

1 **BYLAWS**
2 **OF THE**
3 **USHJA FOUNDATION, INC.**

4
5 **CHAPTER I – GENERAL PROVISIONS**
6

7 **Article 101 – Name and Location**
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9 Section 1. Name. The name of this corporation shall be the USHJA Foundation, Inc.
10 (“Foundation”). The corporation is organized under the laws of the Commonwealth of Kentucky
11 as a not-for-profit corporation.
12

13 Section 2. Location. The principal office of the Foundation shall be located at 3870
14 Cigar Lane, Lexington, Kentucky 40511.
15

16 Section 3. Registered Office. The Foundation shall maintain a registered office in the
17 Commonwealth of Kentucky as required by the laws of the Commonwealth of Kentucky. The
18 registered agent and the address of the registered office shall be 3870 Cigar Lane, Lexington, KY
19 40511.
20

21 Section 4. Principles of Construction. These Bylaws are the primary governing
22 document of the Foundation. Words in any gender shall be deemed to include the other gender;
23 the singular shall be deemed to include the plural and vice versa; headings, captions and
24 underlined paragraph titles are for guidance only and do not in any way limit, amplify, or
25 otherwise modify these Bylaws.
26

27 **Article 102 – Capital Shares**
28

29 Section 1. Capital Shares. The Foundation shall have no capital shares or shareholders,
30 and its business and affairs shall not be conducted for private pecuniary gain or profit, nor shall
31 any of the Foundation’s gain, profit or property inure to the incorporators thereof. No Officer or
32 Director shall share in the Foundation’s gain, profit, net earnings and property.
33

34 **Article 103 – Objectives**
35

36 Section 1. Purpose. The Foundation is organized and, at all times hereunder, shall be
37 operated exclusively for the benefit of, to perform the functions of, or to carry out the purposes
38 of, the organization named in the Articles that is exempt from taxation under section 501(c)(3) of
39 the Internal Revenue Code of 1986, as amended (“Code”) and that it is not a private foundation
40 because it is described in sections 509 (a)(1) or (2) of the Code. Within this broad general
41 purpose, the specific goal and objective of the Foundation shall be to support and benefit the
42 mission and programs of the United States Hunter Jumper Association, Inc. (“USHJA”) and
43 USHJA shall be its sole supported organization.
44

45 In carrying out its corporate purposes, the Foundation shall have all of the powers
46 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 USHJA Foundation advances the educational,
55 humanitarian, and competitive programs of the USHJA.

56
57 **Article 104 – Status Under Section 509(a)(3) of the Code**

58
59 The Foundation is intended to and does qualify as a “Type I” supporting organization described
60 in section 509(a)(3) of the Code and this Foundation is intended to be exempt from taxation
61 under section 501(c)(3) of the Code. These Bylaws shall be construed accordingly and all powers
62 and activities hereunder shall be limited accordingly.

63
64 **CHAPTER II - MEMBER**

65 **Article 201 – Member**

66
67 Section 1. Member. The Foundation is a membership corporation and shall have only
68 one Member: the United States Hunter Jumper Association, Inc. (“USHJA”).

69
70 Section 2. Membership Fee. The Foundation shall not require that any annual
71 membership fees be paid by its Member.

72
73 Section 3. Rights of Member. As the supported organization of the Foundation and its
74 sole Member, the Member shall have the right to appoint and remove all Foundation Directors.
75 The Foundation Board must provide a mid-year and annual report to and receive approval from
76 the USHJA Board on the following items: all Foundation finances and investments, annual
77 independent Audit, Foundation operating and fund development plans prior to their
78 implementation.

79
80 The Foundation may not amend these By-laws without the prior, written consent of the Member.

81
82 **Article 202 – Member Meetings**

83
84 Section 1. Member Meetings. Meetings of the Member at which the Foundation shall be
85 present in person shall occur during the regularly scheduled Annual Meeting of the USHJA
86 Board of Directors and during the Mid-Year Meeting of the USHJA Board of Directors and the
87 Foundation shall present its Annual and Mid-Year Report to the Member at those meetings.

88
89 **CHAPTER III - GOVERNANCE**

90
91 **Article 301 – Foundation Board of Directors**

92

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

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

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

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

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

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

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

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

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

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

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

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

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

155
156 Section 7. Quorum and Voting. In accordance with the Bylaws, a majority (50% plus
157 one) of the number of currently serving Foundation Directors fixed by these Bylaws shall
158 constitute a quorum of the Board.
159

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

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

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

173 Section 11. Confidentiality. All matters before and discussions had at all meetings of the
174 Foundation Board of Directors shall be confidential and shall remain confidential until such time
175 as Directors are notified otherwise.
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180 **Article 302 – Foundation Officers**

181

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

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

195
196 Section 2. Vice Chair. The Vice Chair shall, in the absence of the Chair, conduct the
197 business of the organization. The Vice Chair shall perform other duties that may be assigned to
198 the Vice Chair by the Board of Directors.

199
200 Section 3. Secretary. The Secretary shall give the required notice of all meetings of the
201 Board of Directors, keep the minutes of the meetings of the Board of Directors and distribute
202 these to the members of the Board of Directors and perform other duties as may be assigned by
203 the Board of Directors.

204
205 Section 4. Treasurer. The Treasurer shall oversee all funds and accounts of the
206 Foundation, shall oversee the proper keeping of the books of account and make a full report in
207 writing covering the financial condition of Foundation at each Annual and Mid-Year Meeting
208 and at other times that may be requested by the Board of Directors or the Member and shall
209 oversee the Annual Independent Audit. The Foundation Treasurer shall also be a member of the
210 USHJA Budget and Finance Committee.

211
212 **Article 303 – Election and Term of Office**

213
214 Section 1. The Foundation Officers shall be appointed initially by the USHJA President
215 with a majority approval of the USHJA Board of Directors and shall serve until the end of the
216 2019 Annual Meeting. Elections for Foundation Officers shall be held at that meeting and
217 Officers shall be elected by a majority vote of the Foundation Directors. The elected Officers
218 shall assume their offices at the conclusion of the Annual Meeting. Thereafter, the Officers shall
219 be elected by a majority vote of the Foundation Board.

220
221 The term of office for each Officer will be two years, and Officers, if so elected, may
222 serve additional, consecutive terms not to exceed a total of eight years.
223 All Officer Elections shall occur at the Annual Meeting of the Foundation Board of Directors.

224
225 **Article 304 – Removal and Resignations of Officers**

226
227 Section 1. Foundation Officers elected by the Foundation Board who cannot perform the
228 duties of an Officer in accordance with the ethics and standards, and conflict of interest policies
229 in accordance with the Foundation Bylaws may be removed from their Office with the majority

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

234

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

236

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

241

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

243

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

251

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

256

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

260

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

273

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

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

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

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

299 **Article 401 – General**

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301
302 Section 1. Composition. The Foundation Board, by resolution adopted by a majority of
303 all Directors and with the prior approval of the President of USHJA, may create and appoint
304 from among the membership of its Member (USHJA) such other committees or task forces, as
305 from time to time it may consider necessary or appropriate to assist in conducting the affairs of
306 the Foundation. At least two Foundation Board members shall serve on each committee.
307

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

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

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

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

322
323 Section 6. Notice of Meeting. The Committee Chair in coordination with the supporting
324 USHJA staff shall provide written electronic notice of such meetings to each Committee
325 Member seven (7) days prior to the meeting.

326
327 Section 7. Balloting. Any committee or task force may be required to vote by secret
328 ballot when requested by any member of that entity if the majority of members present agree.
329 Electronic communications ballots may be used as a means of voting on committee issues
330 between scheduled committee or task force meetings. When there is a quorum of the committee
331 and a vote is held during a scheduled meeting, either in person or by conference call, members
332 who are not present are not permitted to vote on the issue.

333
334 Section 8. Term of Service. Unless otherwise specified, all members of any Committee
335 or task force within the structure of the Foundation shall be elected and/or appointed to four year
336 terms commencing as of the opening day of the Annual meeting.

337
338 Section 9. Agenda Item Conflicts of Interest During Committee Meetings. The
339 Foundation acknowledges that committee members may have potential or actual conflicts of
340 interest in agenda items requiring committee vote. Voting members with a potential or actual
341 conflict of interest in an agenda item shall declare that interest prior to discussion. In doing so,
342 the individual must abstain and absent himself from the discussion and vote on that item.

343
344 Section 10. Discharge of Duties. Each member, by accepting a seat on a Foundation
345 committee or task force, shall be bound by and discharge his duties in accordance with the
346 Foundation Ethics Policy and Conflict of Interest Policy. He shall discharge those duties in good
347 faith and in a manner in which he believes to be in the best interest of the Foundation. Failure to
348 comply with these standards may result in the removal from committee or task force seat(s) that
349 the individual holds by a majority vote of the Officers.

350
351 Section 11. Confidentiality of Committee Business. The members of any Foundation
352 committee are required to maintain the confidentiality of committee business as instructed by the
353 committee Chair or by the Foundation Staff Liaison. Confidentiality will be maintained until it is
354 determined by the Foundation, and the committee is notified, that such confidentiality is no
355 longer required.

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CHAPTER V - ADMINISTRATION

Article 501 – Conveyances and Encumbrances

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364 Section 1. Property. No Officer, Director, employee or agent of the Foundation may
365 assign, convey or encumber Foundation Property. Likewise, Foundation Officers and Directors
366
367

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

370
371 Section 2. Contract Execution. No Officer, Director or agent of the Foundation shall, nor
372 shall they have the authority to, make or execute any contracts or agreements of any nature if
373 said contract or agreement causes or may cause the Foundation to be obligated to pay
374 unbudgeted expenditures or other obligations the sum of which exceeds \$2500.00 for any fiscal
375 year unless and until such contract or agreement has been approved by the Member (USHJA
376 Board of Directors or USHJA Executive Committee) at a duly called meeting.

377
378 **Article 502 – Operations**

379
380 Section 1. Operating Plan. The Foundation, in coordination with USHJA supporting
381 staff, shall develop and follow an Operating Plan which shall include Foundation policies for
382 program development and fulfillment, Foundation financial development plans, objective grant
383 and scholarship selection and fulfillment procedures, implementation guidelines and schedules.
384 This Operating Plan shall include a statement ensuring that all development and implementation
385 policies and procedures must meet standardized and objective standards free from both actual
386 and perceived conflicts of interest. The Operating Plan shall be updated annually and reviewed
387 by USHJA prior to implementation.

388
389 Section 2. Operations Support. USHJA shall provide all necessary administrative,
390 support and professional services to the Foundation and shall regularly invoice the Foundation
391 for such services. The Foundation shall not independently employ, hire or otherwise engage
392 personnel.

393
394 **CHAPTER VI – AMENDMENTS**

395 **Article 601 – General**

396
397 Section 1. These By-laws may be amended upon a majority vote of the Foundation
398 Board, but no amendment will be effective without the prior approval of a majority vote of the
399 USHJA Board of Directors.

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405 **CHAPTER VII - MISCELLANEOUS**

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407 **Article 701 – Miscellaneous Provisions**

408
409 Section 1. Annual Reports. Chair of the Foundation shall report at Annual and Mid-Year
410 Meetings the operations and future plans of the Foundation, and the Foundation shall submit
411 same to the Member for review prior to implementation.

412

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

416
417 Section 3. Waiver of Notice. Whenever any notice is required to be given under the
418 provisions of these Bylaws, the Articles or the laws of the Commonwealth of Kentucky, a waiver
419 thereof in writing, signed by the person or persons entitled to such notice, whether before or after
420 the time stated therein, shall be equivalent to the giving of such notice.

421
422 Section 4. Limitations. Notwithstanding any other provision hereof, the Foundation
423 shall take no action contrary to the provisions of Article 2 of the Articles, and the Foundation
424 shall only act as permitted under the Code, without subjecting the Foundation to additional taxes
425 imposed under Subchapter A, Chapter 42, Subtitle D of the Code.

426
427 Section 5. Severability of Provisions. Except as may conflict with the provisions of
428 Article 2 of the Articles, if any provision of these Bylaws, or its application to any person or
429 circumstances, is held invalid or unenforceable by a court of competent jurisdiction, the
430 remainder of these Bylaws, or the application of such provisions to persons or circumstances
431 other than those to which it was held to be invalid or unenforceable, shall not be affected
432 thereby, and to this extent, the provisions of these Bylaws are severable.

433
434 Section 6. Headings. The headings used in these Bylaws have been inserted for
435 convenience only and do not constitute matter to be considered in interpretation.