

BY-LAWS
OF TURNING POINT RANCH ASSOCIATION

ARTICLE I
IDENTIFICATION

SECTION I: NAME AND PURPOSE. The name of the not for profit association is TURNING POINT RANCH ASSOCIATION, dedicated to enriching the lives of people facing physical, mental or emotional challenges through therapeutic horsemanship.

SECTION II: REGISTERED OFFICE AND REGISTERED AGENT. The address of the Registered Office is 385 S Country Club Rd, Stillwater, OK 74074/ 3108 N. Madison Ct, Stillwater, OK 74075 and the Registered Agent at that address is Rachel Royston, Executive Director. The association may have such other directors or trustees either within or without the State of Oklahoma, as the Board of Directors may designate or as the business of the association may require from time to time.

SECTION III. SEAL. The seal of the association shall be circular in form and mounted upon a metal die, suitable for impressing same upon paper. About the outer periphery of the seal shall appear the words "Turning Point Ranch Therapeutic Riding Center".

SECTION IV. FISCAL YEAR. The fiscal year of the Association shall begin on the 1st day of January in each year and end on the last day of said year, or such other dates that the Board of Directors may designate.

ARTICLE II
MEETINGS

SECTION 1: Annual Meeting. The annual meeting of the Board of Directors shall be held on the First Tuesday of January each year, beginning with the year 2001 for the purpose of electing directors and for the transaction of such other business as may come before the meeting. The Board of Directors may change this date through a vote of the full board.

SECTION 2: Regular Meetings. Regular meetings of the Board of Directors shall be held at least quarterly in April, July and October to be supplemented by monthly electronic reports which may require electronic response or votes by Board Members.

SECTION 3: Special Meetings. Special meetings, for any purpose or purposes, unless otherwise prescribed by statute, may be called by the President or by the Board of Directors.

SECTION 4: Place of Meeting. The Board of Directors may designate any place, either within or without the State of Oklahoma, unless otherwise prescribed by statute, as the place of meeting for any annual meeting or for any special meeting called by the

Board of Directors. In the case of electronic or virtual meetings, no location need be designated.

SECTION 5: Notice of Meeting. Written, electronic or printed notice stating the place, format, day and hour of the meeting and in case of a special meeting, the purpose or purposes for which the meeting is called, shall be delivered not less than one (1) nor more than thirty (30) days before the date of the meeting, either personally, electronically or by mail, by or at the direction of the President, or the Secretary, or the officer or persons calling the meeting, to each member entitled to vote at the meeting. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail, addressed to the member at his address, with postage thereon prepaid.

SECTION 6: Waiver of Notice. Notice of any meeting may be waived in writing by any member or by his attendance at the meeting. If written, such waiver may be given before or after the meeting, and shall be filed with the Secretary.

SECTION 7: Adjourned Meetings. If any meeting of the members is adjourned for more than twenty (20) days, no notice as to such adjourned meeting need be given other than by announcement at the meeting at which adjournment is taken.

ARTICLE III **BOARD OF DIRECTORS**

SECTION 1: General Powers, Number and Qualifications. The business and affairs of the Corporation shall be managed by its Board of Directors, which shall consist of a minimum of seven (7) Directors who need not be a resident of the state of Oklahoma. The number of directors may be increased or decreased to any number by amendment to this section by proper action of the members. The members should reflect the general population served by the program and should generally have the qualifications suggested by the Professional Association of Therapeutic Horsemanship, PATH, (formerly NARHA). No relative of any paid staff member shall serve as a member of the Board of Directors nor shall any individual who does business with the program be eligible to serve on the Board of Directors unless the Board membership existed before the hiring or business relationship and the related Board member abstains in any vote regarding hiring of a relative or establishing a subsequent business contract.

SECTION 2: Election. Members of the initial Board of Directors shall be elected at the members' organizational meeting and shall hold office until the first annual meeting. Directors shall serve three year terms with two to three Directors elected or re-appointed at each annual meeting. Directors may serve consecutive terms and may continue to serve until a successor shall have been elected and qualified. At the first annual meeting, and at each annual meeting thereafter, the Board shall elect Board Members to hold office until the next succeeding annual meeting.

SECTION 3: Conflict of Interest. All directors and committee members appointed by the board of directors will be governed by the Turning Point Conflict of Interest Policy and are required to sign an acknowledgement of compliance annually.

SECTION 4: Vacancies. Vacancies may be filled by the affirmative vote of a majority of the remaining directors though less than a quorum of the Board. A director elected to fill a vacancy shall be elected for the unexpired term of his predecessor in office.

SECTION 5: Place of Meetings. The Board of Directors may designate any place, either within or without the State of Oklahoma, unless otherwise prescribed by statute, as the place of meeting of any annual, regular or special meeting called by the Board of Directors. If no designation is made, the place of meeting shall be at the registered Office of the Association in the State of Oklahoma. Alternatively, an electronic or virtual meeting may be held via e-mail or conference call without a designated location.

SECTION 6: Regular Meetings. The Board of Directors will meet quarterly in April, July and October and may provide, by resolution, the time and place or format for the holding of additional regular meetings, without other notice than such resolution.

SECTION 7: Special Meetings. Special meetings of the Board of Directors may be called by or at the request of the President or any two (2) Directors. The person or persons authorized to call special meetings of the Board of Directors may fix the place for holding or format of (i.e. e-mail, teleconference) any special meeting of the Board of directors called by them, and such special meeting shall be held upon notice by letter, e-mail, telephone, or word of mouth, delivered for transmission or received not later than during the third day immediately preceding the day for such meeting. Notice may be waived in writing, and attendance shall constitute a waiver of notice. Neither the business to be transacted at, nor the purpose of, any special meeting, need be specified in the notice or waiver of notice of such meeting.

SECTION 8: Quorum. A majority of the Board of Directors shall constitute a quorum for the transaction of business, at any meeting of the Board of Directors, but if less than such majority is present at a meeting, a majority of the Directors present may adjourn the meeting from time to time without further notice. The act of a majority of the Directors present at a meeting at which quorum is present shall be the act of the Board of Directors.

SECTION 9: Action without a Meeting. Any action, which might be taken by the Board of Directors, may be taken without a meeting if a record or memorandum thereof be made in writing and signed by all the members of the Board or said action is taken electronically through e-mail or fax with responses preserved.

SECTION 10: Attendance. Failure by a board member to attend any three consecutive meetings (annual, regular or special) shall be cause for automatic removal unless the board acts to retain the member due to extenuating circumstances.

SECTION 11: Removal. The entire Board of Directors or any individual Director may be removed from office, with or without cause, by a vote of the members entitled to vote at any annual or special meeting of the members. In the event that any one or more directors are so removed, new directors may be elected at the same meeting.

SECTION 12: Committees. The Board of Directors may create such committees as may be needed to carry out the business of this Association. Each committee shall be subject at all times to control of the Board.

SECTION 13. Executive Committee. There is hereby established an executive committee charged with oversight of the regular operations and facilities of the Association. Said Committee shall consist of the President and three (3) Board members selected from the Board of Directors on an annual basis. The Treasurer shall serve as an *ex officio* member of the committee. The Treasurer shall have the right to vote on all matters coming before the Committee and shall be counted for purposes of establishing a quorum.

The Executive Committee shall be vested with the authority to:

- a. Render decisions regarding the regular operation of the Association;
- b. Authorize expenditure of Association funds for the regular operation thereof not to exceed five thousand dollars (\$5000.00) per single purchase;
- c. Authorize the hiring of temporary employees and short-term contracts for services;
- d. Monitor the activities of the Executive Director and Program Coordinator. The Committee may offer recommendations as necessary and direct the dismissal of employees and volunteers in appropriate situations.
- f. Authorize the expenditure of Association funds for the construction and maintenance of buildings and facilities provided no such single expenditure exceeds ten thousand dollars (\$10,000.00);
- g. Render decisions and authorize expenditures related to the care of horses either owned by or loaned to Turning Point not to exceed two thousand dollars (\$2000.00) per health emergency between board meetings.

The Executive Committee shall not take action or render a decision as authorized under this section unless a quorum of the Committee members are present in person or by telephone. Three (3) members present either in person, by telephone, or by a combination thereof shall constitute a quorum.

The affirmative vote of three (3) members of the Committee shall be necessary for approval of any item of business. All actions and/or decisions of the Executive Committee shall be memorialized in writing in accordance with Article III, Section 9 of the Association By-Laws. Such action or decision shall be forwarded to all members of the Board of Directors and shall be made part of the minutes of the next regular or special meeting of said Board.

All actions and/or decisions of the Executive Committee shall be final, unless a majority of the total membership of the Board of Directors votes at a regular or special meeting to review a particular action or decision.

SECTION 14. Finance Committee. There is hereby established a finance committee charged with oversight of Association funds and revenue production. Said Committee shall consist of the four (4) Board members selected from the Board of Directors on an annual basis. The Treasurer shall serve as an *ex officio* member of the committee. The Treasurer shall have the right to vote on all matters coming before the Committee and shall be counted for purposes of establishing a quorum.

The Finance Committee shall be vested with the authority to:

- a. Monitor the expenditure of Association funds and direct the annual audit thereof;
- b. Identify appropriate investments for Association assets;
- c. Assist the Treasurer with the preparation of an annual budget;
- d. Develop and implement an appropriate annual fundraising plan and supporting events;
- e. Develop and implement strategies to facilitate benefactor giving;
- f. Develop and submit grant proposals to address specific program priorities
- g. Develop and update financial profile of the organization to support fundraising and grantsmanship activities
- h. Develop cost/benefit analysis of new programs for review by full board

The Finance Committee shall not take action or render a decision as authorized under this section unless a quorum of the Committee members are present in person or by telephone. Three (3) members present either in person, by telephone, or by a combination thereof shall constitute a quorum.

The affirmative vote of three (3) members of the Committee shall be necessary for approval of any item of business. All actions and/or decisions of the Executive Committee shall be memorialized in writing in accordance with Article III, Section 9 of the Association By-Laws. Such action or decision shall be forwarded to all members of the Board of Directors and shall be made part of the minutes of the next regular or special meeting of said Board.

All actions and/or decisions of the Finance Committee shall be final, unless a majority of the total membership of the Board of Directors votes at a regular or special meeting to review a particular action or decision.

ARTICLE IV OFFICERS

SECTION 1: Number. The officers of the association shall be chosen by the Board of Directors and shall, at a minimum, consist of a President and a Secretary-Treasurer. The Board of Directors may also choose additional officers, including a Vice President of the Board of Directors, one or more Vice-Presidents who may be classified by their specific function, or separate selection of a Secretary and Treasurer. Two or more offices may be held by the same person, except the offices of President and Secretary. An Executive Director or Program Coordinator, appointed by the Board, will serve as a non-voting member of the Board.

SECTION 2: Election, Term of Office and Qualification. The Officers shall be chosen annually by the Board of Directors at its annual meeting. Each officer shall hold office until his successor is chosen and qualified, or until his death, or until he shall have resigned, or shall have been removed in the manner hereinafter provided.

SECTION 3: Removal. Any officer or agent elected or appointed by the Board of Directors may be removed by the Board of Directors whenever in its judgment the best interests of the Association will be served thereby, but such removal shall be without prejudice to the contract rights, if any, of the person so removed.

SECTION 4: Vacancies. A vacancy in the office because of death, resignation, removal, disqualification, or otherwise, may be filled by the Board of Directors for the unexpired portion of the term.

SECTION 5: President. The President, who shall be chosen from among the Board Members, shall be subject to the control of the Board of Directors. He/she shall when present, preside at all meetings of the Board of Directors. He/she may sign, with the Secretary, Treasurer or any other proper officer of the Association thereunto authorized by the Board of Directors, certificates for shares of the Association, 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 of Directors or by these By-Laws to some other officer or agent of the Association, or shall be required by law to be otherwise signed or executed; and in general shall perform all duties incident to the office of President and such other duties as may be prescribed by the Board of Directors from time to time. The president shall provide an annual report of accomplishments to the annual meeting

SECTION 6: Executive Director. The Executive Director, at the option of the Board, shall be the principal program development officer of the organization, and, subject to the control of the Board of Directors, shall in general supervise and implement the programming of the organization. He/she may sign, with the President and secretary or any other proper officer of the Association thereunto authorized by the Board of Directors, certificates for shares of the Association, 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 of Directors or by these By-Laws to some other officer or agent of the Association, or shall be required by law to be otherwise signed or executed; shall serve as a non-voting member of the Board of Directors and shall perform such other duties as may be prescribed by the Board of Directors from time to time.

SECTION 7: Program Coordinator. The Program Coordinator, at the option of the Board, may serve as the principal program officer of the organization in lieu of an Executive Director, and must hold PATH Instructor Certification. The Program Coordinator will attend every session, all board meetings and, in general supervise and implement the programming of the organization to PATH standards, overseeing the work of all instructors and volunteers and performing other duties as may be prescribed by the Board of Directors.

SECTION 8: Vice-President. In the absence of the President, or in the event of his death, inability or refusal to act, the 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 Vice-President shall perform such other duties as from time to time may be assigned to him by the President or by the Board of Directors.

SECTION 9: Secretary –Treasurer. The Secretary-Treasurer may be a combined position or may be separated into the positions of Secretary and of Treasurer.

The Secretary shall keep or cause to be kept, in books provided for that purpose, the minutes of the meetings of the Board of Directors; shall see that all notices are duly given in accordance with the provisions of the By-Laws and as required by law; shall keep a register of contact information for each Board Member which shall be furnished to the Secretary by such Board Members, shall generally oversee the correspondence of the organization and in general perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned to him/her by the President or by the Board of Directors.

SECTION 10: Treasurer The Treasurer shall be custodian of the records and of the seal of the Association and see that the seal is affixed to all documents or contracts, the execution of which on behalf of the Association under its seal is duly authorized; shall be one of the designated officers who signs checks and drafts for the organization; shall prepare financial statements of income and expenses for each board meeting; shall preserve all records of the Association in duplicate and in a fire resistant location and in general perform all duties incident to the office of Treasurer and such other duties as from time to time may be assigned to him/her by the President or by the Board of Directors.

SECTION 11: Salaries. No officer or voting Board Member of the Association, may receive a salary.

ARTICLE V
SPECIAL CORPORATE ACTS

SECTION 1: Execution of Negotiable Instruments. All checks, drafts, or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of the Association, shall be signed by such officer or officers, agent or agents of the Association and in such manner as shall from time to time be determined by resolution of the Board of Directors and indicated in the Association's Policies and Procedures.

SECTION 2: Execution of Deeds, Contracts, Etc. Subject always to the specific directions of the Board of Directors, all deeds and mortgages made by the Association all other written contracts and agreements to which the Association shall be a party, shall be executed in its name by the President and attested by the secretary, and when necessary or required, shall affix the corporate seal thereto.

SECTION 3: Distribution of Assets In the event of the dissolution of the Association, assets are to be sold or distributed in a manner directed by the Board of Directors to support other therapeutic riding programs in the state of Oklahoma specifically designated as 501(3)(c) organizations by the IRS at the time of the distribution and in accordance with IRS and state laws governing such a situation in Oklahoma.

ARTICLE VI
AMENDMENTS

The power to alter, amend or repeal these By-Laws or adopt new By-Laws is vested in a majority of the Board of Directors

CERTIFICATE

I, the undersigned, the duly qualified and acting Secretary of TURNING POINT RANCH ASSOCIATION, a not for profit association organized under the laws of the State of Oklahoma, do hereby certify that the above and foregoing is a true and correct copy of the By-Laws of said Association adopted by the Board of Directors at their first meeting on the 9th day of June, 1999 and AMENDED on the 9th day of November 2005, on the 14th day of January 2011, on the 12th day of October 2011 and on the 4th day of February 2018.

DATED this 9th day of June 1999.

AMENDED this 9th day of November 2005

AMENDED this 14th day of January 2011

AMENDED this 12th day of October 2011

AMENDED this 4th day of February 2018

Vicki Logan, SECRETARY