

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

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

7 **Article 101 – Name and Location**  
8

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

54  
55 Section 3. Mission Statement. The USHJA Foundation advances the educational,  
56 humanitarian, and competitive programs of the USHJA.

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 and Officers. The Foundation Board must provide a mid-year and annual report to and receive  
77 approval from the USHJA Board on the following items: all Foundation finances and  
78 investments, annual independent Audit, Foundation operating and fund development plans prior  
79 to their implementation.

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

82  
83 **Article 202 – Member Meetings**

84  
85 Section 1. Member Meeting. The Meeting of the Member at which the Foundation shall  
86 be present in person shall occur during the regularly scheduled Annual Meeting of the USHJA  
87 Board of Directors and the Foundation shall present its Annual Report to the Member at that  
88 meeting.

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 Bylaws.  
97

98 Section 2. Number, Appointment/Election and Term. The current Foundation Directors'  
99 terms shall end at the conclusion of the 2019 Annual Meeting in accordance with the previous  
100 Bylaws.  
101

102 Effective at the conclusion of the 2019 Annual Meeting, the Foundation Board shall  
103 consist of three directors, all of whom shall be appointed by the USHJA Board of Directors. The  
104 President of the USHJA shall always serve as one of the three Directors of the Foundation and  
105 that term of office on the Foundation Board of Directors shall coincide with his/her term as  
106 USHJA President. Otherwise, Director terms shall be two years ending at the conclusion of the  
107 applicable Annual Meeting.

108 A second of the three Foundation Directors must also be a Director of USHJA.  
109

110 (a) All Foundation Directors must be members in good standing of USHJA, but need not  
111 be residents of the Commonwealth of Kentucky. Each Foundation Director shall be eligible for  
112 reappointment; however, no Director shall serve more than eight consecutive years.  
113

114 Section 3. Removal and Resignations. Any Foundation Director may be removed by a  
115 majority vote of the USHJA Board at any time with or without cause. The term of any vacant  
116 Foundation Director position shall be filled by appointment by 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 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 one in-person meeting which meeting shall coincide  
126 with the Annual Meeting of USHJA. Meeting via teleconference is permissible for all meetings  
127 except for the one in-person meeting.  
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  
136 occur a minimum of three ( 3) each year in addition to the Annual Meeting of the Foundation  
137 Board of Directors. These additional Regular Foundation Board Meetings may be conducted via  
138 teleconference, video conference or other method approved by the Foundation Board of

139 Directors. The Foundation Secretary shall provide written electronic notice of such meetings to  
140 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:

<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

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152  
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156  
157 Section 7. Quorum and Voting. Two of the currently serving Foundation Directors fixed  
158 by these Bylaws shall 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.

176  
177 **Article 302 – Foundation Officers**

178  
179 Section 1. Chair. a. The Chair shall preside at all meetings of the Board of Directors. The  
180 Chair shall also serve as ex-officio member of all Committees, and Task Forces. b. The Chair  
181 shall oversee the administration and operation of the Foundation to ensure that the plans  
182 approved by the Board of Directors are being implemented. c. The Chair shall preside over the  
183 Directors to encourage and inspire the Board of Directors, committee members and other  
184 individuals to serve and contribute their time and talent. d. The Chair shall oversee the

185 implementation of the Board of Director’s policies and directives and the overall management of  
186 the Foundation. The Chair shall perform such other duties as may be assigned by the USHJA  
187 Board. In the absence of a Chair, the USHJA Board of Directors may assign these duties on an  
188 interim basis to the Vice Chair. e. Unless otherwise specified herein, the Chair, shall appoint the  
189 Chair and/or Vice Chair or Co-Chairs of all committees defined and identified within the  
190 Operating and/or Funds Development Plans. f. The Chair shall hold a seat on the USHJA Board  
191 of Directors and that term shall be for the period of his term as Foundation Chair.

192  
193 Section 2. Vice Chair. The Vice Chair shall, in the absence of the Chair, conduct the  
194 business of the organization. The Vice Chair shall perform other duties that may be assigned to  
195 the Vice Chair by the Board of Directors.

196  
197 Section 3. Secretary. The Secretary shall give the required notice of all meetings of the  
198 Board of Directors, keep the minutes of the meetings of the Board of Directors and distribute  
199 these to the members of the Board of Directors and perform other duties as may be assigned by  
200 the Board of Directors.

201  
202 Section 4. Treasurer. The Treasurer shall oversee all funds and accounts of the  
203 Foundation, shall oversee the proper keeping of the books of account and make a full report in  
204 writing covering the financial condition of the Foundation at each Annual and Mid-Year Meeting  
205 and at other times that may be requested by the Board of Directors or the Member and shall  
206 oversee the Annual Independent Audit. The Foundation Treasurer shall also be a member of the  
207 USHJA Budget and Finance Committee.

208  
209 **Article 303 – Election and Term of Office**

210  
211 Section 1. The Foundation Officers shall be appointed initially by the USHJA President  
212 with a majority approval of the USHJA Board of Directors and shall serve until the end of the  
213 2019 Annual Meeting. Elections for Foundation Officers shall be held at that meeting and  
214 Officers shall be elected by a majority vote of the USHJA Directors. The elected Officers shall  
215 assume their offices at the conclusion of the Annual Meeting. Thereafter, the Officers shall be  
216 elected by a majority vote of the USHJA Board.

217  
218 The term of office for each Officer will be two years, and Officers, if so elected, may  
219 serve additional, consecutive terms not to exceed a total of eight years except that the term of the  
220 President of USHJA as a Director on the Foundation Board of Directors shall coincide with  
221 his/her term as USHJA President. Otherwise, Director terms shall be two years ending All  
222 Officer Elections shall occur at the Annual Meeting of the USHJA Board of Directors.

223  
224 **Article 304 – Removal and Resignations of Officers**

225  
226 Section 1. Foundation Officers elected by the Foundation Board who cannot perform the  
227 duties of an Officer in accordance with the ethics and standards, and conflict of interest policies  
228 in accordance with the Foundation Bylaws may be removed from their Office with the majority  
229 approval of the USHJA Board of Directors. The remaining term of such Officer position shall be  
230 filled in the manner specified by the USHJA Board. An Officer of the Foundation may resign at

231 any time by delivering written notice to the Foundation Board. A resignation shall be effective  
232 when the notice is delivered unless the notice specifies a later effective date.

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

234  
235 Section 1. Foundation Directors and Officers Insurance. The Foundation shall provide  
236 and maintain insurance on behalf of the Directors and Officers of the Foundation against liability  
237 asserted against them for acts or omissions in furtherance of their duties as a Director or Officer  
238 of the Foundation.

239

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

241

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

248

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

253

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

257

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

270

271 b. Disclosure of Conflict of Interest. Prior to the initial appointment or election of any  
272 Director or Officer and annually thereafter, each Director and Officer shall complete,  
273 sign and submit to the Secretary a statement identifying, to the best of the person's  
274 knowledge, any entity of which such Director is an Officer, Director, trustee, member,  
275 owner or employee and with which the USHJA Foundation has a relationship and any  
276 transaction in which the USHJA Foundation is a participant in which the Director or

277 Officer might have a conflicting interest. All other supporting Staff and volunteers,  
278 including committee and task force members, shall acknowledge receipt of and  
279 compliance with the Policy in the manner designated by their employment  
280 acknowledgement or committee seating documentation.

281  
282 Section 4. Whistleblower Policy. The USHJA Foundation Board of Directors shall  
283 adopt a Whistleblower Policy to protect from retaliation those persons who report suspected  
284 improper conduct within USHJA Foundation. The policy shall provide that no Director, Officer,  
285 employee or volunteer who, acting in good faith, reports any action or suspected action taken by  
286 or within the USHJA Foundation that is illegal, fraudulent, or in violation of any policy of the  
287 organization shall suffer intimidation, harassment, discrimination or other retaliation or, in the  
288 case of employees, adverse employment consequences. The policy shall include: (a) procedures  
289 including confidentiality provisions, for reporting violation or suspected violations of laws or  
290 organization policies, (b) a requirement that an employee, Officer or Director be designated to  
291 oversee and administer the policy and report to the Chair or the USHJA Executive Director and  
292 (c) a requirement that a copy of the policy be distributed to all Directors, Officers, employees  
293 and volunteers who provide substantial services to the Foundation.

## 294 295 **CHAPTER IV – FOUNDATION COMMITTEES/TASK FORCES**

### 296 297 **Article 401 – General**

298  
299 Section 1. Composition. The Foundation Board, by resolution adopted by a majority of  
300 all Directors and with the prior approval of the President of USHJA, may create and appoint  
301 from among the membership of its Member (USHJA) such other committees or task forces, as  
302 from time to time it may consider necessary or appropriate to assist in conducting the affairs of  
303 the Foundation. At least two Foundation Board members shall serve on each committee.

304  
305 Section 2. Quorum. Unless otherwise stated, a quorum shall consist of one-half of the  
306 committee, council or task force.

307  
308 Section 3. Participation. Any member of a committee or task force must attend 50% of  
309 the meetings of the entity each year. If a member fails to meet this requirement the Officers may  
310 remove said member and replace them with another individual. Meeting by teleconference is  
311 permitted for all meetings except that meeting designated as the Annual or Mid-Year Meeting.

312  
313 Section 4. Vacancies. Except as otherwise noted herein, a vacancy on any committee or  
314 task force shall be filled using the same procedures applicable to the initial seating of the entity  
315 where the vacancy occurs.

316  
317 Section 5. Regular Meetings. Committees shall meet as necessary throughout the year.  
318 Meeting via teleconference is permissible for all meetings.

319  
320 Section 6. Notice of Meeting. The Committee Chair in coordination with the supporting  
321 USHJA staff shall provide written electronic notice of such meetings to each Committee  
322 Member seven (7) days prior to the meeting.

323  
324 Section 7. Balloting. Any committee or task force may be required to vote by secret  
325 ballot when requested by any member of that entity if the majority of members present agree.  
326 Electronic communications ballots may be used as a means of voting on committee issues  
327 between scheduled committee or task force meetings. When there is a quorum of the committee  
328 and a vote is held during a scheduled meeting, either in person or by conference call, members  
329 who are not present are not permitted to vote on the issue.

330  
331 Section 8. Term of Service. Unless otherwise specified, all members of any Committee  
332 or task force within the structure of the Foundation shall be elected and/or appointed to two year  
333 terms commencing as of the opening day of the Annual meeting.

334  
335 Section 9. Agenda Item Conflicts of Interest During Committee Meetings. The  
336 Foundation acknowledges that committee members may have potential or actual conflicts of  
337 interest in agenda items requiring committee vote. Voting members with a potential or actual  
338 conflict of interest in an agenda item shall declare that interest prior to discussion. In doing so,  
339 the individual must abstain and absent himself from the discussion and vote on that item.

340  
341 Section 10. Discharge of Duties. Each member, by accepting a seat on a Foundation  
342 committee or task force, shall be bound by and discharge his duties in accordance with the  
343 Foundation Ethics Policy and Conflict of Interest Policy. He shall discharge those duties in good  
344 faith and in a manner in which he believes to be in the best interest of the Foundation. Failure to  
345 comply with these standards may result in the removal from committee or task force seat(s) that  
346 the individual holds by a majority vote of the Officers.

347  
348 Section 11. Confidentiality of Committee Business. The members of any Foundation  
349 committee are required to maintain the confidentiality of committee business as instructed by the  
350 committee Chair or by the Foundation Staff Liaison. Confidentiality will be maintained until it is  
351 determined by the Foundation, and the committee is notified, that such confidentiality is no  
352 longer required.

## 353 CHAPTER V – ADMINISTRATION

### 354 Article 501 – Conveyances and Encumbrances

355  
356  
357  
358 Section 1. Property. No Officer, Director, employee or agent of the Foundation may  
359 assign, convey or encumber Foundation Property. Likewise, Foundation Officers and Directors  
360 shall have no power to execute and deliver any and all instruments of assignment, conveyance  
361 and encumbrance.

362  
363 Section 2. Contract Execution. No Officer, Director or agent of the Foundation shall,  
364 nor shall they have the authority to, make or execute any contracts or agreements of any nature if  
365 said contract or agreement causes or may cause the Foundation to be obligated to pay  
366 unbudgeted expenditures or other obligations the sum of which exceeds \$2500.00 for any fiscal  
367 year unless and until such contract or agreement has been approved by the Foundation Board.

368

369 **Article 502 – Operations**

370 Section 1. Operating Plan. The Foundation, in coordination with USHJA supporting  
371 staff, shall develop and follow an Operating Plan which shall include Foundation policies for  
372 program development and fulfillment, Foundation financial development plans, objective grant  
373 and scholarship selection and fulfillment procedures, implementation guidelines and schedules.  
374 This Operating Plan shall include a statement ensuring that all development and implementation  
375 policies and procedures must meet standardized and objective standards free from both actual  
376 and perceived conflicts of interest. The Operating Plan shall be updated annually and reviewed  
377 by USHJA prior to implementation.

378  
379 Section 2. Operations Support. USHJA shall provide all necessary administrative,  
380 support and professional services to the Foundation and shall regularly invoice the Foundation  
381 for such services. The Foundation shall not independently employ, hire or otherwise engage  
382 personnel.

383  
384 **CHAPTER VI – AMENDMENTS**

385 **Article 601 – General**

386  
387 Section 1. These Bylaws may be amended upon a majority vote of the Foundation  
388 Board, but no amendment will be effective without the prior approval of a majority vote of the  
389 USHJA Board of Directors.

390  
391 **CHAPTER VII – MISCELLANEOUS**

392  
393 **Article 701 – Miscellaneous Provisions**

394  
395 Section 1. Annual Reports. Chair of the Foundation shall report at Annual and Mid-Year  
396 Meetings the operations and future plans of the Foundation, and the Foundation shall submit  
397 same to the Member for review prior to implementation.

398  
399 Section 2. Fiscal Year. The Fiscal Year for the Foundation shall coincide with that of  
400 the Member and be from December 1<sup>st</sup> through November 30<sup>th</sup> unless and until the Member  
401 (USHJA) chooses to establish a different fiscal year.

402  
403 Section 3. Waiver of Notice. Whenever any notice is required to be given under the  
404 provisions of these Bylaws, the Articles or the laws of the Commonwealth of Kentucky, a waiver  
405 thereof in writing, signed by the person or persons entitled to such notice, whether before or after  
406 the time stated therein, shall be equivalent to the giving of such notice.

407  
408 Section 4. Limitations. Notwithstanding any other provision hereof, the Foundation  
409 shall take no action contrary to the provisions of Article 2 of the Articles, and the Foundation  
410 shall only act as permitted under the Code, without subjecting the Foundation to additional taxes  
411 imposed under Subchapter A, Chapter 42, Subtitle D of the Code.

412  
413 Section 5. Severability of Provisions. Except as may conflict with the provisions of  
414 Article 2 of the Articles, if any provision of these Bylaws, or its application to any person or

415 circumstances, is held invalid or unenforceable by a court of competent jurisdiction, the  
416 remainder of these Bylaws, or the application of such provisions to persons or circumstances  
417 other than those to which it was held to be invalid or unenforceable, shall not be affected  
418 thereby, and to this extent, the provisions of these Bylaws are severable.

419

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

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