

# **Healing Hoof Steps Corporation, A Florida Nonprofit Organization Corporate Bylaws**

## **ARTICLE 1. GENERAL**

### **Section 1.1– Name.**

The name of the Corporation is Healing Hoof Steps, hereinafter referred to as “the Corporation.”

### **Section 1.2 – Nonprofit Purposes.**

The Corporation is organized and shall be operated exclusively as a nonprofit charitable and educational organization dedicated to the purposes stated in its Article of Incorporation. The Mission Statement of Healing Hoof Steps: *Healing Hoof Steps is committed to create lasting, positive change in the lives of individuals along the Emerald Coast through therapeutic engagement with horses.*

#### **Section 1.2.1**

Just as for any corporation, the board of directors has three primary legal duties known as the *Duty of Care*, *Duty of Loyalty*, and *Duty of Obedience*.

*Duty of Care:* Take care of the nonprofit by ensuring prudent use of all assets, including facility, people, and good will.

*Duty of Loyalty:* Ensure the activities and transactions are, first and foremost, advancing its mission; Recognize and disclose conflicts of interest; Make decisions that are in the best interest of the corporation, not in the best interest of the individual board member (or any other individual or for-profit entity).

*Duty of Obedience:* Ensure the nonprofit obeys applicable laws and regulations; follows its own bylaws and adheres to its stated corporate purposes/mission.

## **ARTICLE 2. OFFICES**

### **Section 2.1 – Principal Office.**

The principal office of this corporation shall be in Okaloosa County, Florida at 3942 Jace Drive, Crestview, FL 32539.

### **Section 2.2 – Other Offices.**

The corporation may also have offices at other places as the Board of Directors may from time to time determine and the business of the Corporation may require.

## **ARTICLE 3. MEMBERSHIP**

### **Section 3.1 – Classes of Membership.**

The Corporation shall have one class of members, and no more than one membership may be held by any one person. The rights and privileges of all members shall be equal. Each member shall be entitled to one vote.

#### **Section 3.1.1 – Qualifications.**

Any individual that agrees to be bound by the Articles of this Incorporation and these Bylaws, has the experience, judgment, and skills to further the mission of the Corporation, and can

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commit the time necessary to responsibly fulfill their commitment to the organization as set forth in the Corporation's Board Member Contract and will be qualified to serve as a member of the Board of Directors.

### **Section 3.1.2 – Admission to Membership.**

Once an individual satisfies the qualification as set forth in Section 3.1.1 above, the Chairman of the Board of Directors will, at the direction of the majority vote of the Board of Directors as defined as 80% of or greater number of members, will extend an invitation to the individual to become a member of the Board of Directors.

### **Section 3.2 – Board Member Contract.**

The Board of Directors may provide for the issuance of a Board Member Contract, hereinafter referred to as the "Contract," evidencing membership in the Corporation. The Contract shall be signed by the Chairman of the Board of Directors and may be sealed with the seal of the corporation. All Contracts evidencing membership shall be consecutively numbered and include the name and address of each member, the date of issuance of the Contract, and entered on the records of the Corporation. If any Contract becomes lost, mutilated, or destroyed, a new Contract may be issued to replace it on terms and conditions determined by the Board of Directors. If the Board of Directors has provided for the issuance of a Contract of membership under the provision of this Article, then, when a person has been accepted for membership, a Contract shall be issued in that name of and delivered to the new member.

### **Section 3.3 – Property Rights.**

No member shall have any right, title, or interest in any of the property or assets, including any earnings or investment income of the Corporation, nor shall any of the Corporation's property or assets be distributed to any member upon the Corporations dissolution.

### **Section 3.4 – Liability of Members.**

No member of the Corporation shall be personally liable for any of the Corporation's debts, liabilities, or obligations, nor shall any member be subject to any assessment.

### **Section 3.5 – Transfer, Termination, and Reinstatement.**

Membership in this Corporation is nontransferable. Membership shall terminate upon the lapse of the Director's term, unless reappointed, or, on the resignation, removal, or death of a member. A member whose membership has been terminated may apply for reinstatement in the same manner as application is made for initial membership.

## **ARTICLE 4. DIRECTORS**

### **Section 4.1 – Number of Directors and Founding Director.**

The Board of Directors shall consist of no less than three (3) persons, as may be determined from time to time by resolution of the Board of Directors. Narissa Jenkins shall be known as the Founding Director.

### **Section 4.2 – Qualifications and Appointment.**

Directors shall be appointed by action of the Chairman of the Board of Directors, in consultation with the Board of Directors, as noted above in Section 3.1.1.

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**Section 4.3 – Term of Office.**

Except for the Founding Director, Narissa Jenkins, Directors shall be appointed for a term of at least one (1) year or until their successors are appointed and qualify in their stead. Directors may be reappointed without limitation as to the number of terms they may serve. Absent action to the contrary by the Board, as described in these Bylaws, reappointment is automatic.

**Section 4.4 – Vacancy.**

If the office of any Director becomes vacant, the Board of Directors shall be authorized to appoint a successor, who shall serve the same terms outlined in section 4.3 and/or unexpired term of the vacated Directorship, whichever is deemed by the Board of Directors at that time.

**Section 4.5 – Powers.**

The property, affairs, and business of the Corporation shall be governed by its Board of Directors, which may exercise all such powers of the Corporation and do all such lawful acts and things as are not by statute or by the Articles of Incorporation or by these Bylaws prohibited.

**Section 4.6 – Resignation and Removal.**

Any Director may at any time, submit a written notice of intent to resign, to the Chairman, which shall be effective upon acceptance by the Board and/or preferred expiration date requested by the director. Any Director may be removed from the Board at any time, with or without cause, by the Board of Directors when in its sole judgment and discretion by a vote of 80% of the Board of Directors in office, determine that such Director should no longer serve in that position.

**Section 4.7 – Conflict of Interest Policy.**

The Board of Directors shall adopt a Conflict-of-Interest Policy that will provide for full disclosure of material conflicting interests by Board members, officers, senior management, and employees, and permit the Board to determine whether the contemplated transaction may be authorized as just, fair, and reasonable to the Corporation.

**Section 4.8 – Transactions with Interested Parties.**

A contract or other transaction between the Corporation and one or more of its Directors, officers, or family member thereof, hereinafter referred to as “Interested Party” or between the Corporation and any other entity of which entity one or more directors, officers, or trustees are also Interested Parties, or in which entity an Interested Party has a material financial interest – shall be voidable at the sole election of the Corporation unless either of the follow provisions is satisfied.

**Section 4.8.1** The Board, in good faith, authorized, approved, or ratified the transaction by the affirmative vote of a majority as defined as 80% or greater vote of the disinterested Directors, and with disclosure of knowledge of the material facts concerning the transaction and the Interested Parties’ relationship or interest in the transaction.

**Section 4.8.2** The transaction is fair as to the Corporation as of the time it is authorized, approved, or ratified by the Board.

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#### **Section 4.9 – Compensation of Directors.**

Directors and members of any committee of the Board of Directors shall not receive compensation for their services as Directors and members of any such committee. Directors shall not be barred from serving the Corporation in any other capacity and receiving reasonable compensation for such other services. However, all Directors and officers shall be entitled to reimbursements for expenses incurred while performing their duties.

#### **Section 4.10 – Officers of the Board of Directors.**

There shall be a Chairman, Vice-Chairman, Secretary, and Treasurer of the Board of Directors, elected by the Board of Directors by a majority vote as defined as 80% or greater, for a term of at least two (2) years. Officers of the Board of Directors may be reappointed without limitation as to the number of terms they may serve.

##### **Chairman – The Chairman of the Board shall:**

- a) Preside at all meetings of the members and directors at which he/she is present. The rules of order for setting the agenda, considering motions, allowing debate, calling for votes, and any authorized business of the Board of Directors, not specifically delineated elsewhere in these rules, shall be at the discretion of the individual in this position.
- b) Execute, with the Secretary of the Board of Directors or any other officer duly authorized by the Board of Directors, any deeds, mortgages, bonds, contracts, or other instruments the execution of which has been authorized by the Board of Directors. However, in the case where the signing or execution of these instruments has been expressly delegated by the Board of Directors, by these Bylaws, or to some other office or agent of the Corporation by law.
- c) See that all orders and resolutions of the Board are carried into effect.
- d) Perform all other duties generally incident to the office of Chairman of the Board.

##### **Vice-Chairman – The Vice-Chairman shall:**

- a) Perform duties delegated by the Chairman and preside over the Board of Directors meetings and/or fulfill duties in the absence of the Chairman of the Board.

##### **Secretary – The Secretary shall:**

- a) Attend all meetings of the Board and record all votes and the minutes of all proceedings to be kept for that purpose and shall perform like duties for the standing committees when required.
- b) Give, or cause to be given, such notice as is required of all meetings of the Board of Directors and shall have such rights, duties, and powers as are authorized by the Board of Directors from time to time.

##### **Treasurer – The Treasurer or his/her designee shall:**

- a) Deliver all funds and securities of the Corporation which comes into his/her hands to such bank or trust company as the Directors shall designate as a depository.
- b) Supervise the keeping of full and accurate accounts of receipts, and disbursements in books belonging to the Corporation.
- c) Disburse the funds of the Corporation as may be ordered by the Board, taking proper vouchers for such disbursements.
- d) Render to the Directors, at the regular meetings of the Board or whenever they may require it, an account of all his/her transactions as Treasurer and of the financial condition of the Corporation.
- e) Give the Corporation a bond in such sum and with such surety or sureties as shall be satisfactory to the Board for the faithful performance of the duties of his/her office and for the

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restoration to the Corporation, in case of his/her death, resignation, retirement, or removal from office, all books, papers, vouchers, money, and other property of whatever kind in possession or under the control of the Treasurer belonging to the Corporation, if required by the Board of Directors.

- f) Have such other rights, duties, and powers as are authorized by the Board of Directors from time to time.

## **ARTICLE 5. MEETINGS OF THE BOARD OF DIRECTORS**

### **Section 5.1 – Meetings.**

Regularly occurring meetings of the Board will be held at any place and time designated by the Board. One meeting each calendar year shall be designated as the annual review meeting.

The Chairman, Vice-Chairman, Secretary, or Treasurer may call a special meeting of the Board as he or she deems necessary.

### **Section 5.2 – Notice.**

Written or printed notice for regular meetings shall state the place, day, and hour, and shall be delivered personally, electronically or by depositing in the United States mail, first class, postage prepaid, to each member not less than three (3) days prior to the date of the meeting. In case of special meetings, written or printed notice for special meetings shall state the place, day, and hour, and the purpose or purposes for which the special meetings is called, and shall be delivered personally, electronically or by regular mail to each member with as much notice as possible, given the circumstances.

### **Section 5.3 – Quorum.**

A majority of Board of Directors is defined by at least **50% or greater**, shall constitute a quorum for the transaction of business at any meeting of the Board. However, if less than majority of the Directors are present at a meeting, the Directors present may adjourn the meeting without further notice. Except as otherwise provided in these Bylaws, or in the Articles of Incorporation of the Corporation, or by law, the act of a majority of Directors present at any meeting at which a quorum is present shall be the act of the Board of Directors.

### **Section 5.4 – Action by Unanimous Written Consent Without a Meeting.**

Any action required or permitted to be taken by the Board of Directors or by a committee thereof may be taken without a meeting; however, a written consent setting forth the action so taken, signed by all the members of the Board or of the committee must be filed with minutes of proceedings of the Board or the committee.

### **Section 5.5 – Participation by Telephone Conference, Etc.**

Members of the Board of Directors or any committee designated thereby may participate in a meeting of the Board or such committee by means of a telephone conference or similar communications equipment whereby all persons participating in the meeting can collegially communicate with each other. Participation by such means shall constitute presence in person of such meeting. When a meeting is conducted by means of a telephone conference or similar communications equipment, the minutes recording any action taken at such meeting shall also note who participated in person and who participated by alternate method of communication.

## **ARTILE 6. OFFICERS OF THE CORPORATION**

### **Section 6.1 – Designation of Officers of the Corporation.**

The Officers of the Corporation shall be the Chief Executive Officer (CEO), the Chief Financial Officer (CFO), and the Chief of Operations (COO). Officers may, but need not be, Directors of the Corporation. The Board may authorize such other officers and agents as it shall deem necessary, who shall exercise such powers and perform duties as shall be determined from time to time by the Board.

#### **Section 6.1.1 – Chief Executive Officer (CEO).**

The CEO of the Corporation shall exercise general supervision and control over all activities of the Corporation, including the day-to-day executive management of the Corporation. The Board of Directors, as a general policy-making body, shall respect the executive prerogatives of the CEO in managing the day-to-day affairs of the Corporation. The CEO's duties and responsibilities are delineated in a Board of Directors-approved job description.

The Board of Directors will annually review the CEO's performance based upon the above criteria, using an instrument or process approved by the Board of Directors as a whole. All other Officers of the Corporation are subordinate and report, either directly, or indirectly, to the CEO.

The CEO may, but need not be, a Director of the Corporation. If the CEO is not a Director of the Corporation, he or she shall attend all meetings and serve as a member of the Board of Directors in an ex officio capacity. If he or she is not a Director of the Corporation (except in the ex officio capacity), the CEO shall not vote on any Board proposals, except to break ties.

#### **Section 6.1.2 – Chief Financial Officer (CFO).**

The CFO will have financial oversight for the successful implementation of the corporation's annual budget. Reporting to the CEO and serving as a member of the administrative team, the CFO is responsible for all aspects of the organization's finances.

#### **Section 6.1.3 – Chief Operating Officer (COO).**

The COO, if one has been elected, shall be the Chief Operating Officer of the Corporation and subject to the Board of Directors, shall assist the CEO with general supervision and control over all activities of the Corporation, including the day-to-day executive management, with all such powers with respect to the management and supervision of such business, properties and operations as may be reasonably incident to such responsibilities. In the absence of the Chief Executive Officer, he/she shall execute the same duties and responsibilities as delineated in a Board of Directors-approved job description.

### **Section 6.2 – Term of Service.**

Except as otherwise provided herein, the Officers of the Corporation can serve as compensated employees of the Corporation at the pleasure of the Board of Directors, subject to termination at will by the CEO and/or the Board of Directors, except as limited below.

### **Section 6.3 – Removal.**

Any Officer of the Corporation may be removed at any time with or without cause by the Board of Directors when, in consultation with, and at the recommendation of the Chairman and CEO,

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the Board determines that such officer should no longer serve in that position. Any removal shall be without prejudice in the contract rights, if any, of the officer removed. The removal of any Officer of the Corporation shall be considered extraordinary and require the unanimous consent of the Board of Directors with exception of the officer in question.

#### **Section 6.4 – Vacancies.**

In the event of an absence or disability of an Officer of the Corporation, or in any other case that the Board of Directors may deem sufficient reason, the Board of Directors, by majority vote as defined as 80% or greater members, may delegate for the time being any or all powers or duties of any officer to any other officer, Director, or any other person.

### **ARTICLE 7. COMMITTEES AND ADVISORY BOARDS**

#### **Section 7.1 – Board Committees.**

The Board of Directors, by majority vote of all Directors in office as defined by 80% or greater members, may appoint two or more persons from among its own number, or from outside of the board, to serve as special and standing committees that are determined necessary, which shall have such powers and duties as shall from time to time be prescribed by the Board. Except as otherwise provided by Florida law, the Articles of Incorporation, these Bylaws, or resolution of the Board, each Board committee may exercise the authority of the Board for such purposes as the Board or these Bylaws may designate. However, in no event shall a Board committee:

- a) Fill vacancies on the Board or any Board committee
- b) Amend the Articles of Incorporation
- c) Adopt, amend, or repeal the Bylaws.
- d) Approve a plan or merger.
- e) Transfer any of the assets of the Corporation

#### **Section 7.2- Standing Committees.**

The following Standing Committees of the Board of Directors are authorized to review proposed policies and procedures and make recommendations to the Board of Directors as a whole (e.g., the Finance Committee will review the proposed annual budget and make a recommendation regarding passage, including proposed amendments, to the Board of Directors, but will not, on its own, approve the annual budget):

1. Policy and Governance Committee
  1. Chairman- Chairman of the Board of Directors
  2. Ex-officio- CEO
2. Compliance and Continuous Improvement Committee
  1. Chairman- Vice Chairman of the Board Directors
  2. Ex-officio- CEO
3. Finance Committee
  1. Chairman- Treasurer of the Board of Directors
  2. Ex-officio- CFO
4. Facilities Committee
  1. Chairman- at large Director
  2. Ex-officio- COO

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### **Section 7.3 - Ad Hoc Committees and Miscellaneous Provisions.**

The Board of Directors may establish such other committees as it sees necessary or useful for the business and operation of the corporation. These committees may not exercise the authority of the Board but shall have only such duties and authorities as shall from time to time be prescribed by the Board. The delegation of duties or authorities to any committee shall not operate to relieve the Board of Directors or any member of the Board from any responsibility imposed by law. Rules governing procedures for meetings of any committee shall be the same as those governing the Board itself, except that the Board of Directors can set the regular meeting time and place for any committee and may call special meetings of any committee.

## **ARTICLE 8. FISCAL MATTERS**

### **Section 8.1 – Funds.**

All funds of the Corporation shall be deposited to the credit of the Corporation to banks, trust companies, or other depositories selected by the Board of Directors.

### **Section 8.2 – Checks, Drafts, Orders for Payment.**

Unless specified otherwise by law, these Bylaws, or the Articles of Incorporation, the Treasurer and CEO must cosign any, promissory notes, orders for payment of money, and other evidence of indebtedness of the Corporation that exceed the amount of two hundred dollars (\$200) excluding payroll and day to day operations. Any checks, drafts, promissory notes, orders for payment of money, and other evidence of indebtedness under the amount of two hundred dollars (\$200) may be signed by either the CEO or the Treasurer solely. Any expenditures that would exceed the board approved operating budget must be approved by a majority vote as defined as 80% or greater of the Directors prior to any purchase of goods or services. The CEO may authorize payments and sign checks for board-approved operational expenses only. Any payments made to the CEO for reimbursements or services rendered must be signed by the Treasurer or CFO, and may not, for any reason, be signed by the CEO.

### **Section 8.3 – Contracts.**

The Board of Directors may, by resolution duly adopted, authorize any Director, officer, agent, or agents of the Corporation, to enter any contract or to execute and deliver any instrument in the name of and on behalf of the Corporation. This authority may be general or confined to specific instances. No agent or officer of the Corporation shall have the power or authority to bind the Corporation by any contract or engagement, or to pledge its credit or render it liable monetarily, unless authorized by the Board of Directors.

### **Section 8.4 – Gifts and Contributions.**

The Board of Directors or an Executive Committee may accept on behalf of the Corporation any contribution, gift, bequest, or devise of any type of property (“donation”), consistent with its general tax-exempt purposes, as set forth in the Articles of Incorporation.

### **Section 8.5 – Designated Contributions.**

The Corporation may accept any gifts including designated contributions, grants, bequests, or devises consistent with its general exempt purposes, as set forth in the Articles of Incorporation. As so limited, donor designated contributions will be accepted for special funds, purposes, or uses, and such designations generally will be honored. However, the Corporation shall reserve all rights, title, and interest in and to such gifts and control of such contributions, as well as full

discretion as to the ultimate expenditure or distribution thereof in connection with any special fund, purpose, or use. Further, the Corporation shall retain sufficient control over all donated funds (including designated contributions) to assure that such funds will be used to carry out the Corporation's tax-exempt and mission purposes.

#### **Section 8.6 – Interested Party's Business with the Corporation.**

The Corporation may not make any loan to a director or Officer of the Corporation. A Director, Officer, or Committee member of the Corporation may lend money to and otherwise transact business with the Corporation, except as otherwise provided by these Bylaws, the Articles of Incorporation, and applicable law. Such a person transacting business with the Corporation has the same rights and obligations relating to those matters as other persons transacting business with the Corporation. The Corporation may not borrow money from or otherwise transact business with a Director, Officer, or Committee Member of the Corporation without full disclosure of all the relevant facts and without the Board's approval, not including the vote of any person having a personal interest in the transaction.

#### **Section 8.7 – Prohibition Against Sharing Corporate Profits and Assets.**

No Director, Officer, employee, or agent, or any other person shall receive at any time any of the net earnings or profits from operation of the Corporation. However, this provision shall not prevent payment to any such person for reasonable compensation for services performed for the Corporation in effecting any of its public or charitable purposes, provided that such compensation is otherwise permitted by these Bylaws, nor shall it prohibit the Corporation from making charitable contributions to other worthy nonprofit organizations in line with the Corporation's mission and public or charitable purpose and approved by its Directors through the normal course of business. No person shall be entitled to share in the distribution of or receive any of the Corporation's assets upon dissolution, except as noted below in Article 12.

### **ARTICLE 9. MISCELLANEOUS**

#### **Section 9.1 – Books and Records.**

The Corporation shall prepare and maintain correct and complete books and records of account and shall also keep minutes of the meetings of its Board of Directors and committees and shall keep at the registered or Principal office a membership book giving the names and addresses of members entitled to vote. All books and records of the Corporation may be inspected by any Director, agent, or attorney of either, or any proper person, at any reasonable time.

The CFO and/or CEO shall furnish an annual report in electronic copy to all Directors and to any donor to the Corporation who provided a gift or gifts that aggregate to greater than ten thousand dollars (\$10,000) during the fiscal year no later than one hundred and twenty days (120) after the close of the Corporation's fiscal year. The report shall become part of the records of the Corporation, upon formal acceptance by the Board, and contain the following information:

1. The assets and liabilities of the Corporation at the close of the past fiscal year.
2. Principal changes in assets and liabilities throughout the past fiscal year.
3. The revenue and receipts of the Corporation during the past fiscal year.
4. The expenses and disbursements of the Corporation for the past fiscal year.

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**Section 9.2 – Fiscal Year.**

The fiscal year of the Corporation shall begin on the first day of January and end on the last day of December each year.

**Section 9.3 – Corporate Seal.**

The Corporation may have a seal in the form determined by the Board of Directors. Said seal may be used by causing it or a facsimile thereof to be impressed or affixed or otherwise reproduced, or by writing the word “SEAL” beside the signature of an authorized Director or Officer of the Corporation.

**Section 9.4 – Waiver of Notice.**

Whenever any notice is required to be given, under the provision of the Florida Not-For-Profit Corporation Act, or under the provision of the Articles of Incorporation or the Bylaws of the Corporation, a written waiver signed by the person or persons entitled to notice, whether before or after the time stated, shall be deemed the equivalent to the giving of notice.

**ARTICLE 10. AMENDMENTS****Section 10.1 – Amendments to the Articles of Incorporation.**

The Articles of Incorporation may be amended, altered, or repealed by a majority vote as defined as 80% or greater of the members of the Board of Directors in office, at any regular or special meetings of the Board.

**Section 10.2 – Amendments to the Bylaws.**

These Bylaws may be amended, altered, or repealed by a majority vote as defined as 80% or greater of the members of the Board of Directors in office, at any regular or special meetings.

**ARTICLE 11. DISSOLUTION****Section 11.1 – Procedure for Dissolution.**

If the Corporation should need dissolving, this must be accomplished by a unanimous vote of the Board of Directors at an annual or special meeting.

**Section 11.2 – Distribution of Assets.**

Upon dissolution of the Corporation, the Board of Directors shall, after paying or making provisions for payment of all liabilities of the Corporation, dispose of all remaining assets of the Corporation to a nonprofit corporation, organized for the purpose of rescuing equines. The nonprofit to which such assets go must be operated exclusively for charitable, educational, or scientific purposes, and, at the time, qualify as an exempt organization under Section 501 (c) (3) for the Internal Revenue Code of 1954 or any successor law of the United States.