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**BYLAWS
OF THE
USHJA FOUNDATION, INC.**

CHAPTER I – GENERAL PROVISIONS

Article 101 – Name and Location

Section 1. Name. The name of this corporation shall be the USHJA Foundation, Inc. (“Foundation”). The corporation is organized under the laws of the Commonwealth of Kentucky as a not-for-profit corporation.

Section 2. Location. The principal office of the Foundation shall be located at 3870 Cigar Lane, Lexington, Kentucky 40511.

Section 3. Registered Office. The Foundation shall maintain a registered office in the Commonwealth of Kentucky as required by the laws of the Commonwealth of Kentucky. The registered agent and the address of the registered office shall be 3870 Cigar Lane, Lexington, KY 40511.

Section 4. Principles of Construction. These Bylaws are the primary governing document of the Foundation. Words in any gender shall be deemed to include the other gender; the singular shall be deemed to include the plural and vice versa; headings, captions and underlined paragraph titles are for guidance only and do not in any way limit, amplify, or otherwise modify these Bylaws.

Article 102 – Capital Shares

Section 1. Capital Shares. The Foundation 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 Foundation’s gain, profit or property inure to the incorporators thereof. No Officer or Director shall share in the Foundation’s gain, profit, net earnings and property.

Article 103 – Objectives

Section 1. Purpose. The Foundation is organized and, at all times hereunder, shall be operated exclusively for the benefit of, to perform the functions of, or to carry out the purposes of, the organization named in the Articles that is exempt from taxation under section 501(c)(3) of the Internal Revenue Code of 1986, as amended (“Code”) and that it is not a private foundation because it is described in sections 509 (a)(1) or (2) of the Code. Within this broad general purpose, the specific goal and objective of the Foundation shall be to support and benefit the mission and programs of the United States Hunter Jumper Association, Inc. (“USHJA”) and USHJA shall be its sole supported organization.

In carrying out its corporate purposes, the Foundation shall have all of the powers allowed to corporations by Chapter 273 of the Kentucky Revised Statutes, including, but not

47 limited to, receiving gifts, bequests and contributions in any form, and using, applying, investing
48 and reinvesting the principal and income there from or distributing the same for the above
49 purposes.

50 Section 2. Excluded Activities. The USHJA Foundation’s primary activity is to pursue
51 its exempt purposes, and the Foundation cannot engage in significant business activity that does
52 not further those purposes.

53
54 Section 3. Mission Statement. The mission of the USHJA Foundation is to advance and
55 promote the hunter/jumper discipline by financially and otherwise supporting the programs and
56 initiatives of the United States Hunter Jumper Association, Inc.

57
58 **Article 104 – Status Under Section 509(a)(3) of the Code**

59
60 The Foundation is intended to and does qualify as a “Type I” supporting organization described
61 in section 509(a)(3) of the Code and this Foundation is intended to be exempt from taxation
62 under section 501(c)(3) of the Code. These Bylaws shall be construed accordingly and all powers
63 and activities hereunder shall be limited accordingly.

64
65 **CHAPTER II - MEMBER**

66 **Article 201 – Member**

67
68 Section 1. Member. The Foundation is a membership corporation and shall have only
69 one Member: the United States Hunter Jumper Association, Inc. (“USHJA”).

70
71 Section 2. Membership Fee. The Foundation shall not require that any annual
72 membership fees be paid by its Member.

73
74 Section 3. Rights of Member. As the supported organization of the Foundation and its
75 sole Member, the Member shall have the right to appoint and remove all Foundation Directors.
76 The Foundation Board must provide a mid-year and annual report to and receive approval from
77 the USHJA Board on the following items: all Foundation finances and investments, annual
78 independent Audit, Foundation operating and fund development plans prior to their
79 implementation.

80
81 The Foundation may not amend these By-laws without the prior, written consent of the Member.

82
83 **Article 202 – Member Meetings**

84
85 Section 1. Member Meetings. Meetings of the Member at which the Foundation shall be
86 present in person shall occur during the regularly scheduled Annual Meeting of the USHJA
87 Board of Directors and during the Mid-Year Meeting of the USHJA Board of Directors and the
88 Foundation shall present its Annual and Mid-Year Report to the Member at those meetings.

89
90 **CHAPTER III - GOVERNANCE**

91
92 **Article 301 – Foundation Board of Directors**

93
94 Section 1. General Powers. All corporate power shall be exercised by or under the
95 authority of, and the business and affairs of the Foundation shall be managed under the direction
96 of the Foundation Board, subject to any limitations set forth in the Articles or By-laws.
97

98 Section 2. Number, Appointment/Election and Term. Following adoption of these By-
99 Laws by the current Foundation Directors, a new Foundation Board shall be seated for a term to
100 end at the conclusion of the 2019 Annual Meeting and every four years thereafter in accordance
101 with this Section.
102

103 The Foundation Board shall consist of seven directors, six of whom shall be appointed by
104 the USHJA President with the approval of a majority of the USHJA Board of Directors. The
105 President of the USHJA shall always serve as one of the seven Directors of the Foundation and
106 that term of office on the Foundation Board of Directors shall coincide with his term as USHJA
107 President.
108

109 (a) All Foundation Directors must be members in good standing of USHJA, but need not
110 be residents of the Commonwealth of Kentucky. Each Foundation Director shall be eligible for
111 reappointment; however, no Director shall serve more than eight consecutive years.
112

113 Section 3. Removal and Resignations. Any Foundation Director may be removed by the
114 USHJA President with a majority vote of the USHJA Board at any time with or without cause.
115 The term of any vacant Foundation Director position shall be filled by appointment by the
116 USHJA President with the majority approval of the USHJA Board.
117

118 Any Director may resign from the Foundation Board at any time by giving written notice
119 to the Foundation Board. A resignation shall be effective when the notice is delivered unless the
120 notice specifies a later effective date. Any Director, who fails to attend a minimum of 50% of the
121 Board meetings in any one year, without being excused in advance by the Foundation Chair, may
122 be removed by the President of USHJA with the majority approval of the USHJA Board.
123

124 Section 4. Annual and Regular Meetings. The Foundation Board shall meet a minimum
125 of four (4) times per calendar year including two in-person meetings which meetings shall
126 coincide with the Annual and Mid-Year Meetings of USHJA. Meeting via teleconference is
127 permissible for all meetings except for the two in-person meetings.
128

129 (a) All Foundation Officer elections shall occur at the Annual Meeting of the Foundation
130 Board of Directors which will be held at USHJA Annual Meeting except that the initial Officers
131 of the Foundation shall be presently appointed by the President of USHJA with the majority
132 approval of the USHJA Board of Directors to a term expiring at the end of the Annual Meeting
133 in December 2019.
134

135 (b) Regular Meetings of the Foundation Board of Directors. Regular meetings shall occur
136 a minimum of two (2) times each year in addition to the Annual and Mid-Term Meetings of the
137 Foundation Board of Directors. These additional Regular Foundation Board Meetings may be
138 conducted via teleconference, video conference or other method approved by the Foundation

139 Board of Directors. The Foundation Secretary shall provide written electronic notice of such
140 meetings to each Director in accordance with meeting notice requirements listed in Article 301.6.

141
142 Section 5. Special Meetings of the Foundation Board of Directors. The Chair and the
143 President of the USHJA shall have the power to call a Special Meeting of the Foundation Board
144 of Directors at any time. Electronic notice of such meetings will be provided to each Director in
145 accordance with meeting notice requirements of Art 301(6).

146
147 Section 6. Notice of Meeting. The Secretary shall oversee the distribution of written
148 electronic notice of such meetings to each Foundation Director in accordance with the following
149 Foundation Board of Directors electronically distributed meeting notice requirements:

150

<u>Board of Director Meeting</u>	<u>Minimum Notice</u>
151 Annual Meeting	Thirty (30) Days
152 Mid-Year Meeting	Thirty (30) Days
153 Regular Meetings	Seven (7) Days
154 Special Meetings	Twenty-Four (24) Hours

155
156

157 Section 7. Quorum and Voting. In accordance with the Bylaws, a majority (50% plus
158 one) of the number of currently serving Foundation Directors fixed by these Bylaws shall
159 constitute a quorum of the Board.

160
161 Section 8. Manner of Acting. The act of the majority of the Foundation Directors
162 present at a meeting at which a quorum is present shall be the act of the Board.

163
164 Section 9. Vacancy on Foundation Board. If a vacancy occurs on the Foundation Board,
165 such vacancy shall be filled in the manner specified for that position in accordance with these
166 Bylaws. A Foundation Director so appointed shall be appointed for the unexpired term of such
167 Director’s predecessor in office.

168
169 Section 10. Action by Written Consent. Any action required or permitted to be taken by
170 the Foundation Board at a meeting may be taken without a meeting provided the subject of such
171 vote has been previously on a Meeting Agenda and provided that consent to so vote is in writing,
172 and shall be signed by all of the Foundation Directors.

173
174 Section 11. Confidentiality. All matters before and discussions had at all meetings of the
175 Foundation Board of Directors shall be confidential and shall remain confidential until such time
176 as Directors are notified otherwise.

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181 **Article 302 – Foundation Officers**

182
183 Section 1. Chair. a. The Chair shall preside at all meetings of the Board of Directors. The
184 Chair shall also serve as ex-officio member of all Committees, and Task Forces. b. The Chair

185 shall oversee the administration and operation of the Foundation to ensure that the plans
186 approved by the Board of Directors are being implemented. c. The Chair shall preside over the
187 Directors to encourage and inspire the Board of Directors, committee members and other
188 individuals to serve and contribute their time and talent. d. The Chair shall oversee the
189 implementation of the Board of Director’s policies and directives and the overall management of
190 the Foundation. The Chair shall perform such other duties as may be assigned by the President of
191 USHJA. In the absence of a Chair, the Board of Directors may assign these duties on an interim
192 basis to the Vice Chair. e. Unless otherwise specified herein, the Chair, shall appoint the Chair
193 and/or Vice Chair or Co-Chairs of all committees defined and identified within the Operating
194 and/or Funds Development Plans. f. The Chair shall hold a seat on the USHJA Board of
195 Directors and that term shall be for the period of his term as Foundation Chair.

196
197 Section 2. Vice Chair. The Vice Chair shall, in the absence of the Chair, conduct the
198 business of the organization. The Vice Chair shall perform other duties that may be assigned to
199 the Vice Chair by the Board of Directors.

200
201 Section 3. Secretary. The Secretary shall give the required notice of all meetings of the
202 Board of Directors, keep the minutes of the meetings of the Board of Directors and distribute
203 these to the members of the Board of Directors and perform other duties as may be assigned by
204 the Board of Directors.

205
206 Section 4. Treasurer. The Treasurer shall oversee all funds and accounts of the
207 Foundation, shall oversee the proper keeping of the books of account and make a full report in
208 writing covering the financial condition of Foundation at each Annual and Mid-Year Meeting
209 and at other times that may be requested by the Board of Directors or the Member and shall
210 oversee the Annual Independent Audit. The Foundation Treasurer shall also be a member of the
211 USHJA Budget and Finance Committee.

212
213 **Article 303 – Election and Term of Office**

214
215 Section 1. The Foundation Officers shall be appointed initially by the USHJA President
216 with a majority approval of the USHJA Board of Directors and shall serve until the end of the
217 2019 Annual Meeting. Elections for Foundation Officers shall be held at that meeting and
218 Officers shall be elected by a majority vote of the Foundation Directors. The elected Officers
219 shall assume their offices at the conclusion of the Annual Meeting. Thereafter, the Officers shall
220 be elected by a majority vote of the Foundation Board.

221
222 The term of office for each Officer will be two years, and Officers, if so elected, may
223 serve additional, consecutive terms not to exceed a total of eight years.
224 All Officer Elections shall occur at the Annual Meeting of the Foundation Board of Directors.

225
226 **Article 304 – Removal and Resignations of Officers**

227
228 Section 1. Foundation Officers elected by the Foundation Board who cannot perform the
229 duties of an Officer in accordance with the ethics and standards, and conflict of interest policies
230 in accordance with the Foundation Bylaws may be removed from their Office with the majority

231 approval of the Foundation Board of Directors. The remaining term of such Officer position shall
232 be filled in the manner specified for that position under the Bylaws. An Officer of the
233 Foundation may resign at any time by delivering written notice to the Board. A resignation shall
234 be effective when the notice is delivered unless the notice specifies a later effective date.

235

236 **Article 305 – Indemnification of Officers and Directors**

237

238 Section 1. Foundation Directors and Officers Insurance. The Foundation shall provide
239 and maintain insurance on behalf of the Directors and Officers of the Foundation against liability
240 asserted against them for acts or omissions in furtherance of their duties as a Director or Officer
241 of the Foundation.

242

243 **Article 306 – General Standards of Conduct for Foundation Directors and Officers**

244

245 Section 1. Discharge of Duties. The primary fiduciary responsibility of each Foundation
246 Director is to the Foundation. Each Director and Officer, by accepting a seat on the Foundation
247 Board of Directors, shall be bound by and discharge his duties in accordance with the Foundation
248 Conflict of Interest Statement. He shall discharge those duties in good faith and in a manner in
249 which he believes to be in the best interest of the Foundation. Failure to comply with these
250 standards may result in removal from the seat by the USHJA President with the approval of
251 majority vote of the USHJA Board.

252

253 Section 2. Liability to Foundation and Its Members. A Director or Officer shall not be
254 liable to the Foundation or its members for any action taken or omitted to be taken as a Director
255 or Officer, as the case may be, if, in connection with such action or omission, the Director or
256 Officer performed the duties of the position in compliance with Article 306.

257

258 Section 3. Conflict of Interest. The Foundation Board of Directors shall adopt and
259 maintain a written Conflict of Interest Policy applicable to Directors, Officers, Supporting Staff
260 and all volunteers of the USHJA Foundation.

261

262 a. The Policy shall (1) define the circumstances that would constitute a conflict of interest,
263 (2) the procedures for disclosing a conflict (3) a requirement that the conflicted person
264 not be present at or participate in Board of Directors or Committee deliberations,
265 discussion or voting on the matter giving rise to such conflict, (4) a prohibition against
266 any attempt by the person with the conflict to influence improperly the deliberation or
267 vote, (5) a requirement that the existence and resolution of the conflict be documented in
268 Foundation records, including the minutes of any meeting at which the conflict was
269 discussed or voted upon (6) procedures for disclosing, addressing and documenting
270 related party transactions and (7) a requirement that Directors and Officers and key
271 persons complete, sign and submit annual conflict of interest disclosure statements to the
272 Foundation Secretary (8) a procedure by which all other supporting Staff and volunteers
273 acknowledge receipt of, and agreement to, comply with the Conflict of Interest Policy.

274

275 b. Disclosure of Conflict of Interest. Prior to the initial appointment or election of any
276 Director or Officer and annually thereafter, each Director and Officer shall complete,

277 sign and submit to the Secretary a statement identifying, to the best of the person's
278 knowledge, any entity of which such Director is an Officer, Director, trustee, member,
279 owner or employee and with which the USHJA Foundation has a relationship and any
280 transaction in which the USHJA Foundation is a participant in which the Director or
281 Officer might have a conflicting interest. All other supporting Staff and volunteers,
282 including committee and task force members, shall acknowledge receipt of and
283 compliance with the Policy in the manner designated by their employment
284 acknowledgement or committee seating documentation.
285

286 Section 4. Whistleblower Policy. The USHJA Foundation Board of Directors shall
287 adopt a Whistleblower Policy to protect from retaliation those persons who report suspected
288 improper conduct within USHJA Foundation. The policy shall provide that no Director, Officer,
289 employee or volunteer who, acting in good faith, reports any action or suspected action taken by
290 or within the USHJA Foundation that is illegal, fraudulent, or in violation of any policy of the
291 organization shall suffer intimidation, harassment, discrimination or other retaliation or, in the
292 case of employees, adverse employment consequences. The policy shall include: (a) procedures
293 including confidentiality provisions, for reporting violation or suspected violations of laws or
294 organization policies, (b) a requirement that an employee, Officer or Director be designated to
295 oversee and administer the policy and report to the Chair or the USHJA Executive Director and
296 (c) a requirement that a copy of the policy be distributed to all Directors, Officers, employees
297 and volunteers who provide substantial services to the Foundation.
298

299 **CHAPTER IV – FOUNDATION COMMITTEES/TASK FORCES**

300 **Article 401 – General**

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302
303 Section 1. Composition. The Foundation Board, by resolution adopted by a majority of
304 all Directors and with the prior approval of the President of USHJA, may create and appoint
305 from among the membership of its Member (USHJA) such other committees or task forces, as
306 from time to time it may consider necessary or appropriate to assist in conducting the affairs of
307 the Foundation. At least two Foundation Board members shall serve on each committee.
308

309 Section 2. Quorum. Unless otherwise stated, a quorum shall consist of one-third of the
310 committee, council or task force.
311

312 Section 3. Participation. Any member of a committee or task force must attend 50% of
313 the meetings of the entity each year. If a member fails to meet this requirement the Officers may
314 remove said member and replace them with another individual. Meeting by teleconference is
315 permitted for all meetings except that meeting designated as the Annual or Mid-Year Meeting.
316

317 Section 4. Vacancies. Except as otherwise noted herein, a vacancy on any committee or
318 task force shall be filled using the same procedures applicable to the initial seating of the entity
319 where the vacancy occurs.
320

321 Section 5. Regular Meetings. Committees shall meet a minimum as necessary
322 throughout the year. Meeting via teleconference is permissible for all meetings.

323
324 Section 6. Notice of Meeting. The Committee Chair in coordination with the supporting
325 USHJA staff shall provide written electronic notice of such meetings to each Committee
326 Member seven (7) days prior to the meeting.

327
328 Section 7. Balloting. Any committee or task force may be required to vote by secret
329 ballot when requested by any member of that entity if the majority of members present agree.
330 Electronic communications ballots may be used as a means of voting on committee issues
331 between scheduled committee or task force meetings. When there is a quorum of the committee
332 and a vote is held during a scheduled meeting, either in person or by conference call, members
333 who are not present are not permitted to vote on the issue.

334
335 Section 8. Term of Service. Unless otherwise specified, all members of any Committee
336 or task force within the structure of the Foundation shall be elected and/or appointed to four year
337 terms commencing as of the opening day of the Annual meeting.

338
339 Section 9. Agenda Item Conflicts of Interest During Committee Meetings. The
340 Foundation acknowledges that committee members may have potential or actual conflicts of
341 interest in agenda items requiring committee vote. Voting members with a potential or actual
342 conflict of interest in an agenda item shall declare that interest prior to discussion. In doing so,
343 the individual must abstain and absent himself from the discussion and vote on that item.

344
345 Section 10. Discharge of Duties. Each member, by accepting a seat on a Foundation
346 committee or task force, shall be bound by and discharge his duties in accordance with the
347 Foundation Ethics Policy and Conflict of Interest Policy. He shall discharge those duties in good
348 faith and in a manner in which he believes to be in the best interest of the Foundation. Failure to
349 comply with these standards may result in the removal from committee or task force seat(s) that
350 the individual holds by a majority vote of the Officers.

351
352 Section 11. Confidentiality of Committee Business. The members of any Foundation
353 committee are required to maintain the confidentiality of committee business as instructed by the
354 committee Chair or by the Foundation Staff Liaison. Confidentiality will be maintained until it is
355 determined by the Foundation, and the committee is notified, that such confidentiality is no
356 longer required.

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CHAPTER V - ADMINISTRATION

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Article 501 – Conveyances and Encumbrances

367 Section 1. Property. No Officer, Director, employee or agent of the Foundation may
368 assign, convey or encumber Foundation Property. Likewise, Foundation Officers and Directors

369 shall have no power to execute and deliver any and all instruments of assignment, conveyance
370 and encumbrance.

371
372 Section 2. Contract Execution. No Officer, Director or agent of the Foundation shall, nor
373 shall they have the authority to, make or execute any contracts or agreements of any nature if
374 said contract or agreement causes or may cause the Foundation to be obligated to pay
375 unbudgeted expenditures or other obligations the sum of which exceeds \$2500.00 for any fiscal
376 year unless and until such contract or agreement has been approved by the Member (USHJA
377 Board of Directors or USHJA Executive Committee) at a duly called meeting.

378
379 **Article 502 – Operations**

380
381 Section 1. Operating Plan. The Foundation, in coordination with USHJA supporting
382 staff, shall develop and follow an Operating Plan which shall include Foundation policies for
383 program development and fulfillment, Foundation financial development plans, objective grant
384 and scholarship selection and fulfillment procedures, implementation guidelines and schedules.
385 This Operating Plan shall include a statement ensuring that all development and implementation
386 policies and procedures must meet standardized and objective standards free from both actual
387 and perceived conflicts of interest. The Operating Plan shall be updated annually and reviewed
388 by USHJA prior to implementation.

389
390 Section 2. Operations Support. USHJA shall provide all necessary administrative,
391 support and professional services to the Foundation and shall regularly invoice the Foundation
392 for such services. The Foundation shall not independently employ, hire or otherwise engage
393 personnel.

394
395 **CHAPTER VI – AMENDMENTS**

396 **Article 601 – General**

397
398 Section 1. These By-laws may be amended upon a majority vote of the Foundation
399 Board, but no amendment will be effective without the prior approval of a majority vote of the
400 USHJA Board of Directors.

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406 **CHAPTER VII - MISCELLANEOUS**

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408 **Article 701 – Miscellaneous Provisions**

409
410 Section 1. Annual Reports. Chair of the Foundation shall report at Annual and Mid-Year
411 Meetings the operations and future plans of the Foundation, and the Foundation shall submit
412 same to the Member for review prior to implementation.

413

414 Section 2. Fiscal Year. The Fiscal Year for the Foundation shall coincide with that of
415 the Member and be from December 1st through November 30th unless and until the Member
416 (USHJA) chooses to establish a different fiscal year.

417
418 Section 3. Waiver of Notice. Whenever any notice is required to be given under the
419 provisions of these Bylaws, the Articles or the laws of the Commonwealth of Kentucky, a waiver
420 thereof in writing, signed by the person or persons entitled to such notice, whether before or after
421 the time stated therein, shall be equivalent to the giving of such notice.

422
423 Section 4. Limitations. Notwithstanding any other provision hereof, the Foundation
424 shall take no action contrary to the provisions of Article 2 of the Articles, and the Foundation
425 shall only act as permitted under the Code, without subjecting the Foundation to additional taxes
426 imposed under Subchapter A, Chapter 42, Subtitle D of the Code.

427
428 Section 5. Severability of Provisions. Except as may conflict with the provisions of
429 Article 2 of the Articles, if any provision of these Bylaws, or its application to any person or
430 circumstances, is held invalid or unenforceable by a court of competent jurisdiction, the
431 remainder of these Bylaws, or the application of such provisions to persons or circumstances
432 other than those to which it was held to be invalid or unenforceable, shall not be affected
433 thereby, and to this extent, the provisions of these Bylaws are severable.

434
435 Section 6. Headings. The headings used in these Bylaws have been inserted for
436 convenience only and do not constitute matter to be considered in interpretation.