

**BYLAWS OF**  
**OFFERING ALTERNATIVE THERAPY WITH SMILES, INCORPORATED**  
**A MICHIGAN NOT FOR PROFIT CORPORATION**

**AS AMENDED September 5, 2024**

**ARTICLE ONE - OFFICES**

**Section 1. *Registered Office.*** The corporation's registered office shall be located in the State of Michigan, at such location as shall be designated from time to time by the Board of Directors with the current location at 4920 Groveland Rd, Ortonville, MI 48462

**Section 2. *Other Offices.*** The Corporation may also have offices at other places, such as the Board of Directors may appoint from time to time or as the business of the Corporation may require.

**ARTICLE TWO - MEMBERSHIP**

**Section 1. *Application.*** The members of this corporation are those persons having membership rights in accordance with the provisions of these bylaws and who have been accepted on application to the Board of Directors in accordance with their resolutions. Once applied members will be added to the database and sent out a welcome email to fill out any missing information.

**Section 2. *Classes.*** This corporation has one class of members.

- (a) The members may be participant family members, community members, or other interested parties meeting the qualification requirements.
- (b) Any individual who is a member and fits the requirements to be a Director without conflicts may be considered to fill a vacancy on the Board of Directors by a majority vote of the Board of Directors.

**Section 3. *Certificate.*** Upon admittance to membership, the corporation will issue a certificate of membership to each person evidencing membership in this corporation.

**Section 4. *Form*** The interest of each member of the Corporation shall be evidenced by certificates of membership in such form not inconsistent with the Articles of Incorporation, as the Board of Directors may from time to time prescribe.

**Section 5. *Qualification.*** To qualify for and be admitted to membership in this corporation, a candidate must:

- (a) Be eighteen years of age or older.
- (b) Demonstrate a willingness to promote and assist the Therapeutic benefits of equestrian activities to those physically and emotionally impaired and handicapped individuals who would benefit from such therapy through fundraising and volunteering at the facility or through committee work.
- (c) Be supportive of the OATS program, working to positively promote the

organization in the community and to have the best interests of the organization at the forefront.

- (d) Treat all members of the OATS organization with respect. Destructive actions may serve as grounds for removal from membership.

**Section 6. *Dues.*** Members' annual dues payable to the corporation are the amount to be paid through monetary means, as determined from time to time by resolution of the Board of Directors or by in-kind service to support the O.A.T.S. organization. The first annual dues must be submitted with the application for membership. Thereafter, annual dues are payable in advance on January 1. Dues may be prorated or be allowed to be paid in periodic installments as may be determined by resolution of the Board of Directors. Yearly dues are assessed at \$300/individual/year.

**Section 7. *Assessments.*** Memberships are subject to assessment on the resolution of the Board of Directors that declares a particular project to be extraordinary and specifies the particular assessment for its support. The assessment may only go into effect after 180 days' notice to the membership and will not be effective as to any member resigning or terminated within that period. Any member thereafter resigning or terminated will not be relieved of liability for the full amount of assessment except to the extent provided by the Board of Directors on the basis of policy applied equally to all members.

**Section 8. *Meetings.***

- (a) Meetings of members will be held at the Corporation's registered office or at such other place within the State of Michigan designated by the Board of Directors or via electronic means.
- (b) The annual meeting of the members will be held on or near the first Saturday of May each year and at a time to be determined.
- (c) Two members of the Board of Directors OR the President may call special meetings.

**Section 9. *Notice for special meetings.*** A notice stating the meeting's day, place, and hour and the purpose of a special meeting shall be personally communicated to each member entitled to vote thereat by not fewer than ten (10) nor more than sixty (60) days preceding the meeting. Notice shall be sent via electronic media or whatever the technology of the time permits.

**Section 10. *Voting.***

- (a) Each member of the corporation is entitled to a single vote on each matter submitted to a vote of the membership.
- (b) Cumulative voting is prohibited.
- (c) Proxy voting is allowed

**Section 11. *Quorum.*** The members entitled to vote and appearing at a meeting in person or via proxy wherein a vote is required shall constitute a quorum. Items voted on by the members will then go to the Board of Directors for a confirmation vote.

**Section 12. *Approval.*** The vote of a simple majority of members entitled to vote thereon and present in person or via proxy at a meeting is necessary for approval by members on any matter submitted to membership vote unless a greater percentage is required by law.

**Section 13. *Transfer.*** Membership in this corporation is nontransferable and nonassignable.

**Section 14. *Termination.*** Membership will terminate in this corporation on either of the following events:

- (a) Receipt by the Board of Directors of O.A.T.S. of the written resignation of a member, executed by the member or a duly authorized attorney-in-fact.
- (b) The death of a member.
- (c) The failure of a member to pay dues, assessments, or fines on or before their due date. Specify these
- (d) The failure of a member to retain the incidents of qualification for membership as described in these bylaws.

**Section 15. *Reinstatement.*** If it is possible to correct or change the conditions leading to termination of membership before the Board of Directors adopts a formal resolution affirming the termination after determination thereof, regardless of the passage of time or events occurring during that time, the member will be deemed automatically reinstated. A Board of Directors vote must occur to establish reinstatement.

**Section 16. *Rights and Responsibilities.***

- (a) The members have the right to discuss and vote on matters of importance to the successful continuation of O.A.T.S.
- (b) Members may bring to the attention of the Board of Directors issues with community engagement, fundraising, classes, and riding.
- (c) Members recognize that their votes and concerns will be heard and upheld as often as possible by the Board of Directors, but it is the ultimate decision of the Board to enact changes to the leadership structure and typical maintenance of the O.A.T.S programs.

### **ARTICLE THREE - DIRECTORS**

**Section 1. *Directors Defined.*** "Directors," when used in relation to any power or duty requiring collective action, means "Board of Directors."

**Section 2. *Powers.*** The business affairs of the Corporation shall be managed by, and all corporate powers shall be exercised by or under the authority of, the Board of Directors, subject to limitations imposed by law, the Articles of Incorporation, or these Bylaws as to action that requires authorization or approval by the shareholders. Votes put forward by the members will also be confirmed by the Board of Directors.

**Section 3. *Number and Term of Directors.***

- (a) The number of Directors of this Corporation shall be seven, all of whom need be members of this Corporation, and as defined below:
  - i. Executive Director
  - ii. President
  - iii. Vice President
  - iv. Secretary
  - v. Treasurer
- (b) Members-At-Large (2 positions) The Directors shall be elected at the annual meeting of the membership and shall hold office until their successors are elected

and qualified.

- (c) The number of directors may at any time be increased or decreased by a vote of a majority of the directors or members entitled to vote at any regular or special meeting if the notice of the meeting contains a statement of the proposed increase or decrease, In case of any increase, the members at any annual or special meeting shall have the power to elect additional directors to hold office until the next annual meeting of the members and until their successors are elected and qualified.

#### **Section 4. Terms**

- (a) The President shall hold a term of 2 years
- (b) The Vice President shall hold a term of 2 years
- (c) The secretary shall hold a term of 2 years
- (d) The treasurer shall hold a term of 2 years
- (e) Members-at-large shall hold a term of 1 year
- (f) Members-at-large and other director positions may be elected for a subsequent term in the same or a different position.
- (g) Past Presidents may be asked to remain on in an advisory capacity.
- (h) The directors shall be elected on a rotating basis so as not to replace the entire board simultaneously. The President and Secretary will be elected in odd-numbered years. The Vice President and Treasurer will be elected in even-numbered years.

#### **Section 5. Resignation and Removal.**

- (a) A director may resign by giving written notice to the Corporation at its registered office. The resignation shall be effective upon its receipt by the Corporation or at such later date as shall be set forth in the notice of resignation.
- (b) Vacancies created by the death or resignation of a director may be filled by the remaining members of the Board of Directors, and the person appointed to fill any vacancy shall serve until a successor is elected at either the next annual meeting of the members or at a special meeting called for that purpose and is qualified.
- (c) At any meeting of the members, any director or directors may be removed from office, without assignment or any reason therefore, by a majority vote of the members.
- (d) When any director or directors are removed, new directors may be elected at the same meeting of the members for the unexpired term of the director or directors removed. If the members fail to elect persons to fill the unexpired term or the terms of the director or directors are removed, the unexpired terms shall be considered vacancies on the Board to be filled by the remaining directors.

**Section 6. Meetings of Directors.** Regular meetings of the Board of Directors shall be held, without call or notice, immediately following each annual meeting of the members and at such other times as the directors may determine. Special meetings shall be called by the Chairman of the Board/President or by any two directors, and notice of the meeting, stating the time, place, and purpose of it, shall be delivered to each director, either personally or by electronic media or whatever the technology of the time permits. The directors shall designate the location of any Board meeting by resolution or by written consent of all the members, but if no designation is made, meetings shall be held at the registered office of the Corporation. Meetings of the directors may also be held via conference calls, audio/video conferencing, or email correspondence.

**Section 7. Quorum.** A majority of the number of directors elected and qualified shall be necessary to constitute a quorum for the transaction of any business except filling vacancies.

**Section 8. Majority Action.** Every act or decision done or made by a majority of the directors present at a duly held meeting, or represented by proxy email, at which a quorum is present is the act of the Board of Directors, unless a greater number is required by statute, the Articles of Incorporation, or these Bylaws. If there is less than a quorum present, a majority of those present may vote on matters under the cost of \$10,000, or those present may adjourn the meeting, without further notice, from time to time until the quorum shall have been obtained.

**Section 9. Conduct of Meetings.** At every meeting of the Board of Directors, the President, or in his or her absence, a Chairman, chosen by a majority of the directors present, shall preside. In the absence of the Secretary, the Chairman may appoint any person to act as Secretary of the Meeting.

**Section 10. Committees.**

- (a) The Board of Directors, by resolution adopted by a majority of the Directors actually elected and qualified, may designate one or more directors to constitute an executive committee and may appoint such other committees from among its members as it deems necessary. Each such committee shall have and exercise such powers as shall be conferred or authorized by the resolution appointing it. A majority of any such committee may determine its action and may fix the time and place of its meetings unless otherwise provided by the Board of Directors. The Board of Directors shall have the power at any time to fill vacancies, change the size or membership, and discharge any such committee.
- (b) Each committee shall keep a written record of its acts and proceedings and shall submit such record to the Board of Directors at such times as requested by the Board of Directors.
- (c) Fundraising Committee
- (d) Marketing Committee
- (e) Grounds Maintenance
- (f) Programs (development and implementation)

**Section 11. Compensation.** The position of a Board member is a voluntary service, with the exception of the Executive Director position.

**Section 12. Validation of Meeting Defectively Called or Noticed.** The actions taken at any meeting of the Board of Directors, however, called or noticed or wherever held, are as valid as if they had been taken at a duly called and noticed meeting if a quorum is present and if, either before or after the meeting, each of the directors not present signs a waiver of notice or a consent to holding the meeting. All such waivers or consents shall be made part of the minutes of the meeting. Attendance of a director at any meeting shall constitute a waiver of notice of such meeting, except where his/her attendance is for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened.

**Section 13. Action Without Meeting.** Any action required by law to be taken at a meeting of the Board of Directors or any other action which may be taken at a meeting of the Board may be

taken without a meeting if consent in writing, setting forth the action to be taken, is signed by all of the directors.

## **ARTICLE FOUR - OFFICERS**

**Section 1. *Number and Title.*** The officers of the Corporation shall be an Executive Director, President, Vice-President, Secretary, Treasurer, and two designated Members-at-Large. The Board of Directors may appoint any other officers and agents as it deems necessary, each of whom shall hold office for the period, have the authority, and perform the duties in the management of the corporation as provided in these Bylaws or as determined by resolution of the Board not inconsistent with these Bylaws. The Board of Directors may delegate to any officer or committee the power to appoint subordinate officers, committees, or agents, specify their duties and authority, and determine their compensation. The elected members of the Board of Directors may use the respective equivalent title should such use be necessary for the execution of formal documents, as the documents are reviewed and approved by the majority vote of the Board.

**Section 2. *Election.*** The officers of the Corporation shall hold their office until they resign or are removed or otherwise disqualified from serving, or their successor shall be elected and qualified.

### **Section 3. *Duties.***

- (a) The President shall act as Chairman of the Board and preside at all meetings of the Board of Directors at which he or she is present and shall perform such other duties as may be assigned to him or her from time to time by the Board of Directors.
- (b) The President, if any, in the order designated by the Board of Directors, shall exercise the functions of the Executive Director during the absence or disability of the Executive Director. Each Associate Director shall have such powers and discharge such duties which may be assigned to him or her from time to time by the Board of Directors.
- (c) The Executive Director shall preside at all meetings of the members, shall have general supervision of the affairs of the Corporation, shall sign or countersign all certificates and other instruments of the Corporation as authorized by the Board of Directors and members, and shall perform all other duties required of him or her by the Board of Directors. Shall oversee daily operations, manage other employees, handle financial goings on, and report finances to the rest of the board. Shall request approval for large purchases totaling more than \$10,000.
- (d) The Vice President shall lead at least one committee, help raise funds, and establish relationships with large sponsors.
- (e) The Secretary shall issue notices for all meetings, as provided in these Bylaws, working with the designated Communications Officer of the organization as applicable, shall keep minutes of all meetings, shall make such reports, and perform such other duties that are incident to his or her office or that are properly required of him or her by the Board of Directors. The secretary shall lead at least one committee to support and improve the functions of the organization.
- (f) The Treasurer shall have access to all financial documents and securities of the Corporation and shall assist in keeping regular books of account. He or she shall assist as necessary in the disbursement of the funds of the Corporation in payment of the just demands against the Corporation or as may be ordered by the Board of Directors, taking proper vouchers for such disbursements, and shall render to the

Board of Directors from time to time as may be required, an account of all his or her transactions as Treasurer and of the financial condition of the Corporation. The Treasurer shall perform all duties incident to his or her office or that are properly required by the Board of Directors.

- (g) Other subordinate officers appointed by the Board of Directors shall exercise the powers and perform the duties that are delegated to them by resolutions appointing them or by any subsequent resolutions.
- (h) In the case of the absence or disability of any officer of the Corporation and of any person hereby authorized to act in his or her place during such period of absence or disability, the Board of Directors may, from time to time, delegate the powers and duties of that officer or any director or any person it may select.
- (i) The members of the Board of Directors shall engage in quarterly participation at the facility in the form of volunteer hours serving the constituents, community, or grounds. In lieu of physical participation for those for whom it would present a hardship, financial contribution or a proxy individual may be permissible.
- (j) The board members shall engage in yearly fundraising efforts to ensure the organization's stability. This may be in the form of securing corporate sponsorships, establishing and promoting paid-for programs at the facility, or in personal financial contributions.
- (k) The members of the Board of Directors may volunteer for the organization beyond the quarterly requirement but may not assume a position of power or a paid position, such as instructor, except for the Executive Director.
- (l) The members of the Board of Directors must sit on at least one planning committee each fiscal year to support the development and financial health of the organization.

**Section 4. *Removal and Resignation.*** Any officer or agent may be removed by the Board of Directors whenever, in the Board's judgment, the best interests of the Corporation will be served thereby, provided, however, that such removal shall be without prejudice to the contract rights, if any, of the person so removed. Any officer may resign at any time by giving written notice to the Board of Directors, the Executive Director, or the Secretary of the Corporation. Any such resignation shall take effect at the date of the receipt of such notice or at any later time specified therein, and unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

**Section 5. *Vacancies.*** If the office of the Executive Director, President, Vice President, Secretary, or Treasurer becomes vacant by reason of death, resignation, removal, or otherwise, the Board of Directors shall elect a successor who shall hold office for the unexpired term and until the successor is elected.

**Section 6. *Salaries.*** The only officer eligible to receive financial compensation at this time is the Executive Director. The remaining officer roles will be provided on a voluntary basis.

**Section 7. *Conflicts***

- (a) A person who benefits financially from the organization may not sit on the Board of Directors (i.e., a paid employee)
- (b) A person who is intimately connected with a person who may benefit financially from the organization may not sit on the Board of Directors (i.e., the parent(s) or child(ren) of a paid

employee)

- (c) A program participant or program participant's parent, grandparent, close family member, or caregiver may not sit on the Board of Directors unless they recuse themselves from the programming except by a motion of the board majority.
- (d) Volunteers and their parent(s) may sit on the Board of Directors and will not be given preferential treatment.

**Section 8. *Declaring Potential Conflict***

- (a) An individual under consideration for the Board of Directors must declare any potential financial or other conflicts of interest for the remaining board members to consider.
- (b) The financial benefit from the organization, priority placement, conflicts with other or competitive employment, or any other potential conflicts must be disclosed prior to accepting a Board position.

**Section 9. *Non-compete***

- (a) An individual on the board may not sit on the board of a competing corporation.  
An individual on the board may not engage in fundraising for a competing corporation

**Section 10. *Indemnification.***

(a) The Board of Directors or members shall have the right to cause the Corporation to indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending, or completed action, suit, or proceeding, whether civil, criminal, administrative, or investigative (other than an action by or in the right of the Corporation) by reason of the fact that such person is or was a director, officer, employee, or agent of the Corporation, is or was serving at the request of the Corporation as a director, officer, employee, or agent of another Corporation, partnership, joint venture, trust, or other enterprise, against expenses (including attorney's fees), judgments, fines and amount paid in settlement actually and if he or she acted in good faith and in a manner he or she reasonably believed to be in or not criminal action or proceeding has no reasonable cause to believe his or her conduct was unlawful. The termination of any action, suit, or proceeding by judgment, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent shall not of itself create a presumption that the person did not act in good faith and in a manner which he or she reasonably believed to be in or not opposed to the best interest of the Corporation or its members and, with respect to any criminal action or proceeding, had reasonable cause to believe that his or her conduct was lawful.

(b) The Board of Directors or members shall have the right to cause the Corporation to indemnify any person who was or is a party to or is threatened to be made a party to any threatened, pending or completed action, or suit by or in the right of the Corporation to procure a judgment in its favor by reason of the fact that he or she 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 corporation, partnership, joint venture, trust, or other enterprise against expenses (including attorney's fees) actually and reasonably incurred by such person in connection with the dense or settlement of such action or suit if he or she acted in good faith and in a manner he or she reasonably believed to be in or not opposed to the best interest of the Corporation or its members and except that no indemnification shall be made in respect of any claim, issue, or matter as to which such person shall be been adjudged to be liable for negligence or misconduct in the performance of his or her duty to the Corporation unless and only to the extent that the court in which such action or suit was brought shall determine upon application that, despite the adjudication of liability but in view of all circumstances of the case, such person is fairly and reasonably entitled to indemnity for such expenses which such court shall deem proper.

(c) Any indemnification under Subsections (a) or (b) immediately above may be made by the Corporation pursuant to an order by a court or upon a determination that indemnification of the director, officer, employee, or agent is proper in the circumstances because he

or she has met the applicable standard of conduct set forth in Subsections (a) or (b) immediately above. Such determination shall be made in either of the following ways:

(1) By the Board by a majority vote of a quorum consisting of directors who were not parties to such action, suit, or proceeding.

(2) If such a quorum is not obtainable, or even if obtainable, where a quorum of disinterested directors so directs, by independent legal counsel in a written opinion.

(3) By a majority of the members present and voting.

(d) Expenses incurred in defending a civil or criminal action, suit, or proceeding described in Subsections (a) and (b) above may be paid by the Corporation in advance of the final disposition of such action, suit, or proceeding as authorized in the manner provided in Subsection (c) immediately above upon receipt of an undertaking by or on behalf of the director, officer, employee, or agent to repay such amount unless it shall ultimately be determined that such person is entitled to be indemnified by the Corporation.

(e) The indemnification provided in this Section may extend, if the Board of Directors or members so choose, to a person who has ceased to be a director, officer, employee, or agent and, in such case, shall inure to the benefit of the heirs, executors, and administrators of such persons.

(f) The Board of Directors of the Corporation shall have the authority to purchase and maintain 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 corporation, partnership, joint venture, trust or other enterprise against any liability asserted against such person and incurred by such person in any such capacity or arising out of his or status as such, whether or no the Corporation would have power to indemnify such person against such liability under Subsection (a) and (b) above.

(g) For the purposes of Subsections (a) and (b) above, references to the Corporation include all constituent corporations absorbed in a consolidation or merger and the resulting or surviving corporation so that a person who is or was a director, officer, employee, or agent of such constituent corporation as a director, officer, employee, or agent of another corporation, partnership, joint venture, trust, or other enterprise shall stand in the same position under the provision of this Section with respect to the resulting or surviving corporation in the same capacity.

(h) The foregoing right of indemnification shall be in addition to, and not inclusive of, all other rights to which the director, officer, employee, or agent may be entitled.

## **ARTICLE FIVE -DISCRIMINATION**

**Section 1. *Non-Discrimination Policy.*** It shall be the policy of this Corporation that no member, officer, director, or recipient of services of the corporation shall be discriminated against because of race, color, religion, national origin, gender, or sexuality.

## **ARTICLE SIX -FINANCE**

### **Section 1. *Bank Accounts and Deposits.***

(a) All funds of the Corporation shall be deposited from time to time to the credit of the Corporation with such banks, bankers, trust companies, or other depositories as the Board of Directors may select or as may be selected by any officer or

officers or any agent or agents of the Corporation to whom such power may be delegated from time to time by the Board of Directors.

- (b) Endorsements for the deposit of commercial paper to the credit of the Corporation in any of its duly authorized depositories may be made without countersignature by the Executive Director or any Associate Director, the Treasurer, or by any other officer or agent of the Corporation to whom the Board of Directors, by resolution, shall have delegated such power, or by hand-stamped impression in the name of the Corporation.
- (c) All checks, drafts, or other orders for payment of money, notes, or other evidence of indebtedness issued in the name of the Corporation shall be signed or endorsed by such person or persons and in such manner as shall be determined from time to time by resolution of the Board of Directors.

**Section 2. *Fiscal Year.*** The Corporation's fiscal year shall begin on the first day of January unless otherwise provided by the Board of Directors.

## **ARTICLE SEVEN -CORPORATE RECORDS, REPORTS AND SEAL**

**Section 1. *Records.*** The Corporation shall keep a book of minutes of all meetings of the members and Board of Directors at its registered office, books of account, and a membership register. The book of minutes shall note the time and place of each meeting, whether it was regular or special and, if special, how it was called, the notice given, the names of the directors present at a Board meeting, the number of members represented at a members' meeting, and the proceedings thereof. The books of account shall cover the Corporation's property and business transactions, including accounts of its assets, liabilities, receipts, disbursements, gains, losses, capital, surplus, and shares. The member register shall contain the names and addresses of each member.

**Section 2. *Inspection of Records by Members.*** All books, records, and lists of members of the Corporation shall be open to inspection and examination during normal business hours for all proper purposes by every member of the Corporation or his or her duly authorized agent or attorney. (Where are these?)

**Section 3. *Inspection of Records by Members.*** Every director shall have the absolute right at any reasonable time to inspect all books, records, and documents of every kind. Inspection by a director may be made in person or by the director's agent or attorney, and the right of inspection includes the right to make extracts.

**Section 4. *Annual Report.*** The Board of Directors shall cause an annual report to be made not later than four months after the close of its fiscal year when required by law. The report shall contain financial statements detailing its assets and liabilities, profits and losses from its operations, and other information the directors may include.

**Section 5. *Corporate Seal.*** The Board of Directors may adopt, use, and thereafter alter a corporate seal. However, the use of a corporate seal or a facsimile thereof shall not be required and shall not affect the validity of any instrument.

## **ARTICLE EIGHT -AMENDMENT OF BYLAWS**

**Section 1. *Adoption, Amendment, and Repeal.*** The Board of Directors or the Members of the Corporation may amend or repeal the Bylaws or adopt new Bylaws so long as such Bylaws, as amended or adopted, are not inconsistent with the Articles of Incorporation or with the law. Bylaws may be amended by a member vote which is confirmed by a vote of the Board of Directors.

## **ARTICLE NINE -DISSOLUTION**

**Section 1. *Assets.*** In the event of this corporation's dissolution, the corporation's assets, liquidated or un-liquidated, shall be transferred to Michigan State University - Oakland County Extension.