

# **BYLAWS OF PBJ Connections, Inc. A Not-For-Profit Corporation**

## **ARTICLE I — NAME AND PURPOSE**

Section 1 — Name: The name of the organization shall be PBJ Connections, Inc. The organization may also be referred to as PBJ Connections, PBJConnections, or PBJconnections.

Section 2 - It shall be a nonprofit organization incorporated under the laws of the State of Ohio.

Section 3 — Purpose: PBJ Connections is organized exclusively for charitable and education purposes. Specifically, the purpose shall be:

1. To operate exclusively for charitable purposes within the meaning of section 501(c) (3) of the Internal Revenue Code and its Regulations as they now exist or they may be hereafter amended.
2. To create, operate, and, otherwise develop an equine-assisted therapy program.
3. To engage in any lawful act, activity or business not contrary to and for which a charitable nonprofit corporation may be formed under Chapter 1702 of the Ohio Revised Code.
4. To have and exercise all powers, rights and privileges conferred by the laws of Ohio on nonprofit corporations, including but not limited to:
  - o buying, leasing or otherwise acquiring and holding, using or otherwise enjoying and selling, leasing or otherwise disposing of any interest in any property, real or personal, of whatever nature and wherever situated, and
  - o buying and selling stocks, bonds, or any other security of any issuer as the Corporation by action of its Board may, at any time and from time to time, deem advisable.

## **ARTICLE II — MEMBERSHIP**

Section 1 — Membership: Voting membership shall consist only of the members of the board of directors.

## **ARTICLE III — BOARD OF DIRECTORS**

Section 1 — Board role, size, and compensation: The board is responsible for overall policy and direction of the organization, and delegates responsibility of day-to-day operations to the Executive Director, who oversees all other employees, and committees. The board shall have up to 10, but not fewer than 4 members. The board receives no compensation. The board of directors may decide that the Executive Director position is not required initially, in which case the Program Director shall oversee day-to-day operations.

Section 2 — Officers and Duties: There shall be four officers of the board, consisting of a President, Vice-President, Secretary and Treasurer. Their duties are as follows:

1. The President shall convene regularly scheduled board meetings, shall preside or arrange for other members of the Executive Committee to preside at each meeting in the following order: Vice-President, Secretary, Treasurer. The President shall serve a 2 year term.
2. The Vice-President shall chair committees on special subjects as designated by the board.
3. The Secretary 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 that corporate records are maintained. The secretary is also responsible for securing a location for board meetings.
4. The Treasurer shall make a report at each board meeting. The treasurer shall chair the finance committee, assist in the preparation of the budget, help develop fundraising plans, and make financial information available to board members and the public.

Section 3 — Terms: All board members shall serve two-year terms, but are eligible for re-election. All Officers shall serve two-year terms, and are also eligible for re-election as officers. The President and Vice-President's term shall be staggered. An exception shall be made for the initial board to introduce the staggering of terms. Half the members of the initial board shall serve 1 year terms, and the initial vice-president shall serve a 1 year term.

Section 4 — Meetings and notice: The board shall meet at least quarterly, at an agreed upon time and place. If appropriate facilities are available, members may attend meetings via teleconference.

Section 5 — Board elections: During the last quarter of each fiscal year of the corporation, the board of directors shall elect Directors to replace those whose terms will expire at the end of the fiscal year. This election shall take place during a regular meeting of the directors. During the first quarter of each fiscal year of the corporation, the newly constituted board of directors shall elect Officers to replace those whose terms have expired. The initial board shall be elected by the Advisory Committee.

Section 6 — Election procedures: New directors and officers shall be elected by a majority of the current directors. Directors so elected shall serve a term beginning on the first day of the next fiscal year.

Section 7 — Quorum: A quorum is 60% of board members. A quorum is required for business transactions to take place and motions to be made or passed.

Section 8 — Vacancies: When a vacancy on the board exists, 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. If the board votes to increase the size of the board of directors, the same procedure shall be used to fill the new board positions.

Section 9 — Resignation, termination, and absences: Resignation from the board must be in writing and received by the Secretary. A board member shall be terminated from the board due to excess absences, more than two unexcused absences from board meetings in a year. A board member may be removed for other reasons by a three-fourths vote of the remaining directors.

Section 10 — 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.

Section 11 - Membership restrictions: The Executive Director may not be a voting member of the Board of Directors. The Executive Director is required to attend regular board meetings, or send a delegate, but will not attend closed door sessions of the Executive Committee. Other employees may serve on the Board of Directors.

#### ARTICLE IV — COMMITTEES

Section 1 — Committee formation: The board may create committees as needed. The board President appoints all committee chairs.

Section 2 — Executive Committee: The four officers 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 3 — Finance Committee: The Treasurer is the chair of the Finance Committee, which includes two other board members. The Finance Committee is responsible for developing and reviewing fiscal procedures, fundraising plan, and annual budget with staff and other board members.

#### ARTICLE V — BUDGET

Section 1 — The board must approve the annual budget. The treasurer shall provide a report to the board at each meeting comparing actual and budgeted income and expenses. Any major change in the budget must be approved by the board or the Executive Committee. The fiscal year shall be the calendar year.

## ARTICLE VI - DEBT

Section 1 - Any form of borrowing other than routine purchases on credit require the approval of the board of directors.

## ARTICLE VI — AMENDMENTS

Section 1 — Amendments: These bylaws may be amended when necessary by two-thirds majority of the board of directors. Proposed amendments must be submitted to the secretary to be sent out with regular board announcements.

CERTIFICATION These bylaws were approved by the Advisory Committee by a two thirds majority vote on January 29, 2007. Once the initial Board of Directors is formed, the new board must re-approve these bylaws at the first board meeting.