



2021-2022 Bylaws

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# BYLAWS OF THE OREGON HUNTER JUMPER ASSOCIATION

## Article I. NAME

The name of this organization shall be "Oregon Hunter Jumper Association," hereinafter referred to as "The Association," "The Corporation," or "OHJA."

## Article II. PURPOSE

The purpose and objective of this organization shall be: (a) to promote the interests of owners and exhibitors of Hunters, Jumpers and Hunt Seat Equitation; (b) to organize the exhibition of horses of the Hunters, Jumpers, and Hunt Seat Equitation classes; (c) to cooperate with exhibitors and officials of exhibitions and fairs sponsoring or featuring public interest in the support of exhibitions and fairs; (d) to publicize and advertise such exhibitions and fairs in the Northwest; and (e) to encourage and assist owners, exhibitors, and breeders of horses to maintain, develop and improve the qualities and strains of horses of the Hunter, Jumper and Hunt Seat Equitation classes.

This Association shall follow the current rules and regulations of the US Equestrian Federation ("USEF") unless otherwise stated in these Bylaws, and/or accompanying Rules.

## Article III. MEMBERSHIP, DUES, AND HORSE REGISTRATION

### Section 3.01 There shall be eight (8) classes of membership as follows:

#### **(a) Senior Amateur Member**

Any person eighteen (18) years of age and over, acceptable to the Board, may become a Senior Amateur member upon filing an application for membership. A Senior Amateur member is entitled to one (1) vote. The fee for a Senior Amateur membership shall be as follows: (a) in the Open System, \$70.00; (b) in the Regional System, \$60.00; and (c) in the Local System, \$50.00. *Effective 3/15/2022.*

#### **(b) Senior Professional Member**

Any person eighteen (18) years of age and over, acceptable to the Board, may become a Senior Professional member upon filing an application for membership. A Senior Professional member is entitled to one (1) vote. A Senior Professional member may accumulate points *as a rider* on clients' horses in both the Open and Regional Systems upon payment of their membership fee. A Senior Professional member may accumulate points *as an owner* upon designating his/her horse in either the Open, Regional, or Local System upon payment of the applicable horse registration fee. The fee for a Senior Professional membership is \$100.00. *Effective 3/15/2022.*

#### **(c) Junior Member**

Any person under eighteen (18) years of age, acceptable to the Board, may become a junior member upon filing an application for membership. A Junior member is entitled to one (1) vote. The fee for a Junior Membership shall be as follows: (a) in the Open System, \$70.00; (b) in the Regional System, \$60; and (c) in the Local System, \$50.00. *Effective 3/15/2022.*

#### **(d) Family Membership**

Parents and children under eighteen (18) years of age living at home, acceptable to the Board, may become family members upon filing an application for membership. Each family member is entitled to one (1) vote. Each family member must designate whether he/she will accumulate points in the Open, Regional, or Local system. The Family membership is open to parents who are amateurs or professionals. The fee for a Family membership shall be as follows: (a) in the Open System, \$125.00; (b) in the Regional System, \$100.00; and

(c) in the Local System, \$75.00. *Effective 3/15/2022.*

**(e) Affiliate Membership**

An Affiliate member is entitled to ride in the OHJA medal classes only. No Affiliate member is eligible for any other year-end awards, nor does an Affiliate member have a vote. The fee for an Affiliate membership is \$25.00. An Affiliate member may reside in any state.

**(f) Business Membership**

A Business Member is a corporation, limited liability company, partnership, or individual using an assumed business name. No Business Member is eligible for any year-end awards nor does a Business Member have a vote. A Business Member is entitled to the following benefits: (1) receiving a complementary subscription to *Flying Changes*, (2) receiving a complementary listing and/or website links on the OHJA website's service directory, (3) obtaining an electronic version of the OHJA membership list once annually (restrictions/fees may apply), (4) OHJA broadcasting one email advertisement, notice, or other similar material to the full OHJA membership per quarter, and (5) any additional benefits the Board may deem appropriate. The fee for a Business Membership is \$125.00.

**(g) Show Managers**

All managers of OHJA Outreach shows must be current Senior Amateur members, Senior Professional members, part of a Family Membership, Business, or Lifetime members.

**(h) Lifetime Member**

Any person acceptable to the Board may become a Lifetime member upon filing an application for membership. A Lifetime member is entitled to one (1) vote. The fee for a Lifetime membership shall be \$500.00, regardless of system.

**Section 3.02 Horse Registration**

Horses may be registered under a business name providing one of the owners or principals is a member in good standing. Horses registered under individual, or family memberships must be owned or leased by the individual or family. Information needed to register horses includes name and address of owner or lessee (business/farm registration name, if applicable), name of horse, and copy of lease agreement, if applicable. In the Open and Regional Systems, the fee to (1) register a horse is \$30.00, (2) transfer the horse's registration to a new owner or lessee is \$30.00, and (3) change a horse's registration name is \$30.00; if a horse's (a) registered owner or lessee and (b) registered name are recorded at the same time, then the total fee is \$30.00. In the Local System, the fee to (1) register a horse is \$10.00, (2) transfer the horse's registration to a new owner or lessee is \$10.00, and (3) change a horse's registration name is \$10.00; if a horse's (a) registered owner or lessee and (b) registered name are recorded at the same time, then the total fee is \$10.00. *Effective 3/15/2022.*

For a horse that has been transferred to a new owner or lessee after the start of the membership year, the owner or lessee of record with the OHJA as of the close of that membership year shall receive any applicable year-end division award if no transfer reflecting the new owner or lessee has been recorded with OHJA prior to November 30<sup>th</sup>.

A horse, regardless of rider, can only accumulate points in one system; no horse can accumulate points in the Open, Regional, and Local Systems.

**Section 3.03 Membership And Horse Registration Required to Accumulate Points**

All owners/lessees and riders must be current members of, and all horses currently registered with, the OHJA in order to accumulate points toward a year-end division championship. If an owner/lessee's or rider's

membership application, or a horse's registration, is untimely, then the untimely membership application and/or horse registration may be cured up until September 15<sup>th</sup> of the applicable membership year by paying late fees for each owner/lessee, rider (if not the owner/less) and/or horse as follows: (1) \$1,000 for Open System membership and/or horse registration; (2) \$600 for Regional System membership and/or horse registration; and (3) \$250 for Local System membership and/or horse registration. Any and all late fees paid to OHJA shall fund OHJA's academic scholarship program and shall not be used for any other purpose.

### **Section 3.04 Open System, Regional System, vs. Local System**

There are three (3) systems, Open, Regional, and Local, in which members may compete and accumulate points for year-end division championships. All members, other than Senior Professional members showing their own horses, must declare on their membership form in which system they wish to compete and accumulate points.

Generally, members registered within the Open System compete primarily at USEF, National Snaffle Bit Association "NSBA" and Equine Canada rated shows, both within Oregon and its contiguous counties and out-of-state, including but not limited to shows in Washington, California, Arizona, and British Columbia.

Generally, members competing within the Regional System compete primarily at USEF rated shows, as well as a limited number of non-USEF rated shows eligible for OHJA point accumulation, within Oregon and its contiguous counties, and within Washington.

Generally, members competing within the Local System compete primarily at non-USEF rated shows eligible for OHJA point accumulation but may also compete at USEF "Regional I Hunter," "Regional II Hunter," and "Jumper Rating 1" rated shows and a limited number of USEF "National Hunter," "Premier Hunter, and Jumper Rating 2" or higher rated shows within Oregon and its contiguous counties.

A horse and/or rider may change from one system to another during a show year; *however*, unless otherwise provided herein, all points accumulated in the prior system will be lost. A move from one system to another may only occur once per show year. The year-end division championships will be determined pursuant to current OHJA rules.

### **Section 3.05 Membership Year**

The membership year begins December 1<sup>st</sup> and ends November 30<sup>th</sup>.

### **Section 3.06 Processing Fee for Paper Membership and Horse Registration Applications**

Each paper application submitted to join or renew membership(s) or to register a horse(s) shall incur a \$15 processing fee in addition to any applicable membership and horse registration fees due. Payment of the \$15 processing fee is due at the time of application. No processing fee is due for online membership and horse registrations.

## **Article IV. MEETINGS**

### **Section 4.01 Annual Meeting**

The annual meeting of the members of this organization shall be on a day selected by the Board of Directors during January of each year, and if the annual meeting shall not take place at the time fixed, it shall be held within a reasonable time thereafter. The Board of Directors of the Association shall be elected prior to the annual meeting and hold such office for a term of three (3) years or until their successors are elected or appointed by the Board.

### **Section 4.02 Special Meetings**

Special meetings of the Association may be held at any time upon call of the President. Notice of the time, place, and objective of any special meeting shall be given to all Board members and members in good standing,

in writing, by United States Mail or via e-mail not less than fifteen (15) days prior to the date fixed for holding such meeting. The place of such meeting shall be fixed by the Board.

#### **Section 4.03 Board Meetings**

Board meetings may be called by the President at any time. Two-thirds of the board members shall constitute a quorum. The Board shall meet at least six (6) times annually as the Board determines is appropriate; however, the Board shall meet monthly during the first and fourth quarters of the calendar year. The Board shall remain in regular contact via email, conference call, or other means as appropriate to conduct OHJA business throughout the calendar year.

#### **Section 4.04 Membership Meetings**

There may be at least one membership meeting each quarter to give members a chance to voice their opinions on the policies of the Association.

#### **Section 4.05 Quorum**

A quorum of members at any general meeting shall consist of not less than ten (10) members in addition to the majority of the Board of Directors present. Voting may be done by proxy. Each proxy must have a written statement of the exact nature of the issue at the top of each page of signatures and be made available for inspection at the time of the meeting, if requested. Individual members may sign-over their voting privileges to another member.

#### **Section 4.06 Meeting Conduct**

All meetings of the Association and its Board of Directors shall be conducted according to Robert's Rules of Order.

### **Article V. BOARD OF DIRECTORS**

#### **Section 5.01 Directors**

The officers of the Association, a Hunter Representative, a Jumper Representative, an Equitation Representative, and two (2) or four (4) members-at-large, acting together, shall constitute the Board of Directors, who shall be current members, elected by the general membership by ballot prior to the annual meeting and to hold office for the term of three (3) years or until their successors are elected or appointed. The Board shall have general supervision and control of all the business and activities of the Association, in accordance with the general policies of the Association. All actions of the Board shall be reported to the entire membership within thirty (30) days or at the next general meeting. There shall be up to three (3) Young Rider representatives on the Board, who do not vote on Board matters. A Young Rider is twenty-one (21) years of age or younger. Once elected and at the discretion of the Young Rider members and the Board, one or both Young Rider representatives may elect to serve either a one (1) or two (2) year term.

Any vacancy in the Board of the Association must be filled by appointment by the Board within thirty (30) days. Consideration should be given to the first runner-up in the previous Board election.

Any board member missing three (3) meetings, or more than one (1) meeting per quarter either physically, or via conference call, will be reviewed by the board for poor attendance. At that time, they may be removed from the board and a successor will be appointed by the board to fulfill the term.

### **Article VI. OFFICERS**

Officers of this Association shall be (a) President, (b) Vice-President, (c) Secretary, and (d) Treasurer.

## **Article VII. DUTIES OF OFFICERS**

### **Section 7.01 President**

The President shall preside at all meetings of the Association, and of the Board of Directors, and shall act as the Chairman of the Board of Directors. The President shall vote only in the case of a tie. The President shall be a member ex-officio of all regular and special committees and shall perform all such other duties as usually pertain to the office. The President must be a member in good standing of the USEF.

### **Section 7.02 Vice-President**

The Vice-President shall perform the duties of the President in the absence of or at the request of the President at general or special meetings. The Vice-President shall serve as Chairman of the Rules Committee. The Vice-President must be a member in good standing of the USEF.

### **Section 7.03 Secretary**

The Secretary shall keep a true record of all the meetings of the members and Board of Directors. The Secretary shall notify the members and the Board of Directors of all meetings pertaining to them. The Secretary shall have the custody of the records of the Association. The Secretary shall have a current list of all OHJA members from the Points & Membership Chairperson. The Secretary is responsible for notifying horse show management of horse show date confirmation and mailing any pertinent information requested.

### **Section 7.04 Treasurer**

The Treasurer shall have charge of all funds of the Association and shall place the same in such bank or banks as may be approved by the Board. Such money shall only be withdrawn by check signed by the Treasurer or President and for the payment of only such bills as shall have been previously approved by the Board. The Secretary shall deliver to the Treasurer a list of all members and all dues and fees collected. The Treasurer shall keep an accurate account of all his/her transactions and render a detailed report, with vouchers, at any meeting of the Board, when requested, and an annual report to the members of the Association at its annual meeting.

### **Section 7.05 Points & Membership Chairperson**

The Board shall appoint a Points & Membership Chairperson; however, the Points & Membership Chairperson is not an officer of the OHJA or a member of the OHJA Board. All membership applications, horse registrations, and horse name changes shall be filed with the Points & Membership Chairperson. The Points & Membership Chairperson is responsible for collecting all fees and dues and remitting the same to the Treasurer, as well as keeping a current list of point standings. The Points & Membership Chairperson shall not advise any member as to which system, Open, Regional, or Local, he/she should join in order to compete and accumulate points and shall advise any member with such an inquiry to consult with his/her trainer.

## **Article VIII. ELECTIONS**

### **Section 8.01 Board of Directors**

There will be a nine (9) or eleven (11) senior member and up to three (3) junior member Board of Directors. These members will be elected by the membership. Every year, up to four (4) Board members and up to three (3) junior members will be elected.

### **Section 8.02 Nominating Committee**

The board will appoint the Nominating Committee for the new board members. It will consist of three (3) members, one (1) of whom must be an outgoing board member and two (2) members from the ranks of the general membership. Nominees must be presented to the general membership via electronic and/or online



ballot. At least thirty (30) days prior to the deadline for submitting completed ballots, said nominees must be presented to the members via (a) email to each member's last recorded email address, and/or (b) the official OHJA website. Members wishing to be on the ballot must submit their names and a biography to the Secretary for inclusion. Votes for board members may be cast via mail or electronically, as the Board deems appropriate.

### **Section 8.03 Officers**

The Board will elect its officers: President, Vice-President, Secretary, and Treasurer. All officers must be selected from current Board members. The President may not be selected from Board members serving their first year. The Board may appoint committees as necessary.

## **Article IX. STANDING COMMITTEES**

### **Section 9.01 Rules Committee**

The Board of Directors will select a committee of three (3) or more members to serve as a Rules Committee. Committee members must be current members of USEF. The Rules Committee may review the bylaws and the rules of the Association and recommend any changes to the Board prior to presentation to the members. Substantive rule changes will be voted on by the membership and results will be presented at the first general meeting of the new year held in January.

### **Section 9.02 Show Oversight Committee**

The Board of Directors will constitute the Show Oversight Committee. The Board will (a) suggest any changes to show management, (b) oversee show management's compliance with the host competition agreement, (c) provide show management with those forms and materials (member labels, OHJA medals and ribbons) as required by the host competition agreement.

### **Section 9.03 Year-End Finals Committee**

To be approved by the Board of Directors whose duty it shall be to organize a OHJA Year-End Finals show or, if such a show is deemed inadvisable, shall select and coordinate with an existing show to conduct the OHJA Medal Finals and such other classes as may be appropriate.

### **Section 9.04 Awards Banquet Committee**

The Board of Directors will select a committee whose duty it shall be to organize the annual OHJA Awards Banquet.

### **Section 9.05 Scholarship Committee**

The Board of Directors will select a Scholarship Committee. The Scholarship Committee's duties shall include: (a) reviewing applications from potential OHJA scholarship recipients; (b) in conjunction with the Board, voting on applicants to determine finalists for consideration; (c) conducting interviews with finalists; and (d) in conjunction with the Board, selecting up to three (3) applicants to receive the OHJA scholarships. All finalists will be interviewed when the finalists can reasonably be expected to attend (i.e., summer, school vacations, etc.).

### **Section 9.06 Education Committee**

The Board of Directors will select an Education Committee, whose duties shall include organizing and providing educational opportunities to members, including by leveraging other events and OHJA's relationships with other equestrian groups.

### **Section 9.07 Information & Technology Committee**

The Board of Directors will select an Information and Technology Committee, whose duties shall include

developing and implementing strategies to enhance social media and technology to benefit and serve OHJA's mission and membership.

#### **Section 9.08 Membership Committee**

The Board of Directors will select a Membership Committee, whose duties shall include encouraging membership in the OHJA, increasing membership participation in OHJA's operation and governance, and developing membership benefits.

#### **Section 9.09 Nominating Committee**

The Board of Directors will select a Nominating Committee, whose duties shall include soliciting sufficient nominees to fill all vacant and new positions on the Board of Directors.

#### **Section 9.10 Fundraising & Development Committee**

The Board of Directors will select a Fundraising and Development Committee, whose duties shall include conducting revenue and fundraising activities to meet the needs and promote the mission of the OHJA.

#### **Section 9.11 Communication Committee**

The Board of Directors will select a Communications Committee, whose duties shall include integrating and enhancing communication between and among the Board and OHJA members to increase membership engagement.

#### **Section 9.12 JEF Advisory Committee**

The Board of Directors will select a JEF Advisory Committee, whose duties shall include establishing guidelines for, organizing, and promoting JEF fundraising and other activities.

#### **Section 9.13 Policy & Procedures Committee**

The Board of Directors will select a Policy and Procedures Committee, whose duties shall include developing and maintaining OHJA's Policy and Procedures Manual.

#### **Section 9.14 Special Committees**

The Board of Directors may select a committee for any purpose or function as requested by three (3) or more members.

#### **Section 9.15 Reporting to the Board**

All committees must report quarterly to the Board.

### **Article X. AMENDMENTS**

The OHJA bylaws and/or rules may be amended, repealed, or altered in whole or in part, by a fifty-one percent (51%) affirmative vote of the members present or represented by proxy at the meeting designated for such purpose, or responding to an electronic, and/or online ballot. At least fifteen (15) days prior to the date set to act on any proposed changes, said proposed must be presented to the members via (a) email to each members last recorded email address, and/or (b) the official OHJA website. The process must have a written statement of the exact nature of the issue at the top of each page of signatures and be made available for inspection at the time of the meeting, if requested. Individual members may sign-over their voting privileges to another member.

The Board may amend the nomenclature and classification of the Bylaws and rules to align with USEF and/or USHJA. No amendment shall change the purpose, intent or design of the applicable bylaw or rule. (e.g., the change voted on at the 2016 annual meeting which changed the age classifications to align with USEF/USHJA

would be allowed to be changed by a board vote. However, the change approved at the July of 2016 to allow double points at the year-end final show would NOT be amended without a vote of the members)

#### **Article XI. DISTRIBUTION OF ASSETS**

The provision for distribution of assets on dissolution or final liquidation is all assets to be distributed and paid over to the United States Equestrian Team.

#### **Article XII. PROTESTS**

Protests must be made to the OHJA Board of Directors and accompanied by a seventy-five-dollar (\$75.00) fee. All protests will be reviewed according to the review process as stated in Rule VI of the USEF manual.

#### **Article XIII. GENERAL STANDARDS FOR DIRECTOR CONDUCT**

Directors shall discharge their duties, including duties as a member of any committee: (1) in good faith; (2) with the care an ordinary prudent person in a like position would exercise under similar circumstances; and (3) in a manner the Director reasonably believes to be in the best interest of the Corporation. In discharging the duties of a Director, a Director is entitled to rely on information, opinions, reports or statements, including financial statements and other financial data, if prepared or presented by: (1) one or more officers or employees of the Corporation whom the Director reasonably believes to be reliable and competent in the matters presented; (2) legal counsel, public accountants, or other persons as to matters the Director reasonably believes are within the person's professional or expert competence; and (3) a committee of which the Director is not a member as to matters within its jurisdiction, 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 permitted unwarranted. A Director is not liable to the Corporation, any member, or any other person for any action taken or not taken as a Director if the Director acted in compliance with this section. In addition, even if so liable, the Director's liability for monetary damages shall be limited as stated in the Articles of Incorporation. A Director shall not be deemed to be a trustee with respect to the Corporation or with respect to any property held or administered by the Corporation, including without limit, property that may be subject to restrictions imposed by the donor or transferor of such property.

#### **Article XIV. OFFICER LIMITATION OF LIABILITY**

##### **INDEMNIFICATION AND ADVANCEMENT OF EXPENSES IN CONNECTION WITH LITIGATION**

An officer of the Corporation who serves the Corporation without compensation for personal services as an officer shall be considered a "qualified director" within the meaning of that term as used in these Bylaws. An uncompensated officer of the Corporation shall be entitled to indemnification and advancement of litigation-related expenses to the same extent as a qualified Director. As officer of the Corporation who receives compensation for personal services to the Corporation shall receive such indemnity, limitation of liability, and advancement for suit related expenses as shall be consistent with the laws of the State of Oregon, these Bylaws, and the extent the Board of Directors, in its sole discretion, determines such limitation on liability, indemnification, advancement of expenses, or any combination thereof, to be reasonable.

#### **Article XV. AUTHORITY TO INDEMNIFY DIRECTORS**

##### **ADVANCEMENT OF EXPENSES FOR DIRECTORS**

If any Director of the Corporation is made a party to a proceeding because that individual is or was a director, the Corporation shall indemnify that individual against liability or damages to the full extent provided by ORS 65.391, 65.394, and 65.404, as amended. It shall be proper for the Corporation to pay for or reimburse reasonable expenses incurred by a Director who is a party to a proceeding, in advance of final disposition in that proceeding, if the Board so authorizes and the Director complies with the provisions of ORS 65.398, as amended.

**Article XVI.     LIABILITY OF QUALIFIED DIRECTORS**

Civil liability of a qualified Director of the Corporation for the negligent performance of duties shall be limited to acts of gross negligence, intentional acts, or both, and shall also be limited by any limitation on monetary damages set forth in the Articles of Incorporation. The term "qualified Director," as used in these Bylaws, means a person who serves as a Director without compensation for personal services as director. An otherwise qualified Director shall not be considered to be compensated if the Director receives payments only for actual expenses incurred in attending meetings or performing Director's duties or receives a stipend which is paid only to compensate the Director for average expenses incurred over the course of a year.

**Article XVII.     INDEMNIFICATION OF EMPLOYEES AND AGENTS**

In its sole discretion, by general or specific action, the Board of Directors may indemnify and advance expenses to any employee or agent of the Corporation to the extent allowed by applicable law.

***END OF BYLAWS***