

**AMENDED AND RESTATED
BYLAWS (“Bylaws”)**

OF

KENTUCKY HUNTER JUMPER ASSOCIATION, INC. (“Corporation” or “KHJA”)

ARTICLE 1

Offices

1.1 Principal Office. The principal office of the Corporation shall be located at any place either within or outside the Commonwealth of Kentucky as designated in the Corporation’s most current Annual Report filed with the Secretary of State of Kentucky. The Corporation may have such other offices, either within or outside the Commonwealth of Kentucky, as the Board of Directors of the Corporation (“Board”) may deem advisable from time to time.

1.2 Registered Office. The Corporation shall maintain a registered office in the Commonwealth of Kentucky as required by Kentucky law. The address of the registered office may be changed from time to time by the Board.

ARTICLE 2

No Capital Shares

2.1 No Capital Shares. The Corporation shall have no capital shares or shareholders, and its business and affairs shall not be conducted for private pecuniary gain or profit, nor shall any of the Corporation’s gain, profit or property inure to the incorporators thereof, nor Officer or director thereof, but the Corporation’s entire gain, profit, net earnings and property shall be devoted exclusively to the charitable and other uses and purposes set out in ARTICLE III of the Corporation’s Articles of Incorporation, as amended from time to time (the “Articles”).

ARTICLE 3

Directors

3.1 General Powers. All corporate power shall be exercised by or under the authority of, and the business and affairs of the Corporation shall be managed under the direction of, the Board, subject to any limitations set forth in the Articles.

3.2 Number and Term. The Board shall consist of no less than nine (9) and no more than twenty-one (21) members. Board members shall be elected by the Corporation’s Senior Members in good standing by ballot as set forth below at its annual Banquet Meeting (hereinafter “Banquet”). Directors who are elected at the Banquet, or who are elected in the interim to fill vacancies and newly created directorships, shall hold office for up to two (2) three-year terms or

until their successors have been elected, qualified and have commenced serving or until their earlier resignation or removal. Once a Board member has served six consecutive years, the Board member must leave the Board for at least one year prior to re-election, unless elected to the Vice-President or President role. President and Vice-President terms shall be a maximum of two (2) two-year terms unless otherwise approved by a majority of the Board.

3.3 *Composition of Board of Directors.*

(a) ***Qualifications.*** Only Senior members or those members who would qualify to be Senior members in a Family Membership, who are Members in good standing, and who have been members of the Corporation for at least two (2) years, shall be eligible to become members of the Board. There shall be one (1) Junior member chosen by the Junior members to be a Junior Representative to the Board (but are not a voting member of the Board). The Junior Representative may attend Board meetings (unless in closed session), but shall have no vote on matters coming before the Board.

3.4 *Horse Show Manager.* The manager of the KHJA Horse Shows shall serve on the Board as a non-voting ex-officio member, for the term of his/her contract.

3.5 *Nomination and Election of Board of Directors and Officers.*

(a) The President shall appoint a Nominating Committee. In addition, each voting Board member shall be requested (by mail, email or other communication) to suggest candidates to fill vacancies on the Board and the Nominating Committee shall consider those suggestions. A candidate is only eligible to be elected if placed into nomination by the Nominating Committee or from the floor (including by Zoom or similar web meeting format) by a voting member present at the Banquet (or present on Zoom or similar web meeting format).

(b) The Nominating Committee shall consist of no less than three (3) Board members who are Senior members in good standing. The Nominating Committee shall include the President and two (2) or more appointees.

(c) Voting shall be by confidential ballot. Voting members, who are current on their annual dues, may vote either by mail or in person at or before the Awards Banquet (“Banquet”). A ballot with the names of the candidates proposed by the Nominating Committee shall be mailed to voting members at least thirty (30) days (received) prior to the Banquet or brought to the Banquet, along with a return envelope addressed to the Corporation with a space for the voting member’s name and return address, which must be completed in order to have the vote counted. An envelope marked “Confidential Ballot,” in which the complete ballot will be placed and sealed, will also be included. The ballots of voting members voting by mail must be received by the Corporation no later than noon on the day prior to the Banquet or the ballot may be brought to the Banquet. Those members who elect to vote at the Banquet may deliver their sealed confidential ballots, in the return envelope with member’s name and address, to a member of the Executive Committee or Nominating Committee at the Banquet. Successful candidates shall be announced no later than the Banquet in January.

(d) The name on the return address of all ballots received in a timely and proper manner shall be checked to assure that the member is a voting member current on their dues. The sealed confidential ballot inside all eligible ballot envelopes shall then be removed from the return envelopes. After the return envelopes have been discarded, the confidential ballots shall be opened and counted by one or more designees of the President. The candidates with the most number of valid votes shall be elected to the Board.

3.6 Removal and Resignations. Any director may be removed, with or without cause, by the affirmative vote of two-thirds (2/3) of the Board. Any member of the Board may resign from the Board at any time by giving written notice (including electronic) to the Board or President. A resignation shall be effective when the notice is delivered unless the notice specifies a later effective date.

3.7 Annual and Regular Meetings. An Annual meeting of the Board shall be held in November of each year at such time and place as the President of the Board may direct upon at least ten (10) days prior notice in writing, given personally, by mail or electronic communication, to all of the Directors of the Corporation for the purpose of the transaction of such business as may properly come before the meeting. The Board may provide by resolution the time and place, either within or outside the Commonwealth of Kentucky, for the holding of regular meetings without other notice than such resolution. The Banquet shall be held in January of each year unless otherwise determined by the Board.

3.8 Special Meetings. Special meetings of the Board may be called by, or at the request of, the President or thirty percent (30%) of the Senior members in good standing.

3.9 Participation in Meetings. The Board may permit any or all Directors to participate in an annual, regular or special meeting by, or conduct the meeting through the use of, any means of communication by which all Directors participating may simultaneously hear each other during the meeting including, but not limited to, conference telephone, webcast, Zoom or similar communications. A Director participating in a meeting by this means shall be deemed to be present in person at the meeting for the purposes of voting and quorum.

3.10 Notice of Meeting. Notice of the date, time, place and purpose of any special meeting shall be given at least five (5) days prior thereto by written notice mailed, emailed or delivered personally to each Director at the Director's contact address. Unless otherwise provided in these Bylaws or Kentucky law, the notice shall not be required to describe the purpose of the special meeting.

3.11 Waiver of Notice. A Director may waive any notice required by the Articles or these Bylaws before or after the date and time stated in the notice. A Director's attendance at or participation in a meeting shall constitute a waiver of notice of such meeting, unless the Director at the beginning of the meeting, or promptly upon the Director's arrival, objects to the holding of the meeting or transacting business at the meeting because the meeting is not lawfully called or convened.

3.12 Quorum and Voting. Unless the Articles require a greater or lesser number, a majority of the number of Directors of the Corporation shall constitute a quorum of the Board; provided, however, that if less than a majority of the Directors are present at said meeting, a majority of the Directors present may adjourn the meeting from time to time without further notice.

3.13 Manner of Acting. The act of the majority of the Directors present at a meeting at which a quorum is present shall be the act of the Board, unless otherwise required by the Articles or these Bylaws.

3.14 Vacancy on Board. If a vacancy occurs on the Board, such vacancy shall be filled by appointment of the President to serve until the next annual election takes place and a new Board member can be elected.

3.15 Action by Written Consent. Any action required or permitted to be taken by the Board at a meeting may be taken without a meeting if a consent in writing or by email transmission, setting forth the action so taken, shall be transmitted by all of the Directors.

3.16 President of the Board. The President of the Board shall preside at all meetings of the Board. If the President shall be unavailable, the Vice President shall preside. If the Vice President is unavailable, the Treasurer shall preside.

ARTICLE 4

Officers

4.1 Required Officers. The Corporation shall have the officers described in these Bylaws or appointed by the Board in accordance with these Bylaws. The Executive Committee shall consist of the President, Vice-President, Secretary/Treasurer and Points Secretary.

4.2 Appointment and Term of Office. The officers of the Corporation shall be elected by the membership by ballot at the Banquet. If the appointment of officers shall not be made at any such meeting, such appointment shall be made as soon thereafter as is practicable. Each Officer shall hold office until such Officer's successor shall be duly elected or until such Officer's death, resignation or removal in the manner hereinafter provided. The Ballot process shall be the same as to elect Board members.

4.3 Removal and Resignations of Officers. The Board may remove any Officer at any time with or without cause upon the vote of at least 2/3 of the Board members. An Officer of the Corporation may resign at any time by delivering written notice (including electronic notice) to the Board or President. A resignation shall be effective when said notice is delivered unless the notice specifies a later effective date.

4.4 Vacancies. A vacancy in any office because of death, resignation, removal, or disqualification may be filled by the President until such time as a replacement Officer may be elected by a majority vote of the Board at the Banquet.

4.5 President. The President shall, in general, perform all duties incident to the office of President and such other duties as may be prescribed by the Board from time to time.

4.6 Vice President. The Vice President shall assist the President with his/her duties as requested by the President.

4.7 Treasurer. The Treasurer shall (a) have charge and custody of, and be responsible for, all funds and securities of the Corporation, (b) receive and give receipts for monies due and payable to the Corporation from any source whatsoever, and deposit all such monies in the name of the Corporation in such banks, trust companies and other depositories as shall be selected in accordance with the provisions of Section 6.4 and (c) in general, perform all the duties incident to the office of Treasurer and such other duties as from time to time may be assigned to the Treasurer by the President or the Board.

4.8 Secretary. The Secretary shall (a) keep the minutes of the meetings of the Board in one or more books provided for that purpose, (b) see that all notices are duly given in accordance with the provisions of these Bylaws or as required by law, (c) be custodian of the corporate records of the Corporation, (d) be responsible for authenticating records for the Corporation, and (e) in general, perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned to the Secretary by the President or the Board. The same person may hold both Secretary and Treasurer positions, but in such case, will have only one vote.

4.9 Points Secretary. The Points Secretary shall have one (1) vote unless and in the event of conflict of interest. The Points Secretary maintains the year-end competition points for the Corporation's Members and Horses, maintains the membership data, keeps a register of the mailing address of each member and Director and manages communications regarding the foregoing, in addition to other duties as assigned by the President.

ARTICLE 5

Members

5.1 Membership. The membership for the Corporation shall run from December 1 through November 30. The age of any individual on December 1 shall remain their age for the entire membership year. Dues for the membership year are due on December 1 of each year and shall be published on the Corporation's website. A member may be censured, suspended or expelled from the Corporation and/or fined for inappropriate activities related to the Corporation and/or a Corporation event. Prior to any action being taken against a member, an opportunity for a hearing by the Board shall be granted and a two-thirds (2/3) vote of a quorum of the Board shall be required to take such action. Membership classes shall be as set forth on the Corporation's website. Only Senior Members shall be entitled to vote. Notwithstanding the foregoing, Junior Members shall vote on the junior representative to the Board (non-voting member) and the annual junior sportsmanship award.

(a) **Members Shows.** Regular member shows must be recognized by the United States Equestrian Federation (USEF) and the United States Hunter Jumper Association (USHJA). All member shows shall be governed by USEF rules.

(b) **Membership Dues.** Annual dues for all types of memberships will be determined by the Board and published on the Corporation's website.

(c) The Corporation will serve all members without regard to race, creed, national origin, sex, age, disability or religion affiliation.

ARTICLE 6

Contracts, Loans, Checks and Deposits

6.1 Contracts. The Board may authorize any Officer or agent to enter into any contract and execute and deliver any instruments in the name of and on behalf of the Corporation. Such authority may be general or confined to specific instances.

6.2 Corporate Loans. No loans shall be contracted on behalf of the Corporation, and no evidence of indebtedness shall be issued in the Corporation's name, unless authorized by a resolution of the Board. Such authority may be general or confined to specified instances.

6.3 Checks, Drafts, Etc. All checks, drafts or other orders for the payment of money, notes or other evidences of indebtedness shall be signed by the Treasurer, unless the Treasurer is not available, in which case the President may authorize, in writing, another Executive Committee member to sign. Prior to payment, the Treasurer will email a list of payments to be made (including vendor name, service, date, amount and check number) to the President for approval. Once approved, the Treasurer is authorized to make payment.

6.4 Deposits. All funds of the Corporation not otherwise employed shall be deposited, from time to time, to the credit of the Corporation in such banks, trust companies and other depositories as the Board may select.

6.5 Committees. The Board may create and appoint such other committees, consisting of two or more Directors, as from time to time it may consider necessary or appropriate to conduct the affairs of the Corporation. Unless specifically designated otherwise by the Board, all committees may consist of members of the Board, Officers of the Corporation and other individuals (whether or not such other individuals are Officers of the Corporation or members of the Board) appointed by the Board. Each such committee shall have such power and authority as the Board may, from time to time, establish for it. The tenure and qualifications of the members of each committee, the time, place and organization of such committee's meetings, the notice required to call any such meeting, the number of members of each such committee that shall constitute a quorum, the affirmative vote of the committee members required effectively to take action at any meeting at which a quorum is present, the action that any such committee can take without a meeting, the method in which a vacancy among the members of such committee can be filled and the procedures by which resignations and removals of members of such committee shall

be acted upon or accomplished, shall be fixed by the resolution adopted by the Board relative to such matters. The President may also appoint ad hoc committees of limited duration from time to time to address a particular purpose on behalf of the Corporation.

ARTICLE 7

Finances

7.1 Funds. All money paid to the Corporation shall be placed in or reported to the general operating fund. Funds designated for specific utilization shall be placed in a restricted reserve account and utilized only as designated.

7.2 Disbursements. Upon approval of the budget, the President is authorized to make disbursements on accounts and expenses provided for in the budget without additional disbursement policies established by the Executive Committee. Checks shall be signed by the President and Treasurer except as provided above in 6.3.

7.3 Committees. No committee may obligate funds of the Corporation unless specifically authorized to do so by the Executive Committee. The Banquet Committee shall prepare a committee budget for the Banquet and submit it for approval by the Executive Committee no later than September 30 of the year prior to the Banquet. Any variance by more than five percent (5%) from the budget shall be approved or denied by the President and Treasurer in advance of obligating the Corporation.

7.4 Budget. As soon as practical after election of the Board and Officers each year, the Finance Committee shall prepare a budget of estimated income and expenses for the coming year and submit same to the Executive Committee and Board for approval.

7.5 Audit. The Board shall retain a certified public accountant to review the Corporation's books and financial statements following the conclusion of each fiscal year and to prepare financial statements. The Board may engage an independent accounting firm (not the same firm that prepares the financial returns) to conduct an audit of the financials from time to time and in no event less than every five (5) years. Upon completion of the financial statements, whether audited or unaudited, for each fiscal year, the President shall convene a special meeting of the Directors for the purpose of reviewing the affairs of the Corporation. The Board may consider contributions to other charitable organizations. No such contribution shall be made without the approval by majority vote of the Board.

7.6 Compensation. No compensation shall be paid to Directors or Officers of the Corporation, however, said Directors and Officers, and other employees of the Corporation, shall be reimbursed by the Corporation for reasonable expenses incurred by said persons in the performance of his or her duties for the Corporation. Notwithstanding the foregoing, an Officer or Director may contract with the Corporation to provide services for reasonable compensation to the Corporation if approved by the majority vote of the Board.

The full-time, seasonal or part-time employees of the Corporation shall receive reasonable compensation for services rendered to the Corporation, such compensation to be proposed annually by the President pursuant to the budget approved by the Board.

7.7 *Loans to Directors, Officers and Employees Prohibited.* No loans shall be made by the Corporation to its Directors, Officers or employees. Any such person who assents or participates in the making of any such loan shall be liable to the Corporation for the amount of such loan until the repayment thereof.

ARTICLE 8

Distribution Upon Liquidation Or Dissolution / Charitable Contributions

8.1 *Distribution Upon Liquidation or Dissolution.* Upon dissolution or final liquidation of the Corporation, the assets of the Corporation shall be applied and distributed as follows:

a. All liabilities and obligations of the Corporation shall be paid and discharged, or adequate provisions shall be made therefore;

b. Assets held by the Corporation upon condition requiring return, transfer or conveyance, which condition occurs by reason of the dissolution or liquidation, shall be returned, transferred or conveyed in accordance with such requirements;

c. Any remaining assets shall be disposed of exclusively for the purpose of the Corporation in such manner, or to such organization or organizations, organized and adopted exclusively for charitable, educational, religious or scientific purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Code, as the Board shall determine; any such asset not disposed of shall be distributed to the Kentucky Horse Park Foundation Inc. No distribution shall be made to any Director, Officer, or employee of the Corporation.

ARTICLE 9

Indemnification

9.1 *Indemnification.* Any person who was or is a party, or has threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative (other than an action by or in the right of the Corporation) by reason of the fact that he is or was a Director, Officer, employee or agent of the Corporation, or is or was serving at the request of the Corporation as a Director, Officer, employee or agent of another

corporation, partnership, joint venture, trust or other enterprise, may be indemnified by this Corporation against expenses (including attorney's fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by them in connection with such action, suit or proceeding, if they acted in good faith and in a manner they reasonably believed to be in or not opposed to the best interest of the Corporation, and with respect to any criminal action or proceeding, had no reasonable cause to believe his or her conduct was unlawful. The termination of any action, suit or proceeding by judgment, order, settlement, conviction or upon a plea of nolo contendere or its equivalent, shall not, of itself, create a presumption that the person did not act in good faith and in a manner which they reasonably believed to be in, or not opposed to, the best interest of the Corporation, and, with respect to any criminal action or proceeding, has reasonable cause to believe that his or her conduct was unlawful.

Any person who was or is a party or has threatened to be made a party to any threatened, pending or completed action or suit filed or in the right of the Corporation to procure a judgment in its favor by reason of the fact that they are or were or a Director, Officer, employee or agent of the Corporation, or are or were serving at the request of the Corporation as a Director, Officer, employee or agent of another corporation, partnership, joint venture, trust or other incurred by them in connection with the defense or settlement of such action or suit if they acted in good faith and in a manner they reasonably believed to be in, or not opposed to, the best interests of the Corporation and except that no indemnification shall be made in respect to any claim, issue or matter as to which such person shall have been adjudged to be liable for negligence or misconduct in the performance of his or her duty to the Corporation unless and only to the extent that the court in which the action or suit was brought shall determine upon application that, despite the adjudication of liability but in view of all circumstances of the case, such person is fairly and reasonably entitled to indemnity for such expense which such court shall deem proper.

The indemnification provided for in this Article may be made only upon the 2/3 vote of the Board.

The Corporation may purchase Directors and Officers liability insurance coverage for Board members.

ARTICLE 10

Miscellaneous

10.1 Amendments. The Board shall have the power and authority to alter, amend or repeal these Bylaws by the vote of a majority of the members of the Board.

10.2 Fiscal Year. The Board shall have the power to fix, and from time to time change, the fiscal year of the Corporation. The fiscal year of the Corporation is the calendar year.

10.3 Waiver of Notice. Whenever any notice is required to be given under the provisions of these Bylaws, the Articles or Kentucky law, a waiver thereof in writing, signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be equivalent to the giving of such notice.

10.4 Construction. Unless the context specifically requires otherwise, any reference in these Bylaws to any gender shall include all other genders, any reference to the singular shall include the plural and any reference to the plural shall include the singular.

10.5 Limitations. The Corporation shall take no action contrary to the provision of the Articles, and if at any time the corporation is a private foundation or private operating foundation as such terms are defined in the Internal Revenue Code of 1986, as amended (“Code”), then the Corporation shall only act as permitted under the Code without subjecting the Corporation to additional taxes imposed under Subchapter A, Chapter 42, Subtitle D of the Code.

10.6 Severability of Provisions. Except as may conflict with the provisions of the Articles, if any provision of these Bylaws, or its application to any person or circumstances, is held invalid or unenforceable by a court of competent jurisdiction, the remainder of these Bylaws, or the application of such provisions to persons or circumstances other than those to which it was held to be invalid or unenforceable, shall not be affected thereby, and to this extent, the provisions of these Bylaws are severable.

The above Amended and Restated Bylaws
of the Corporation were adopted
by the Board effective as of November 7,
2023.

Sarah E. Coleman

Sarah Coleman, Secretary