

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

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

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

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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**

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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”).

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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.

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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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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.

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

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

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

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

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

CHAPTER V – ADMINISTRATION

Article 501 – Conveyances and Encumbrances

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

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

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.

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391 **CHAPTER VII – MISCELLANEOUS**

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393 **Article 701 – Miscellaneous Provisions**

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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 1st through November 30th 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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