



Healing Horizons Foundation Inc.

Healing Horizons Foundation Inc.
501(c)(3) Nonprofit Organization
Incorporated in the State of Ohio
Effective Date: November 3, 2025
Last Reviewed: January 15, 2026
Approved By: Sole Director (Acting as the Board of Directors)
Version 1.0

BYLAWS

INTRODUCTORY STATEMENT

These bylaws establish the governance framework for Healing Horizons Foundation Inc., including how the organization operates, how it is directed and managed, and how transparency and accountability are maintained. The corporation is governed by a single Director, who initially is the founder of the corporation and who serves as the Board of Directors, as permitted under Ohio law.

Article 1 – Name and Purpose

1.1 Name

The name of the corporation is **Healing Horizons Foundation Inc.**

1.2 Purpose

The Corporation is organized exclusively for charitable and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax law.

1.3 Principal Office and Registered Agent

The principal office and registered agent of the Corporation shall be as stated in the Articles of Incorporation or as otherwise determined by the Director.

Article 2 – Nonprofit and Tax-Exempt Status

2.1 Nonprofit Operation

The Corporation shall be operated exclusively as a nonprofit organization. No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, any private individual, except as reasonable compensation for services rendered.

2.2 Political Activity

No substantial part of the activities of the Corporation shall be the carrying on of propaganda or otherwise attempting to influence legislation, and the Corporation shall not participate in or intervene in any political campaign on behalf of or in opposition to any candidate for public office.

Article 3 – Director (Board of Directors)

3.1 Number of Directors

The Corporation shall have **one (1) Director**. The Director shall serve as the **Board of Directors** of the Corporation as permitted under Ohio Revised Code Chapter 1702.

3.2 Founder as Initial Director

The founder of the Corporation shall serve as the **initial and current Director**, and therefore as the Board of Directors, until such time as the Director resigns, is removed, or additional directors are appointed in accordance with these bylaws.

3.3 Authority and Duties

The Director shall have full power and authority to manage and control the affairs, property, and activities of the Corporation, including but not limited to:

- Establishing policies and procedures
- Approving budgets and financial decisions
- Appointing and removing officers
- Ensuring compliance with applicable laws and regulations

3.4 Term

The Director shall serve for an indefinite term until resignation or removal.

3.5 Resignation

The Director may resign at any time by providing written notice to the Corporation.

3.6 Vacancy

In the event of a vacancy in the position of Director, a successor Director shall be appointed by written resolution of the outgoing Director, or if none, by the officers of the Corporation acting jointly.

3.7 Expansion of the Board

The number of Directors may be increased in the future by amendment of these bylaws or the Articles of Incorporation, provided the Corporation shall always have at least one Director as required by Ohio law.

Article 4 – Officers and Staff

4.1 Officers

The officers of the Corporation shall include a President (or Executive Director), a Treasurer, and a Secretary, and such other officers as the Director may determine from time to time.

4.2 Appointment and Removal

Officers shall be appointed by the Director and may be removed by the Director at any time, with or without cause.

4.3 Duties

The officers shall have the duties customarily associated with their respective offices and such additional duties as may be assigned by the Director.

4.4 Multiple Offices

One person may hold more than one office, except as prohibited by law.

4.5 Staff and Volunteers

The Corporation may employ or engage staff, independent contractors, and volunteers as determined by the Director. The titles, duties, and compensation of such positions shall be established by policy or written agreement and need not be specified in these bylaws.

Article 5 – Meetings and Actions

5.1 Meetings

Meetings of the Director may be held at such times and places as determined by the Director and may be conducted informally.

5.1.1 Notice

The Director shall provide written notice of any meeting at least 5 business days in advance.

5.2 Quorum and Voting

A quorum consists of the number of directors then serving. Any action may be taken by a majority vote of directors present.

5.3 Action Without Meeting

Any action required or permitted to be taken by the Director may be taken without a meeting if the Director provides written consent describing the action taken. Such consent shall be maintained with the corporate records.

Article 6 – Conflict of Interest

The Corporation shall adopt and maintain a written Conflict of Interest Policy. The Director shall disclose any actual or potential conflicts of interest and shall act at all times in the best interest of the Corporation.

Article 7 – Indemnification

To the fullest extent permitted by Ohio law, the Corporation shall indemnify its Director and officers against expenses and liabilities incurred in connection with their service to the Corporation.

Article 8 – Records and Transparency

The Corporation shall maintain accurate and complete books and records of account, minutes of meetings and written actions, and corporate policies. Such records shall be maintained in accordance with Ohio law and made available as required by law. Records shall be retained for a minimum of 7 years or as required by law.

Article 9 – Fiscal Year Clause

9.1 Fiscal Year

The fiscal year of the Corporation shall be the calendar year unless otherwise determined by the Director.

Article 10 – Non-Discrimination

10.1 Non-Discrimination

The Corporation shall not discriminate on the basis of race, color, religion, sex, gender identity, sexual orientation, age, disability, or national origin in any of its policies, programs, or activities.

Article 11 – Amendments

These bylaws may be amended or repealed by the Director at any time, subject to applicable law.

Article 12 – Dissolution

Upon the dissolution of the Corporation, assets shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, or shall be distributed to the federal government, or to a state or local government, for a public purpose.

Article 13 – Fundraising and Donor Policies

The Director may adopt and maintain written policies governing fundraising activities and donor relations, including policies on gift acceptance, donor privacy, gift acknowledgement, and restrictions on solicitation. These policies shall be reviewed annually and updated as needed.

CERTIFICATION OF ADOPTION

I certify that these bylaws were adopted as the bylaws of Healing Horizons Foundation Inc. by the sole Director of the Corporation on the date written below.

A handwritten signature in black ink, appearing to read "Dr. Marion Johnson", with a horizontal line extending to the right.

Signature of Director

Dr. Marion Johnson, DNP, RN

Printed Name of Director