

Effective Date: _____

Approved by: _____

Expand-Able Horizons

Bylaws

Article I. Name and Location

The name of this organization shall be Expand-Able Horizons, herein referred to as Horizons, and it shall be located in Gardnerville, Nevada.

Article II. Mission and Purpose

The Mission of Horizons shall be to enhance the quality of life for adults with Developmental Disabilities through activities, education, skills training, and coaching towards independent living.

The Purpose of Horizons shall be to provide and coordinate a wide variety of activities and educational programs to support adults with Developmental Disabilities in an environment that encourages social interaction, and facilitates learning and improving life skills to enable independent living.

This organization is organized exclusively for charitable purposes under section 501 (c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code. Horizons shall operate its programs in such a manner as to maintain status as a Nevada Non-profit Corporation and to obtain and maintain qualification as a 501(c)(3) organization under the Internal Revenue Code.

Article III. Definitions

Board of Directors or Board. “Board of Directors” or “Board” shall mean the board of directors of Horizons.

Director. “Director” shall mean and refer to a member of the Board of Directors.

Member. “Member” shall mean a person entitled to membership in Horizons as provided by resolution of the Board of Directors.

Membership. “Membership” shall mean the Members of Horizons.

Officers. “Officers” shall mean those Directors elected by the Board of Directors for the positions of President, Vice President, Secretary, and Treasurer

Organizational Changes. “Organizational changes” shall mean changes related to positions as Directors or Officers, whether terms of office, appointment or election to office, or removal from office.

Participant. “Participant” shall mean an adult with Developmental Disabilities who attends any activity or program provided by this organization.

Visitor. “Visitor” means a person, other than an employee, Volunteer or Participant, who attends any of Horizons’ activities or programs on a random, unscheduled basis and who may engage with Participants during such activities and programs.

Volunteer. “Volunteer” means a person who is present at any of Horizons’ activities or programs on a regular schedule and who may engage with Participants during such activities and programs.

Article IV. Board of Directors

Section 1. Board

Horizons shall be governed by a Board of Directors, numbering no fewer than 3 and no more than 5 individuals. All Directors shall comply with the requirements established by the Board for membership in Horizons.

Section 2. Elections, Additions, and Vacancies

The number of Directors active on the Board shall be under change authority by a majority of all currently serving Directors. New Directors, either to fill vacancies in the Board or to add to the total number of Directors, may be added by vote of the majority of all currently serving Directors.

Section 3. Director Terms and Compensation

Directors shall serve from January 1 of the year following their election and shall serve for a term of two (2) years. There is no limitation on the number of successive terms a given Director may serve.

Directors shall serve without compensation. Directors shall be reimbursed for expenses incurred in carrying out the duties of Horizons. All reimbursement for expenses shall be approved by the Board.

Section 4. Meetings

The Board of Horizons shall hold no less than four (4) regularly scheduled meetings per year, one in January, one in April, one in July, and one in September. Meetings shall be in person, and telephonic participation is considered to be “in person.” The annual calendar for these meetings will be scheduled at the first Board meeting in January. The President or any two (2) Horizons Directors may call special meetings. Directors will be notified of special meetings at least one (1) week prior to the meeting.

Section 5. Voting

A quorum being present at a Board meeting, decisions shall be carried by affirmative vote of the majority of the quorum, except where otherwise specified in the Bylaws. A quorum for all decision-making purposes other than organizational changes shall consist of a majority of the Directors of the Board present at the meeting. For organizational changes, a quorum shall consist of all currently serving Board Directors. Each Director shall have one vote. In case of a tie, the matter shall be considered undecided and shall be placed on the agenda as unfinished business for action at the next Board meeting.

Section 6. Informal Action

Action taken by the Board without a meeting shall be considered written consent to the action in question if approved by all of the Directors and filed with the minutes of the proceedings of the Board. Electronic submissions are considered to be “written.”

Section 7. Records

Outgoing Directors are responsible for turning over to their successors, or to the Secretary, until the election of their successors, all records, money, materials, and other items associated with their office which are the property of Horizons in proper condition and within a week of the termination of their office.

Section 8. Resignation and Removal

1. Any Director may resign at any time by submitting a written resignation to the President, the Secretary, or the Board. Unless otherwise stated, the resignation will be effective immediately upon receipt of the written resignation.

2. A member of the Board may be removed from office if he to fulfill his assigned/committed duties, or in the case of proven, significant legal or ethical infractions, or actions that otherwise seriously undermine Horizons, its good public reputation, or its activities. After any Director so charged has had notice and an opportunity to be heard, the Director so charged may be removed from the Horizons Board with cause by a unanimous vote of all the currently serving Directors except the Director charged. Any removal from office is at the discretion of the Board.

Section 9. Indemnification

Horizons shall, to the maximum extent permitted by Nevada law in effect at the time of these Bylaws, or as amended from time to time, and in accordance with that law, indemnify each of its Directors, officers, employees, or other agents against expenses, judgments, fines settlements, and other amounts actual and reasonable incurred in connection with any proceeding arising by reason of the fact any such person is or was such a Director, officer, employee, or other agent of this non-profit corporation.

Section 10. Insurance

Horizons shall purchase and maintain General Liability insurance and Directors and Officers insurance. Horizons shall purchase and maintain Worker's Compensation insurance on behalf of any employee. Horizons may purchase and maintain other insurance as approved by the Board.

Section 11. Leadership

Leadership by the Board shall be performed in good faith for the benefit of the organization to achieve objectives outlined in the Articles of Incorporation, Bylaws, Mission, and Purpose of Expand-Able Horizons, and consistent with the powers enunciated by NRS 82.121 et seq.

Section 12. Conflict of Interest

Directors shall act in the best interest of Horizons. Each Director shall disclose to the Board any financial interest which he may have in any matter pending before the Board and shall refrain from participation in any decision on such matter.

Article V. Officers

Section 1. Officers

The elected officers of Horizons shall consist of the President, Vice President, Secretary, and Treasurer. The officers shall be Directors of Horizons.

Section 2. Terms

Each officer shall hold office for a term of one (1) year, and elections shall be held on an annual basis. The term of office shall be January 1 through December 31.

Section 3. Vacancies

Vacancies in any office because of death, resignation, removal, disqualification, or any other

cause shall be filled by a Board Director with a majority approval vote by all currently serving Directors. The only exception is the office of the President, which shall be filled by the Vice President, if willing to serve. If the Vice President is unwilling to accept the Presidency, then the office shall be filled by recruiting a Director to fill the position until December 31 of that calendar year or until such time as a person is elected to fill the position of President, whichever comes sooner. The existing Officers shall continue to serve until such time as elections are held.

Section 4. Duties of the President

The President shall:

1. Prepare the agenda and preside at Horizons Board meetings and the annual meeting of the Membership.
2. Organize a yearly goal statement.
3. May attend Horizons Committee meetings.
4. Coordinate the work of Officers and Committees of Horizons in order that the goals of Horizons may be promoted.
5. Attend and assist at Horizons fund raising events.
6. Represent Horizons and promote the goals of Horizons throughout the community.

Section 5. Duties of the Vice President

The Vice President shall:

1. Act as an aide to the President.
2. Perform the duties of the President in the absence or inability of that officer to serve.
3. Represent the President as requested.
4. Report to the President.
5. Represent Horizons and promote the goals of Horizons throughout the community.

Section 6. Duties of the Secretary

The Secretary shall:

1. Be custodian of Horizons records.
2. Keep copy of and monitor matters relevant to the approved Bylaws and Articles of Incorporation as may be required by Board Directors.
3. Record minutes of all meetings and general membership meetings and distribute the minutes to the Directors prior to each meeting and make available to the Members upon request.
4. Issue notices of meetings and agendas.
5. Coordinate with the Treasurer to ensure all required IRS and State corporate and tax forms and documents are properly and timely filed.
6. Keep accurate, current list of the names and contact information of Members.
7. Conduct official correspondence of the Board.
8. Maintain Horizons history. Maintain records of lengths of service of Officers. Maintain records of terms of Directors.
9. Report to the President.
10. Represent Horizons and promote the goals of Horizons throughout the community.

Section 7. Duties of the Treasurer

The Treasurer shall:

1. Receive and deposit funds of Horizons.
2. Keep a full and accurate accounting of all receipts and expenditures of Horizons.
3. Present a financial report at every regularly scheduled meeting of the Board, every annual meeting of the Members, and at other times as requested by the Board.
4. Make disbursements as authorized by the Board. The signature of at least two Horizons Board Directors shall be required to authorize all checks for payments and all withdrawals from any bank or investment account.
5. When the Treasurer changes, or upon request of the Board, or at least annually, the Treasurer shall submit the books for review by a Committee of at least two (2) other Board members who shall verify whether or not the books are complete and accurate.

6. Submit any necessary state and federal tax-exempt accounting requirements as required by law.
7. Receive dues, if any, and coordinate with the Secretary to maintain membership records.
9. Report to the President.
10. Represent Horizons and promote the goals of Horizons throughout the community.

In the temporary absence of the Treasurer, the majority of all currently serving Directors shall appoint an Assistant Treasurer.

Horizons tax returns and financial audits shall be performed by a Board-selected professional public accountant or firm.

Section 8. Restrictions on Powers of Officers

No officer of Horizons may unilaterally decide to commit or not commit the resources of the organization. Any such decision can only be made at a Board meeting by a majority of the Directors present at the meeting.

Article VI. Committees

A Committee may be established by the Board of Directors. Committees concerning Governance and Fund sourcing shall consist solely of members of the Board. All other Committees shall be chaired by at least one (1) member of the Board and may be comprised of Members or non-members. For these Committees the majority of the Directors present at the meeting shall appoint the Chairman from the Board, and the Chairman shall appoint as many Committee members as necessary for each Committee. All Committee decisions are subject to review and approval by the Board, at the Board's discretion. Unless otherwise provided, each Committee shall be governed by these Bylaws.

Article VII. Nominations and Elections

Section 1. Nominations

Nominations for expired terms of officers of the Horizons Board are made by the Horizons Board or an elections committee.

Section 2. Elections

Elections of Officers shall be held at a Board Meeting by a majority of those Board members present. If there is but one nominee for any office, it shall be in order to move that the Secretary cast the unanimous vote of Horizons for the nominee.

Article VIII. Membership

Section 1. Membership

By means of resolution, the Board may approve a policy establishing requirements for Membership, and the Board may change those requirements from time to time. At the Board's discretion, the requirements for Membership may include the payment of dues which each Member shall pay in an amount approved by the Board. Dues, if any, are designated for July 1 through June 30 unless otherwise stated in written form. Membership is available and open to anyone who meets requirements approved by the Board, and who applies for Membership by means of written correspondence. Each Member in good standing is eligible to receive Membership benefits authorized and approved by the Board and to receive information about Horizons.

Section 2. Termination

Membership may be terminated by the Member's written resignation submitted to the Board. In addition, the Board is empowered to terminate a Membership for cause by majority vote. A Membership thus terminated shall lose all rights and benefits. A pro-rated portion of any dues paid by the Member may be refunded at the sole discretion of the Board. In such an event and at the request of the Member, an action item shall be placed on the agenda at the next regularly scheduled Board meeting.

Article IX. Limitations on Activities

No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes described in section 501(c)(3). No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office. Notwithstanding any other provision of these articles, the corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under section 501 (c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or (b) by a corporation, contribution to which are deductible under section 170(c)(2) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

Article X. Code of Conduct

By means of resolution, the Board shall establish a Code of Conduct which shall apply to all Directors, Officers, employees, Volunteers, Members, and Participants, and the Board may amend this Code of Conduct from time to time.

Article XI. Gender

The use of any gender refers to all genders, and the use of singular includes the plural, and vice versa, whenever the context of these Bylaws so require.

Article XII. Written Correspondence

Electronic correspondence shall be considered written and shall be maintained as part of the records of Horizons.

Article XIII. Fiscal Year

The fiscal year of Horizons shall be January 1 to December 31.

Article XIV. Amendments

These Bylaws shall be reviewed by the Board not less often than once every two (2) years and documented as to date of each review. New Bylaws may be adopted, or these Bylaws may be amended by a majority of the quorum of the Board present at the meeting, providing notice of such proposed amendments has been given to the members of the Board at least one month in advance of the vote.

Article XV. Dissolution

Section 1. Procedure

This Non-Profit Corporation may be dissolved and its affairs settled in accordance with the applicable laws of the State of Nevada provided, however that

(a) the Board has been given sixty (60) days written notice of the meeting so that the Directors may consider the dissolution of Expand-Able Horizons and that

(b) a resolution of dissolution shall only be adopted upon receiving the affirmative vote of a majority of all Directors.

Section 2. Distribution of Surplus

In the event of liquidation following dissolution of Expand-Able Horizons, after paying or adequately providing for the debts, obligations, and liabilities of the corporation, the remaining assets of the corporation shall be distributed to another organization (or organizations) organized and operated exclusively for non-profit purposes which has established tax-exempt status under Section 501(c)(3) of the Internal Revenue Code, or the corresponding provision of any future United States Internal Revenue Law.

Article XVI. Parliamentary Authority

Section 1. Rules of Order

Written Rules of Order, as adopted by the Board and revised from time to time, shall govern this organization in all cases to which they are applicable and in which they are not inconsistent with these Bylaws.

Section 2. Parliamentarian

The President may appoint a Parliamentarian. The decision of the President, upon advice of the Parliamentarian, shall be final in all parliamentary matters.

Certificate of Adoption of Bylaws

I certify that I am an elected and acting Officer of Expand-Able Horizons, a non-profit corporation, and that the foregoing Bylaws constitute the Bylaws of said organization.

Keith E. Lewis, President

Suzanne Towse, Secretary

Rose Mary White, Treasurer

Dated this ____ day of _____, _____

