

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

ARTICLE I — NAME AND PURPOSE

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

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

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

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

ARTICLE II — MEMBERSHIP

Section 1 — Membership: Voting membership shall consist only of the members of the Board of Directors.

ARTICLE III — BOARD OF DIRECTORS

Section 1 — Board role, size and compensation: The Board is responsible for overall policy and direction of the organization, and the formation and oversight of committees. The Board delegates responsibility of day-to-day operations to the Executive Director, who oversees all other employees, monitors activities of committees and reports issues to the Board. The Board shall have no fewer than 4 members. The Board receives no compensation.

Section 2 — Officers and Duties: There shall be four officers of the Board, consisting of a President, Vice-President, Secretary and Treasurer.

Their duties are as follows:

1. The President shall convene regularly scheduled board meetings, shall preside or arrange for other members of the Executive Committee to preside at each meeting in the following order: Vice-President, Secretary, and Treasurer. The President shall serve a 2 year term.
2. The Vice-President shall chair committees on special subjects as designated by the Board. In case of the absence or disability of the President or when circumstances prevent the President from acting, the Vice President shall perform the duties of the President.
3. The Secretary shall be responsible for keeping records of Board actions, including overseeing the taking of minutes at all Board meetings, distributing copies of minutes to each Board member, and assisting the Executive Director as needed in maintaining corporate records.
4. The Treasurer shall make a report at each Board meeting. The Treasurer shall chair the Finance Committee, assist in the preparation of the budget, help develop fundraising plans, and make financial information available to Board members and the public.

Section 3 — Terms/Elections: All Board members shall serve a term that expires on December 31st, the second calendar year after they are elected, and are eligible for re-election for a total of 6 years. After completion of the third two-year term, the Board Member must rotate off the Board for at least one year. Board elections will follow procedures outlined in the Board Election Procedure Manual. All Officers shall serve two-year terms, and are also eligible for re-election as officers. If a member's board and officer term do not coincide, the latest term will prevail, even if that results in a board term longer than two years. Officer positions will be announced at the last meeting of the calendar year, taking effect January 1.

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

Section 5 — Resignation, termination, and absences:

- a) Voluntary Resignation: Resignation from the Board must be in writing and received by a member of the Executive Committee, who will notify the other Officers of the resignation.
- b) In-Voluntary Resignation:
 1. A Board member may be terminated from the Board due to excessive absences at the discretion of the Board.
 2. A Board member may be removed for other reasons by a vote of the remaining Directors. Such notification of possible Board member termination must be distributed to the Board at least two weeks prior to the meeting.
 3. Any Board member engaging in illegal activity will be removed from the Board.

Section 6 — Quorum: A quorum is 60% of Board members. A quorum is required for business transactions to take place and motions to be passed.

Section 7 — Special meetings: Special meetings of the Board shall be called upon the request of the President, or one-third of the Board. Notices of special meetings shall be sent out by the Secretary to each Board member.

Section 8 - Membership restrictions: The Executive Director may not be a voting member of the Board of Directors. The Executive Director is required to attend regular Board meetings, or send a delegate, but will not attend Executive sessions, unless requested by the Board. Other employees may serve on the Board of Directors.

ARTICLE IV — COMMITTEES

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

Section 2 — Executive Committee: The four officers, Executive Director (ex-officio), and Clinical Director (ex-officio) serve as the members of the Executive Committee. Except for the power to amend the articles of incorporation and bylaws, the Executive Committee shall have all the powers and authority of the Board of Directors in the intervals between meetings of the Board of Directors, and is subject to the direction and control of the full Board.

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

ARTICLE V — BUDGET

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

ARTICLE VI - DEBT

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

ARTICLE VI — AMENDMENTS

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

Article VII - INDEMNIFICATION

Section 1 - Indemnification: PBJ Connections shall indemnify any director, officer, or board member for the costs of attorneys' fees, final judgments, fines, and settlement amounts arising from any threatened, pending, or completed lawsuit, administrative proceeding or investigation arising from the director, officer, or board member's position with PBJ Connections. Indemnification shall be limited to actions the director, officer, or board member takes in good faith and which she reasonably believed to be in the best interest of PBJ Connections. PBJ Connections may advance funds for indemnification prior to a judgment, finding, fine, or settlement agreement based on a majority vote of the board of directors.

CERTIFICATION – These bylaws were approved by the Advisory Committee by a two thirds majority vote on January 29, 2007. Revised on November 17, 2009, July 18, 2011 and May 21, 2012. Amended June 26, 2023 with full board approval.