



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: Governing Board**  
**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 initially organized by the founder and governed by a Governing Board of Directors in accordance with Ohio law and these Bylaws.

### **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 Governing Board.

### **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 and Composition of Directors**

The Governing Board of the Corporation shall consist of no fewer than two (2) Directors. The Corporation shall also appoint one (1) Secretary, who shall serve as an officer of the Corporation but shall not be deemed a Director unless separately appointed as such. The Corporation shall at all times maintain at least two (2) Directors in accordance with Ohio law and these Bylaws.

### **3.2 Initial Directors**

The founder of the Corporation shall serve as an initial Director. Additional Directors may be appointed by the Board in accordance with these bylaws.

### **3.3 Authority and Duties**

The Governing Board 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**

Directors shall serve for a term of three (3) years and shall be eligible for reappointment for successive terms.

### **3.5 Resignation**

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

### **3.6 Vacancy**

Any vacancy on the Governing Board shall be filled by resolution of the remaining Directors, in accordance with Ohio law and these Bylaws.

### **3.7 Expansion of the Board**

The Board may be expanded as the Corporation grows, consistent with these bylaws and applicable governing documents.

### **3.8 Residency of Directors**

The Governing Board may include Directors who are not residents of the United States or of the State of Ohio. There shall be no residency requirement for Directors of the Corporation except as may be required by applicable law.

### **3.9 Prohibition on Board Compensation**

No member of the Governing Board shall receive remuneration or compensation for services rendered in their capacity as a Board member. Directors may be reimbursed for reasonable expenses incurred in the performance of their duties, consistent with applicable 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. Officers may, but need not, be Directors of the Corporation. The Secretary shall not be deemed a Director unless separately appointed in accordance with these bylaws.

### **4.2 Appointment and Removal**

Officers shall be appointed by the Governing Board and may be removed by the Governing Board 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 Governing Board.

### **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 Governing Board. The titles, duties, and compensation of such positions shall be established by policy or written agreement and need not be specified in these bylaws.

### **4.6 Secretary**

The Secretary shall be responsible for maintaining corporate records, minutes, and compliance documentation. The Secretary shall be an officer of the Corporation and may attend meetings of the Governing Board but shall not be a Director unless separately appointed in accordance with these bylaws.

### **4.7 Term of Officers**

Officers of the Corporation, including the Secretary, shall serve for a term of three (3) years and may be reappointed by the Governing Board.

## **Article 5 – Meetings and Actions**

### **5.1 Meetings**

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

#### **5.1.1 Notice**

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

### **5.2 Quorum and Voting**

A quorum for meetings of the Governing Board shall consist of two (2) Directors. Officers who are not Directors, including the Secretary, may attend meetings but shall not be counted toward quorum or voting unless separately appointed as Directors.

### **5.3 Action Without Meeting**

Any action required or permitted to be taken by the Governing Board may be taken without a meeting if the Governing Board 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 Governing Board 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 Directors 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 Governing Board.

## **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 only by resolution of the Governing Board, in a manner consistent with applicable law and in accordance with Ohio law and these Bylaws.

## **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 Governing Board 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 Herizons Foundation Inc. by the Governing Board of the Corporation on the date written below.



**Signature of Director**

Dr. Marion Johnson, DNP, RN  
**Printed Name of Director**