA to provide broader indemnification rights than the provisions permitted LAHJA to provide before the change. Subject to the next Section, the Board is authorized to amend these bylaws to conform to any such changed statutory provisions.

11.6. Amendment or Repeal of Article. No amendment or repeal of this Article shall apply to or have any effect on any Director, officer, employee, or agent of LAHJA for or with respect to any acts or omissions of the Director, officer, employee, or agent occurring before the amendment or repeal.

11.7. Impact of Tax Exempt Status. The rights to indemnification set forth in this Article are expressly conditioned upon such rights not violating LAHJA's status as a tax-exempt organization described in §501(c) of the Internal Revenue Code of 1986, as amended.

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ARTICLE 12
AMENDMENTS TO BYLAWS

12.1. Adoption. Except as otherwise provided herein with respect to greater voting requirements, or provisions which are not subject to amendment, if any, these Bylaws may be adopted, amended, restated or repealed by two-thirds of the Board.

12.2. Inspection of Bylaws. The original or copy of these Bylaws, as amended or otherwise altered to date, certified by the Secretary, shall at all times be kept in the principal office of LAHJA for the transaction of business, and shall be open to inspection by the members, officers and Directors at all reasonable times during office hours.

Dated:

Secretary