

**Adopted – 4/7/2016**

**BYLAWS  
OF  
TRINITY HORSEMANSHIP FOUNDATION**

**Effective April 7<sup>th</sup> 2016**

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**BYLAWS  
OF  
TRINITY HORSEMANSHIP FOUNDATION**

**(An Illinois Nonprofit Corporation)**

**Article I. Name, Offices, Fiscal Year, Purposes, Membership**

**Section 1.1. Name.** The name of this organization shall be Trinity Horsemanship Foundation (which may hereinafter also be referred to as "the Corporation"). The Corporation shall be a non-profit organization exempt under section 501 (c) (6) of the internal revenue service.

**Section 1.2. Offices.** The registered office of the Corporation is 1802 MacDonald Drive, Champaign, Illinois 61821, until otherwise established by action of the Board of Directors.

**Section 1.3. Fiscal Year.** The fiscal year of the Corporation shall be the calendar year unless otherwise determined by the Board of Directors.

**Section 1.4. Purpose.**

(a) The Corporation is incorporated under the Illinois General Not For Profit Corporation Act of 1986, 805 ILCS 105. The purposes for which the Corporation is organized and shall be operated are exclusively charitable and/or educational, within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, and are to:

- (1) Provide adaptive therapeutic riding for persons who have a condition that is or may be perceived as a disability, handicap, whether physical, emotional, intellectual or a combination thereof, to achieve maximum human potential;
- (2) Involve people with or perceived as having disabilities in a program in which riding is used as therapy to maximize quality of life, under the direction of qualified personnel, including but not limited to riding instructors, physical therapists and dedicated volunteers;
- (3) Assist people with or perceived as having disabilities to increase their self-respect, self-confidence, and self-reliance through learning to ride and work with horses;
- (4) Provide recreational experiences for people with or perceived as having disabilities;
- (5) Give volunteers and staff an opportunity to interact with and learn from people with or perceived as having disabilities; and,
- (6) Exercise all rights and powers conferred by the laws of the State of Illinois upon nonprofit corporations without otherwise limiting the Corporation's powers.

(b) The activities of the Corporation shall at all times be conducted in such a way as to lawfully meet the requirements for:

- (1) A corporation exempt from federal income tax requirements under Section 501(a), as an organization described in Section 501(c)(3), of the United States Internal Revenue Code of 1986, as amended, (the Code); and,
- (2) A Corporation, the contributions to which are deductible under Section 170(c)(2) of the Code.

The Corporation shall NOT participate directly or indirectly in any political campaign on behalf of or in opposition to any candidate for political office or devote more than an insubstantial part of its activities attempting to influence legislation. No part of the earnings of the Corporation shall financially benefit any Board Member or Officer of the Corporation or any private individual (except that reasonable compensation may be paid for services rendered), and no such person shall be entitled to share in the distribution of any of the corporate assets of this Corporation upon its dissolution.

## **Article II. Mission**

Trinity Horsemanship Foundation's mission is to bring horseback riding to all willing students in East Central Illinois. Our doors will be open to all riding disciplines and riders, including people of all ages and abilities, and who are in need of therapeutic riding instruction. We will strive to teach safety for both rider and horse, help every student reach their full riding potential and help all riders to learn regardless of disability or handicap. We will also have training available for clients' personal horse(s).

## **Article III. Membership**

Membership shall consist of the Board of Directors (the Board).

## **Article IV. Board of Directors**

**Section 4.1. Board Role, Size, and Compensation.** Unless otherwise provided by statute, all powers vested in the Corporation shall be exercised by or under the authority of, and the business and affairs of the Corporation shall be managed under the direction of, the Board of Directors (the Board). The Board is the governing body of the Corporation and as such it shall ensure that the Corporation carries out its charitable mission and complies with the requirements of the Corporation's Section 501(c)(3) federal tax-exempt status. The Board is responsible for the overall policy and direction of the Corporation, and delegates the responsibility of day-to-day operations of the Corporation to the staff and committees. The Board shall have up to 10 members. The Board shall receive no compensation other than reasonable expenses related to the governance of the Corporation.

**(a) Interim Board of Directors.** Due to the amount of work and responsibility required to successfully launch the Corporation, for an initial two (2) year term, the Corporation's Governing Body will consist of the three-member Board of Directors governing as a team with officer titles and role designation described in this Section. The roles and responsibilities, consistent with those outlined in these Bylaws, will be assigned as appropriate amongst the members of the Board of Directors, but in a way that will not overburden any one role or individual. Each Board member shall have equal voting rights. The Governing Body structure shall revert to the officer titles and role designation described in this Section upon expiration of this initial two-year term, and may be amended by a majority of the Board at any time.

**Section 4.2. Terms.** All board members shall serve for an initial two-year term.

**Section 4.3. Meetings and Notice.** The Board shall meet at least quarterly, at an agreed upon time and place. An official Board meeting requires that each Board Member have written, electronic or telephonic notice at least two weeks in advance of the meeting.

**Section 4.4. Quorum.** A quorum means attendance by at least forty percent of Board Members for business transactions to take place and motions to pass.

**Section 4.5. Order of Business.** Meetings of the Corporation shall be conducted under "Robert's Rules of Order." Parliamentary procedure shall be used as outlined by "Roberts Rules of Order" in all cases where applicable; however, failure to follow parliamentary procedure shall not invalidate any action of the Corporation or of the Board.

**Section 4.6. Officers and Duties.** There shall be a minimum of 3 officers of the Board, consisting of a President, Vice President, Secretary/Treasurer. Their duties are as follows:

- (1) The President** shall convene regularly scheduled board meetings, shall preside or arrange for other members of the Board to preside at each meeting in the following order: Vice-Chair, Secretary, Treasurer;

(2) **The Vice-President** shall chair committees on special subjects as designated by the Board;

(3) **The Secretary/Treasurer** shall be responsible for keeping records of Board actions, including overseeing the taking of minutes at all Board meetings, sending out meeting announcements, distributing copies of minutes and the agenda to each board member, and assuring the Corporation's records are maintained. In his or her capacity as Treasurer, s/he shall make a report at each board meeting, shall chair the finance committee, shall assist in the preparation of the budget, shall help develop fundraising plans, and shall make financial information available to board members and the public.

**Section 4.7. Vacancies.** When a vacancy on the Board exists mid-term, the Secretary must receive nominations for new members from present Board Members two weeks in advance of a Board meeting. These nominations shall be sent out to Board Members with the regular Board meeting announcement, to be voted upon at the next Board meeting. These vacancies will be filled only to the end of the particular Board Member's term.

**Section 4.8. Resignation, Termination and Absences.** Resignation from the Board shall be in writing and received by the Secretary. A Board Member may be terminated from the Board at the will of the President.

**Section 4.9. Special Meetings.** Special meetings of the Board shall be called upon the request of the President, or one-third of the Board. Notices of special meetings shall be sent out by the Secretary to each Board Member.

#### **Article V. Committees**

**Section 5.1. Committee Formation.** The Board may create committees as needed, such as fundraising, housing, public relations, data collection, social media, website, etc. The Board President shall appoint all Committee Chairs. The Board President may solicit advice on said appointments from the Board.

**Section 5.2. Executive Committee.** The four Board Member Officers shall serve as the members of the Executive Committee. Except for the power to amend the Articles of Incorporation and Bylaws, the Executive Committee shall have all the powers and authority of the Board of Directors in the intervals between meetings of the Board of Directors, and is subject to the direction and control of the full Board.

**Section 5.3. Finance Committee.** The Treasurer is the Chair of the Finance Committee, which shall include two other board members. The Finance Committee is responsible for developing and reviewing fiscal procedures, fundraising plans, and annual budgets with staff and other Board Members. Any major change in the budget must be approved by the Board or the Executive Committee. The fiscal year shall be the calendar year. The financial records of the Corporation are public information and shall be made available to Board Members and the public.

- (a) The Board shall approve the budget on at least an annual basis.
- (b) All expenditures must be within budget, unless approved by a majority of the Board.
- (c) Individual expenditures related to the day-to-day running and maintenance of the Corporation shall be made solely at the discretion of the Board President and shall not be subject to Board approval unless the expenditure exceeds the approved budget.
- (d) Annual reports shall be required to be submitted to the Board showing income, expenditures, and pending income.

**Article VI. Amendments**

These Bylaws may be amended when necessary by two-thirds majority of the Board of Directors. Proposed amendments shall be submitted to the Secretary to be sent out with regular Board announcements.

**Article VII. Indemnification**

The Corporation shall indemnify and hold harmless any Officer, Board Member, Director, or Employee, their personal representatives and heirs, against reasonable legal expenses, judgment, and expenses of settlement which the Corporation previously approves, actually and reasonably incurred in connection with an actual or threatened legal proceeding. If such person acted legally, in good faith and was duly authorized to act on behalf of the Corporation in the transaction from which legal liability arose which was official Corporation business (except in relation to matters as to which she/he shall have been guilty of negligence or misconduct in respect to the matter in which indemnity is sought). To preserve the right of indemnity, such litigation, whereupon the Corporation shall have the right to direct defense thereof, including, but not limited to, selection of counsel, and direction of settlement negotiations.

**Article VIII. Dissolution**

**Section 8.1. Personal Liability.** No member shall be personally liable to any creditor of the Corporation for any indebtedness or liability of the Corporation, and creditors shall look only to its assets for payment.

**Section 8.2. Dissolution.** In the event of the dissolution of the Corporation, the Board of Directors, shall, after paying or making a provision for payment of all liabilities of the Corporation, distribute the net assets of the Corporation as follows:

- (a) All assets used or leased by the Corporation that have been bought with personal funds, shall be returned to the person who bought those assets with his or her personal funds ("Owner") or to whomever the Owner so designates; and,
- (b) Assets used by the Corporation that have been bought with Grant or non-personal funds, shall be offered or donated to one or more organizations operating as a 501 (c) (3), under the federal internal revenue code.

**Certification**

These bylaws were approved at a meeting of the board of directors by a two-thirds majority vote on April 7<sup>th</sup> 2016.

Secretary Debra Stumpf

Date 4-7-16