

NEW HEIGHTS THERAPY CENTER, INC.

By-Laws

ARTICLE I

NAME

The legal name of the Non-Profit Corporation shall be known as NEW HEIGHTS THERAPY CENTER, INC., and shall herein after be referred to as the "Corporation"

ARTICLE II

OFFICES

The principal office of the Corporation shall be located at:
82302 Holliday Road, Folsom, Louisiana 70437

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

ARTICLE III

MISSION / PURPOSE

NEW HEIGHTS THERAPY CENTER is a premier therapeutic equestrian riding center dedicated to positively impacting lives through the healing power of the horse. Corporation promotes the welfare of individuals with special needs by:

- a. Providing a program of therapeutic, educational and recreational value
- b. Teaching participants basic horsemanship skills
- c. Provide participants with the opportunity to ride and care for horses in a supervised setting

ARTICLE IV

BASIC POLICIES

The following are the basic policies of the Corporation:

1. The Corporation is a nonprofit organization 501(c)(3). No part of the assets, income, or profit of the Corporation is distributable to, or goes to the benefit of its directors, officers, or members.
2. The Corporation shall not carry on any activities that would be attempting to influence legislation, except as those activities allowed by Federal Law for 501(c)(3) corporations. It shall not participate in or intervene in any political campaign on behalf of any candidate for public office.

3. The Corporation shall be noncommercial, nonsectarian, and nonpartisan.
4. The name of the Corporation or the names of any members in their official capacities shall not be used in any connection with a commercial concern or with any partisan interest or for any purpose not appropriately related to the promotion of the objectives of the Corporation.
5. The Corporation may cooperate with organizations and agencies concerned with individuals with special needs, but persons representing the Corporation in such matters shall make no commitments that bind the Corporation without the expressed approval of the Board of Directors.

ARTICLE V

MEETINGS OF MEMBERS

1. *Place of Meetings*

All meetings of members shall be held at location approved by the Board, given 30 days written notification of such location.

2. *Membership*

“Members” shall be defined as the initial incorporators named in the Articles of Incorporation dated July 3, 1998, and others who indicate an interest in the affairs of the corporation who may be elected as members at any time by a majority vote of those who are then directors.

3. *Annual Meeting*

An annual meeting of the members shall be held each year for the purpose of election of the Board of Directors and approval of the next year’s working budget, the transaction of such business as may come before the meeting. Said meeting to be held in November, however the Board of Directors may postpone the annual meeting to such other time and place as they may determine.

4. *Special Meetings*

Special meetings of the members may be called by the President, or any two (2) members of the Board. Any member may request in writing to the Board the need for a special meeting and must disclose nature of meeting requested. Special Meetings must give at least a two (2) day notice.

5. *Notice of Meetings*

Notice of meetings may be sent electronically via email, fax, or by text stating the time and place of the meeting and shall be delivered not less than ten (10) nor more than thirty (30) days before the date of any meeting, to each member of record. In the case of a Special Meeting, the notice of meeting shall specifically state the purpose for which the meeting is called.

6. *Parliamentary Authority*

The official parliamentary authority for this organization shall be the current edition of Roberts' Rules of Order, in all cases to which they are applicable and in which they are not inconsistent with these by-laws and any special rules of order adopted by the Board and interpreted by the president or his/her designee.

ARTICLE VI

BOARD OF DIRECTORS

1. *General Powers and Responsibilities*

The Corporation shall be governed by a Board of Directors, which shall have all the rights, powers, privileges, and limitations of liability of directors of a non-profit, organized under the Louisiana Non-Profit Corporation Law. The Board shall establish policies, and directives governing business and programs of the Corporation, and shall delegate to the Executive Director, subject to the provisions of these by-laws, authority and responsibility to see that the policies and directives are appropriately followed.

2. *Number and Qualifications*

The Board shall have up to fifteen (13) but no fewer than three (3) Board Members. The number of Board Members may be changed by special appointment or affirmative majority vote of the current Board of Directors. All Directors must be active members of the Corporation.

3. *Board Compensation*

The Board shall receive no compensation other than reimbursement of reasonable expenditures.

4. *Board Elections / Nominating Committee*

Recommendations from the Nominating Committee (appointed by the President) shall be made known to the Board in writing before nominations are made and voted on by members at the annual meeting held in November. A slate of proposed directors shall be prepared by the Nominating Committee (which shall consist of the current board President, one (1) current officer, and 1-3 additional members comprised of: two (2) current serving Board members (non-officers), and/or no more than two (2) Advisory Board members, as well as the Executive Director in an ex-officio, non-voting role. Total voting members needs to be an odd number of 3 or 5).

5. *Quorum*

A quorum of the Board shall be a majority of the elected members. If the Board consists of at least nine (9) members, then the presence of a simple majority of the directors shall constitute a quorum. Written proxies will be allowed; however, a Board Member may also join the Board Meeting by way of conference call and his/her vote will be counted.

a. Lack of Quorum

If a meeting cannot be organized because a quorum is not present, a majority of those present may adjourn the meeting to such time and place as they may determine, but no other business may be transacted.

b. Voting

Voting shall be in person or by written proxy (*proxies must be in office 48 hours prior to item being voted upon*). A Board Member may also join the Board Meeting by way of conference call and his/her vote will be counted.

6. *Election/Qualifications*

In order for a candidate to be considered for a Board of Director position he/she must first fulfill one of the following:

- a. Serve on a committee for two (2) years, or
- b. Serve as chair of a committee for one (1) year, or
- c. If a candidate does not meet these criteria, their name must first be brought to the Executive Committee, to be approved, then given to Nominating Committee to make final decision on whether the candidate will be presented to Board for vote at the Annual Meeting.

The slate for new and renewing Board Members shall be approved by the majority of those Board Members at a Board meeting at which a quorum is present. The written report of the Nominating Committee shall be presented to the current Board of Directors thirty (30) days prior to the Annual Meeting. Additional nominations for the Board may be presented at the Annual Meeting, provided prior consent has been secured from the person whose name is to be proposed.

The Directors shall be elected at the Annual Meeting of members, and those persons who receive the highest number of votes shall be deemed to have been elected. If any member so demands, the election of Directors may be by written ballot rather than verbal vote.

7. *Term of Board Members*

All those elected to the Board shall serve a term of two (2) year(s). A majority of the Board, during the course of a Board meeting at which a quorum is present, may appoint a Board Member to serve until the next Annual Meeting.

- a. Once a Board Member's term is complete, he/she leave the Board for one (1) year before resubmitting his/her name to Board to be considered for another term of two (2) years. During his/her absence from the Board he/she is welcome to sit on Advisory Board (Article VI section 9) and is encouraged to work on a committee. This process will increase Board stability and consistency.

8. *Board Member Removal (vacancies)*

Regular attendance at scheduled Board meetings is expected as a condition for remaining on the Board. A vacancy on the Board of Directors may exist at the occurrence of the following conditions:

- a. Death, resignation, or removal of any Director,
- b. Missing three (3) consecutive meetings of the Board of Directors, or a total of four (4) meetings during any one calendar year, unless specifically excused for these absences by the President,
- c. Engaging in conduct detrimental to the interests of the Corporation, for lack of empathy with its objectives, or for refusal to render reasonable assistance in carrying out its purpose.

Vacancies: Any vacancy which shall occur among the Directors may be filled by appointment of the remaining Directors. Any Director may resign at any time by giving written notice of such resignation to the president or secretary of the Corporation. Any vacancy may be filled by the Board until the next annual meeting of the members. Number of Board of Director's should always be an odd number.

Board Member Removal: Additionally, any director may be removed at any time by the affirmative vote of the majority of those Board of Directors voting at an annual or special meeting of the members. In all questions involving ethics and conduct, the Board will make relevant determinations, except that any individual whose conduct is at issue will not participate in such decisions.

In general, the use of good judgment based on high ethical principles will guide directors, officers, and employees with respect to lines of acceptable conduct. However, if a situation arises where it is difficult to determine the proper course of conduct, or where questions arise concerning the propriety of certain conduct by an individual or others, the matter should be immediately brought to the Executive Committee to resolve.

9. *Advisory Board*

The membership of the Advisory Board shall include former NEW HEIGHTS THERAPY CENTER board members and NEW HEIGHTS THERAPY CENTER appointed persons.

- a. The duties shall be to promote the interests of the Corporation whenever representing the organization.
- b. The Advisory Board may have up to 5 former Board Members called upon to serve because of their history and expertise concerning the organization. Advisory Board Members are asked to serve on committees, may attend board meetings and obtain all reports and records associated with the meetings and is an ex-officio member without voting privileges.
- c. The Board reserves the right to terminate membership of an Advisory Board member if it deems responsibilities and duties are not being met. An Advisory Board member may

resign from the Advisory Board with written notice to the president or secretary of the Corporation.

10. *Authority of the Board of Directors*

The Board of Directors may exercise all such powers of the corporation and do all such lawful acts and things which are not prohibited by law, by the Articles of Incorporation, or by these by-laws. The Board of Directors shall have the authority and responsibility to hire or contract with a qualified Executive Director who shall have general oversight of the Corporation's programs and activities and who shall operate within the policies adopted by the Board of Directors.

An individual Board Member is not empowered or allowed to provide day-to-day work instruction to staff without first clearly authorized in doing so by board of directors and executive director.

11. *Board Meetings*

All meetings of the Board of Directors shall be held at location approved by the Board with 30 days' notice. Notice of meetings must be in writing and may be sent electronically via email, fax, or by text stating the time and place of the meeting. Special meetings of the members may be called by the President, or any two (2) members of the Board. Any member may request in writing to the Board the need for a special meeting.

The Board must meet at least six (6) times a year. Additionally, two (2) Board meetings shall be held at Corporation location allowing the possibility of staff to give individual progress reports. Corporation location meetings will need to be longer in length to accommodate staff reports.

The dates and locations of Board Meetings are set by the Board, if possible, one (1) year in advance, but may be subject to change with Board approval.

12. *Parliamentary Authority*

The official parliamentary authority for this organization shall be the current edition of *Roberts' Rules of Order*, in all cases to which they are applicable and in which they are not inconsistent with these by-laws and any special rules of order adopted by the Board and interpreted by the president or his/her designee.

ARTICLE VII

OFFICERS

1. *Officers*

The Officers of the corporation shall be a President and a Secretary, and may include Vice President(s), a Treasurer and such other officers as the Board deems necessary or appropriate.

2. *Election and Term of Office*

The Officers shall be elected by the Board of Directors of the corporation at the annual meeting and shall serve a term of two (2) years, or until such times as their successors have been elected and qualify.

Officers may be elected to a single one (1) year additional term. However, if so approved by the Board, the office of Treasurer may be held by the same person until he/she resigns or is removed by the Board. Partial vacancies in offices shall be filled by the Nominating Committee and voted on by the Board, until the next annual meeting of the members.

3. *Duties*

The duties of the Officers, if elected pursuant to Section 2 above, shall be as follows:

President

The President shall preside at all meetings of the members and Board of Directors and exercise and perform the other powers and duties as may be from time to time assigned to him/her by the Board of Directors. The President shall be the chief executive officer of the Corporation's business and financial affairs subject to the control of the Board. He/she shall, when present, preside at all meetings of the members. He/she shall sign, with the Secretary or any other proper Officer of the Corporation authorized by the Board, any deeds, mortgages, bonds, contracts, or other instruments which the Board of Directors has authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the Board or by these by-laws to some other officer or agent of the Corporation, or shall be required by law to be otherwise signed or executed; and in general he/she shall perform all duties incident to the office of President and such other duties as may be prescribed by the Board from time to time.

1st Vice President *(in the event there are two)*

In the absence of the President, the 1st Vice President shall perform the duties of the President, and when so acting shall have all the powers of and be subject to all the restrictions upon the President. The 1st Vice President shall perform such other duties as from time to time may be assigned to him/her by the Board.

Secretary

The Secretary shall be the custodian of all records and documents of the Corporation, which are required to be kept at the principal office of the Corporation.

The Secretary shall record minutes at all meetings of the Board. The Executive Director will have staff transcribe recorded minutes within seven (7) days of said meeting and will send electronically to Secretary for approval. Once approved by Secretary the minutes of the Board meetings will be distributed electronically to entire Board within fourteen (14) days post meeting.

In general, the Secretary will perform all duties as from time to time may be assigned to him/her by the President or Board of Directors.

Treasurer

It shall be the responsibility of the Treasurer to maintain adequate and accurate accounts of all the properties and business transactions of the Corporation, including accounts of its assets, liabilities, receipt disbursements, gains, losses, capital, retained earnings, and other matters requested by the Board.

The Treasurer, or his/her designee, shall deposit and keep the same in such banks and depositories as the Board of Directors shall direct. He/she shall supervise the bookkeeping function to ensure that full and accurate accounts of all monies received and paid out are maintained.

Furthermore, the Treasurer shall disburse the funds of the Corporation as may be ordered by the Board of Directors and shall render to the President and Directors whenever requested an account of all the Treasurer's transactions as Treasurer and of the financial condition of the Corporation.

If required by the Board of Directors, he/she shall be bonded, at the expense of the Corporation for the faithful discharge of his/her duties in such sum as the Board of Directors may prescribe.

Eligibility to be Hold a Higher Office

The positions of 1st Vice President, 2nd Vice President and Secretary are eligible to serve in the next higher role, once approved by Board, and once their present term has been completed. The positions are to roll in order. The Board, at their discretion and majority vote, can forego this line of succession, if deemed necessary.

Executive Director

The Board of Directors shall appoint an Executive Director to run the day-to-day activities of the Corporation. The Board of Directors shall determine his/her compensation. The Executive Director must attend and participate in Board, Executive Committee, and Nominating Committee meetings and will have non-voting privileges.

By statute, the Board is responsible for periodically evaluating the executive director's performance and setting his/her compensation and bonus structure, if any. However, communication of duties will come from president.

5. *Power of Board of Directors*

In the case of the absence of any Officer of the corporation, or for any reason that the Board of Directors deems sufficient, the Board of Directors may delegate, for the time being, the powers or duties, or any of them, of any officer to any other officer.

6. *Removal of an Officer*

Any Officer may be removed at any time by the affirmative vote of a majority of those voting at an annual or special meeting of the members.

7. *Combination of Officers*

The offices of Secretary and Treasurer may be combined.

8. *Expenses*

The officers of the corporation may be reimbursed for their reasonable expenses from time to time by the corporation.

ARTICLE VIII

COMMITTEES

The Board of Directors may, by resolution adopted by the majority of Directors in office, designate one or more standing committees to exercise all or a portion of the authority of the Board to the extent of the powers specifically delegated in the resolution of the Board or in these by-laws.

1. *Membership on a Committee*
Each such committee shall consist of one (1) or more Directors and may also include persons who are not on the Board but whom the Directors believe to be reliable and competent to serve on the specified committee.
2. *Meetings and Actions of Committees*
Meetings and actions of all committees shall be governed by the provisions of Article VI of these by-laws concerning meetings and actions of Directors.
3. *Meeting Schedule*
The time for regular meetings of committees may be determined by resolution of the Board or the Committee. Each committee normally meets monthly, but must meet at least quarterly, or more frequently as determined by the Chair of the Committee.
4. *Reports*
The Chair of each Committee shall give written reports of each meeting and/or activity to the Board at the next scheduled Board meeting following the committee meeting. If the Chair is not a Board member then they will give report to executive director who will provide to Board.

STANDING COMMITTEES

1. *Executive Committee*
The President of the Board of Directors appoints the Executive Committee to conduct confidential, emergency, and or personnel-sensitive matters in between regular meetings of the Directors. It shall be composed of the President and any two (2) of the remaining elected officers of the Board and two (2) Board members in good standing. Total number on Executive Committee cannot exceed five (5). Any final decisions taken by this committee must be submitted and ratified at the next Board of Directors' meeting. The term to serve on the executive committee is two (2) years, or otherwise voted on by the Board.
2. *Nominating Committee (Formerly Leadership Development Committee)*
All members of the Nominating Committee are appointed by the President and are required to identify potential candidates for current or upcoming vacancies and to work diligently toward attracting and securing top talent. Their duties include identifying, recruiting, screening and interviewing candidates for board leadership positions.

Nominating Committee members shall consist of the current board President, one (1) current officer, and 1-3 additional members comprised of: two (2) current serving Board members (non-officers), and/or no more than two (2) Advisory Board members, as well as the Executive Director in an ex-officio, non-voting role. Total voting members will be an odd number of 3 or 5.

The Executive Director will attend these meetings but will not attend as matters pertaining to their role are needed to be discussed confidentially.

The Nominating Committee shall meet at least once a year to develop a slate of Board of Directors and officers. The slate nominated by the committee is to be presented to the board for approval at the last meeting of the fiscal year. The elected board members will begin their term on the 1st of the following month.

4. *Facilities and Grounds Committee*
TBD

5. *Volunteer Committee*
TBD

6. *Special Events Committee(s)*
TBD

7. *Other Committees*
The Board may, at its discretion, create other standing committees as deemed beneficial for the Corporation.

ARTICLE IX

FINANCE

1. *Audits*

The financial affairs of the Corporation shall be reviewed annually by a certified public accountant/accounting firm. Every five (5) years an outside audit will be performed by a public accountant/accounting firm. The Treasurer with the approval of the Board of Directors, will designate the person or firm to perform the outside audit.

2. *Contracts*

Only the President and the Board of Directors may authorize any officer or officers, agent or agents, to enter into any contract on behalf of the Corporation. Any such authority may be general or confined to specific instances.

3. *Loans*

No loans shall be contracted for on behalf of the Corporation, and no indebtedness shall be issued in its name unless authorized by a resolution of the Board of Directors.

4. *Checks and Drafts*

All checks, drafts, or other orders for the payment of money, issued in the name of the Corporation, shall be signed by such officer or officers, agent or agents of the Corporation and in such manner as shall be determined by resolution of the Board of Directors.

5. *Deposits*

All funds of the Corporation not otherwise employed shall be deposited to the credit of the Corporation in such depositories as the Board of Directors may select.

6. *Corporate Earnings*
No member, Director, officer or employee or person connected with the Corporation, or any other private individuals shall receive at any time any of the net earnings or pecuniary profit from the operations of the Corporation.

ARTICLE X

RECORDS & REPORTS

1. *Maintenance and inspection of Articles and By-Laws*
The corporation shall keep at its principal Office the original or a copy of its Articles of Incorporation and By-Laws as amended to date, which shall be open to inspection by the directors at all reasonable times during office hours.
2. *Maintenance and inspection of Federal Tax Exemption Application and Annual Information Returns*
The Corporation shall keep at its principal office a copy of its federal tax exemption application and its annual information returns for three (3) years from their date of filing, which shall be open to public inspection and copying to the extent required by law.
3. *Preparation of Annual Financial Statements*
The Corporation shall prepare monthly and annual financial statements using generally accepted accounting principles. Monthly statements will be presented to Board for review and approval. Annually, such statements shall be audited by an independent certified public accountant approved by the Treasurer, in conformity with generally accepted accounting standards.
4. *Reports*
The Board shall ensure an annual report is sent to all Directors within thirty (30) days after the end of the fiscal year of the Corporation, which shall contain the following information:
 - a) The assets and liabilities, including trust funds, of this corporation at the end of the fiscal year.
 - b) The principal changes in assets and liabilities, including trust funds during the fiscal year.
 - c) The expenses or disbursements of the Corporation for both general and restricted purposes during the fiscal year.

ARTICLE XII

DISSOLUTION OF THE CORPORATION

Upon the dissolution of the Corporation, the Board of Directors shall, after payment of all the liabilities of the Corporation, dispose of all assets of the Corporation to such organization or organizations organized and operated exclusively for charitable, educational, religious, or scientific purposes as shall qualify as an exempt corporation or organizations under section 501 (c)(3) of the Internal Revenue code of 1986, as amended (or of the corresponding provisions of any future United States Revenue Law) as the

Board of Directors shall determine. No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to its members, officers, Directors, or any person except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered.

ARTICLE XIII

NOTICES

1. Any written notice required by law, the Articles of Incorporation or the by-laws to be given to any member or Director shall be deemed to have been given to such member or director
 - (i) when such notice is served upon such member or director or
 - (ii) two business days after such notice is placed in the United States mail, postage prepaid, addressed to such member or director at his/her last known address.
2. Whenever any notice is required to be given by law or the Articles of Incorporation, or the by-laws, a waiver thereof in writing signed by the person or persons entitled to said notice, whether before or after the time stated therein, shall be deemed equivalent thereto.

ARTICLE XIV

AMENDMENT

These by-laws may be revised or amended at any regular or special meeting of the Board by a two-thirds (2/3) vote of the Directors currently in office, and upon notice of the proposed revision or amendment being delivered to each Director not fewer than fourteen (14) days before the meeting. Any proposed revision or amendment must be consistent with the Articles of Incorporation. The Executive Committee may make revisions to these by-laws that are strictly non-substantive or grammatical without Board of Directors approval.

ARTICLE XV

INDEMNIFICATION

1. The officers and Directors of this corporation claim the benefits of the limitation of liability found in La. R.S. 12:24C, to the fullest extent allowed by law.
2. The corporation may procure insurance on behalf of any person who is or was a director, officer, employee or agent of the corporation, or is or was serving at the request of the corporation as a director, officer, employee or agent of another business, nonprofit or foreign corporation, partnership, joint venture or other enterprise against any liability asserted against or incurred by him/her in any such capacity, or arising out of his/her status as such, whether or not the corporation would have the power to indemnify him/her against such liability under the Business Corporation of Louisiana.
3. By means of indemnification provisions in the Articles, this corporation seeks to indemnify its directors and officers to the fullest extent authorized by the laws of Louisiana as the same may now or hereafter exist.

These by-laws, as heretofore written were approved and adopted by vote of the Board of Directors on _____ and supersede all prior by-laws.

Certificate of Secretary

I, _____, certify that I am the current elected and acting Secretary of NEW HEIGHTS THERAPY CENTER, and the above by-laws are the by-laws of this Corporation as adopted by the Board of Directors on _____, and that they have not been amended or modified since the above date.

Signed on this day: _____, in the Parish of St. Tammany in the State of Louisiana.

Witnesses:

Name/Title

Name/Title

Date