ALBANY THERAPEUTIC RIDING CENTER, INC.

BYLAWS

**ARTICLE I. NAME, PURPOSE**

Section 1. Name: The name of this organization shall be the Albany Therapeutic Riding Center, Inc., herein and referred to in these Bylaws as “ATRC”.

Section 2. Purpose: ATRC is organized exclusively for charitable, educational, and health-related purposes. More specifically, ATRC shall provide, promote, and encourage the benefits of equine facilitated therapeutics and activities by teaching horsemanship to individuals across multiple populations within the Capital District and surrounding areas.

**ARTICLE II. MEMBERSHIP**

Section 1. The ATRC shall be governed by a Board of Advisors, consisting of voting and non-voting members as described herein.

**ARTICLE III. BOARD OF DIRECTORS**

Section 1. Size and Compensation: ATRC shall have a Board of Advisors, hereinafter referred to as “the Board”, and it shall number not less than five nor more than fifteen. The Board receives no compensation other than reasonable expenses as agreed upon by the majority of the voting members of the Board.

The composition of the Board shall consist of “Voting” and “non-voting” members. For purposes of this policy, “Non-Voting Members” may also be referred to as “Advisors.” The Board will have between five and seven Voting Members, subject to election as set forth below. The Voting Members will include the Officers (i.e.,) the President, Vice-President, Treasurer, and Secretary, who will be elected to such positions at the annually and whose terms as officers will commence on January 1. (See Sections 6 and 10 below)

The remaining members of the Board of Advisors will be Non-Voting Members/Advisors. Non-Voting Members/Advisors will be appointed to the Board by majority vote of the Voting Members. Their service to the Board will continue indefinitely, subject to removal at any time by a majority vote of the Voting Members. (See Sections 6 and 8 below)

Section 2. Duties and Powers: The affairs of ATRC shall be managed by the Board.

The Board is authorized to employ such persons, including an executive officer (e.g., Executive Director), auditors, attorneys, agents and assistants, as in the Board’s opinion are needed for the administration of ATRC, and to pay such persons’ reasonable compensation and expenses thereof.

The executive officer is responsible for the management and staffing (hiring and firing shall be subject to Board approval) of ATRC and for the administration of programs and implementation of policies established and approved by the Board. The executive officer is an ex-officio member of the Board of Advisors and all Board committees. However, the Executive Director, upon request by majority of the Board, may be excluded from Board discussion and votes concerning the Executive Director.

Section 3. Regular Meetings: The Board shall meet at least on a bi-monthly basis at an agreed upon time and place. The Board President, upon his/her determination, may cancel a regular meeting if there is not sufficient business to be conducted that would warrant a meeting. Meetings shall be open to the public and notice of these meetings shall be posted. Any one or more Advisors may participate in any meeting of the Board or any committee thereof by means of a conference telephone, videoconference, or similar communications equipment allowing all persons participating in the meeting to hear and speak to each other. Participation by such means shall constitute presence in person at a meeting for all purposes, including quorum and voting. A quorum may only be attained if a majority of the voting members of the Board are present.

Parliamentary Procedure: Meetings of the Board will be held in accordance with Robert’s Rules of Order, or in such practical manner as may be deemed necessary and proper by the majority of the Board.

Section 4. Annual Meeting: The Board shall establish a date for an annual meeting. The meeting shall be for the purpose of the presentation of an annual report, the election of Voting Members to the Board or the appointment of Non-Voting members by the majority of the Voting Members, and the transaction of any other business which may come before or after the meeting. (See Section 6 below)

Section 5. Special Meetings: Special meetings of the Board may be called by the Board President or at the request of three or more members of the Board. Notice of any special meeting shall be delivered from the Secretary to all members of the Board by email at least seven days before the meeting. Such notice shall state the date, time, and place of the meeting and be delivered via electronic mail, facsimile, regular mail, or hand delivery to each Voting Member.

Section 6. Board Elections: The Voting Members shall be elected by members of the Board annually. Voting Members will be elected by a majority vote of the current Voting Members. The pool of eligible candidates from election will be comprised of any person who has served on the Board of Advisors for at least four months prior to the election.

Section 7. Terms: All Board members are elected for a two-year term and may serve *ad infinitum* subject to yearly reviews. Members of the Board at the time of the adoption of these bylaws shall be deemed “elected” for a new two-year term.

In order to provide for an orderly transition with a balance in the expiration of terms of office, the Board shall adopt an interim schedule in which some terms of office may be less than two years during this period.

Section 8. Removal and Resignation: Any Member, voting or non-voting may be removed with cause, by majority vote of the remaining Members. Resignation from the Board must be in writing and received by the Secretary, or by the Present, should it be the Secretary who is resigning.

Section 9. Quorum: At any meeting of the Board, majority of the voting Members shall constitute a quorum for the transaction of business. Those present may adjourn the meeting despite the absence of a quorum.

Section 10. Officers and Duties: The officers of the Board shall be a President, Vice President, Secretary and Treasurer. Their duties are as follows:

The President shall preside over all meetings of the Board, appoint all committees not otherwise provided for and serve, ex-officio, as a member of all committees. The Board President is also authorized to make and endorse, in the name of ATRC, checks for payments, reimbursements or funds awarded, under the direction of the Board.

The Vice President shall assume the duties of the President in the event of the absence, failure or inability of that officer to perform them, serve as the presiding officer to the Board in the absence of the President and undertake such other tasks or responsibilities, as may be directed by the President.

The Secretary shall be responsible for keeping records of Board actions, including overseeing the taking of minutes at all board meetings, sending out meeting announcements, distributing copies of minutes and the agenda to each Board member, and assuring that corporate records are maintained.

The Treasurer shall have the care and custody of and be responsible for all the funds, gifts, securities and any other property given to ATRC and held in an account in the name of ATRC, reporting on all activities at each Board meeting. The Treasurer shall also make and endorse in the name of ATRC, all checks for payments, reimbursements or funds awarded, under the direction of the Board. The Treasurer shall also chair the finance committee, assist in the preparation of the budget, and make financial information available to Board members and the public.

The Board Officers shall be elected at each Annual Meeting and shall serve a term of one year or until the date fixed for the Annual Meeting of the Board following the election of such officers and until their successors are elected.

Section 11. Vacancies: The President, in consultation with the Board, may appoint a person to fill any existing vacancy in the Board of Directors at any regular or special meeting subject to the approval of the Board of Directors. That person shall hold office until the next annual election.

**ARTICLE IV. COMMITTEES**

Section 1. Creation of Committees: A majority of the Board may establish such committees as it deems necessary for the efficient administration and operation of ATRC. These committees will include, but not be limited to, the Finance Committee, and the Fundraising Committee. The Committees will act in an advisory capacity and the actions of said Committees or their members cannot bind ATRC or the Board. Recommendations of the Committees should be returned to the Board for potential action thereon.

Section 2. Finance Committee: The Treasurer is chair of the Finance Committee. There are an open number of members in the Finance Committee. The Finance Committee is responsible for developing and reviewing fiscal procedures and the annual budget with staff and other Board members. The Board must approve the budget, and all expenditures must be within the budget. Any major change in the budget must be approved by the Board or the Executive Committee. The fiscal year shall be the calendar year. Annual reports are required to be submitted to the Board showing income, expenditures and pending income. The financial records of the organization are public information and shall be made available to the membership, Board members and the public.

**ARTICLE V. CONTRACTS, CHECKS, AND DEPOSITS**

Section 1. Contracts: The Board may authorize any officer(s), agent(s) or employee(s) of ATRC to enter into any contract or execute and deliver any instrument in the name of and on behalf of ATRC. Such authority may be general or confined to specific instances.

Section 2. Checks and Drafts: See duties of the President and Treasurer as set forth above. In addition, the executive officer may be delegated the authority to sign checks on behalf of ATRC.

Section 3. Deposits: All funds of ATRC shall be deposited or invested in a timely manner to the credit of ATRC in such bank(s), financial securities, or other depositories as the Board selects and approves.

**ARTICLE VI. OFFICIAL RECORDS**

Section 1. Corporate Records: ATRC shall keep accurate and complete books and records of account and shall keep minutes of all proceedings of its Board and committees having any authority of the Board.

Section 2. Financial Records: ATRC shall maintain current, true and accurate financial records, including all income and expenditures in accordance with generally accepted accounting practices.

Section 2.01: Audits: The financial records of ATRC shall be audited when required by an independent certified public accountant.

Section 2.02. Fiscal Year: ATRC’s fiscal year shall begin on January 1 and end on December 31.

Section 3. Governmental Records: ATRC shall prepare and file all required governmental reports, questionnaires or tax returns in a timely manner.

Section 4. Record Retention: All records shall be retained for a period consistent with professional, administrative, and legal requirements.

**ARTICLE VII. AMENDMENTS**

Section 1. These Bylaws may be altered, amended, repealed or added to by a majority vote of the Board of Directors at any annual or special meeting if a written notice of the proposed changes is provided to each Board member 30 days prior to the Annual or special meeting. This time limit may be waived by the majority of the entire Board.

These Bylaws were approved at a meeting of the Board of Directors of Albany Therapeutic Riding Center, Inc. on October 18, 2020.