

**AMENDED AND RESTATED**

**BYLAWS**

**OF**

**HAPPILY EVANS AFTER RESCUE, INC.**

**ARTICLE 1**

**OFFICES**

**SECTION 1. PRINCIPAL OFFICE**

The principal office of the corporation shall be at 58 Hillside Rd., Hampden County, Southwick, Massachusetts.

**SECTION 2. CHANGE OF ADDRESS**

The designation of the county or state of the corporation's principal office may be changed by amendment of these Bylaws. The Board of Directors may change the principal office from one location to another within the named county by noting the changed address and effective date below, and such changes of address shall not be deemed, nor require, an amendment of these Bylaws:

58 Hillside Rd., Hampden County, Southwick, Massachusetts.

**SECTION 3. OTHER OFFICES**

The corporation may also have offices at such other places, within or without the Commonwealth of Massachusetts, where it is qualified to do business, as its business and activities may require, and as the Board of Directors may, from time to time, designate.

**ARTICLE 2**

**PURPOSES**

**SECTION 1. IRC SECTION 501(C)(3) PURPOSES**

This corporation is organized exclusively for one or more of the purposes as specified in Section 501(c)(3) of the Internal Revenue Code, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code.

## **SECTION 2. SPECIFIC OBJECTIVES AND PURPOSES**

The specific objectives and purposes of this corporation shall be:

More specifically, the corporation is organized to:

1) rescue, rehabilitate, rehome and provide sanctuary for horses, ponies, donkeys, and mules, that have been subjected to cruelty, mistreatment or neglect by others; and

2) provide, encourage and promote education to the public and owners of horses, ponies, donkeys and mules regarding the prevention of cruelty to and the proper care and treatment of horses, ponies, donkeys and mules.

## **ARTICLE 3 MEMBERS**

### **SECTION 1. MEMBERS**

The corporation shall not have any members. Any action or vote required or permitted by law to be taken by the members shall be taken by action or vote of the same percentage of members of the Board of Directors.

## **ARTICLE 4 DIRECTORS**

### **SECTION 1. NUMBER**

There shall be a Board consisting of not fewer than three (3) nor more than seven (7) directors. Directors shall be appointed annually at a meeting of the Board of Directors, to take office immediately and shall hold office for a staggered three-year term and until their respective successors are elected and qualified, unless the Board specifies a different term for any director at the meeting at which he or she is elected. The number of directors to be elected for each year shall be fixed at the meeting at which they are elected, but the Board of Directors may, at any meeting held for the purpose, increase or decrease the number of directors as thus fixed, and elect new directors to complete the number so fixed, or remove directors to reduce the number of directors to the number so fixed.

### **SECTION 2. QUALIFICATIONS**

Directors shall be of the age of majority in Massachusetts. There shall be no other requirements for a person to become a Director.

### **SECTION 3. POWERS**

The Board of Directors shall have and may exercise all of the powers of the corporation.

### **SECTION 4. DUTIES**

It shall be the duty of the directors to:

(a) Perform any and all duties imposed on them collectively or individually by law, by the Articles of Organization, or by these Bylaws;

(b) Appoint and remove, employ and discharge, and, except as otherwise provided in these Bylaws, prescribe the duties and fix the compensation, if any, of all officers, agents and employees of the corporation;

(c) Supervise all officers, agents and employees of the corporation to assure that their duties are performed properly;

(d) Meet at such times and places as required by these Bylaws; and

(e) Register their addresses with the Clerk of the corporation, and notices of meetings mailed or telegraphed to them at such addresses shall be valid notices thereof.

### **SECTION 5. COMPENSATION**

Directors shall serve without compensation except that a reasonable fee may be paid to directors for attending regular and special meetings of the Board. In addition, they shall be allowed reasonable advancement or reimbursement of expenses incurred in the performance of their duties.

### **SECTION 6. REGULAR MEETINGS**

Regular meetings of the Board of Directors shall be held at such places, within or without the Commonwealth of Massachusetts, and at such times as the Board may by vote from time to time determine. No notice shall be required for any regular meeting held at a time and place fixed in advance by the Board of Directors.

### **SECTION 7. SPECIAL MEETINGS**

Special meetings of the Board of Directors may be called by the Chair of the Board, if a Chair has been appointed, the President, the Clerk, or by any two directors. Such meetings shall be held at the principal office of the corporation or, if different, at the place designated by the person or persons calling the special meeting.

## **SECTION 8. NOTICE OF SPECIAL MEETINGS**

At least one-week prior notice shall be given by the Clerk of the corporation to each director of each special meeting of the Board. Such notice shall be in writing, unless oral notice is reasonable under the circumstances, may be given personally, by first class mail, by telephone, or by facsimile, and shall state the place, date and time of the meeting and the matters proposed to be acted upon at the meeting.

Special meetings of the directors may be held at any time without call or formal notice, provided all the directors are present or waive notice thereof by a writing which is filed with the records of the meeting.

## **SECTION 9. QUORUM**

At any meeting of the directors a majority of the directors then in office shall constitute a quorum for the transaction of business, but a lesser number may adjourn any meeting from time to time and the meeting may be held as adjourned without further notice. When a quorum is present at any meeting, the affirmative vote of two-thirds of the directors in attendance thereat and voting on the matter shall decide any matter brought before such meeting, provided that if all the directors are present at any meeting, the affirmative vote of a majority of the directors voting on the matter shall decide any matter brought before such meeting, except where a larger vote is required by law, by the Articles of Organization or by these By-Laws.

## **SECTION 10. CONDUCT OF MEETINGS**

Meetings of the Board of Directors shall be presided over by the Chair of the Board, or, if no such person has been so designated or in his or her absence, the President of the corporation or, in his or her absence, by a chair for the meeting chosen by a majority of the directors present at the meeting. The Clerk of the corporation shall act as Clerk of all meetings of the Board, provided that, in his or her absence, the presiding officer shall appoint another person to act as Clerk of the Meeting.

## **SECTION 11. ACTION BY WRITTEN CONSENT**

Any action by the directors may be taken without a meeting if a written consent thereto is signed by all the directors and filed with the records of the directors' meetings. Such consent shall be treated as a vote of the directors for all purposes.

## **SECTION 12. RESIGNATION AND REMOVAL**

Any director may resign effective upon giving written notice to the Chair of the Board, the President, the Clerk, or the Board of Directors, unless the notice specifies a later time for the effectiveness of such resignation. No director may resign if the corporation would then be left without a duly elected director or directors in charge of its

affairs, except upon notice to the Office of the Attorney General or other appropriate agency.

Any director may be removed from office, with or without cause, by vote of two-thirds (2/3) of the directors then in office at any meeting called for the purpose. Unless otherwise prohibited by the Articles of Organization, these Bylaws or provisions of law, there shall be no requirement to fill vacancies on the Board.

#### **SECTION 14. NON LIABILITY OF DIRECTORS**

The directors shall not be personally liable for the debts, liabilities, or other obligations of the corporation.

#### **SECTION 15. INDEMNIFICATION BY CORPORATION OF DIRECTORS AND OFFICERS**

The directors and officers of the corporation shall be indemnified by the corporation to the fullest extent permissible under Massachusetts laws.

#### **SECTION 16. INSURANCE FOR CORPORATE AGENTS**

Except as may be otherwise provided under provisions of law, the Board of Directors may adopt a resolution authorizing the purchase and maintenance of insurance on behalf of any agent of the corporation (including a director, officer, employee or other agent of the corporation) against liabilities asserted against or incurred by the agent in such capacity or arising out of the agent's status as such, whether or not the corporation would have the power to indemnify the agent against such liability under the Articles of Organization, these Bylaws or provisions of law.

### **ARTICLE 5 OFFICERS**

#### **SECTION 1. DESIGNATION OF OFFICERS**

The officers of the corporation shall be a President, a Clerk, and a Treasurer. The corporation may also have a Chair of the Board, one or more Vice Presidents, Assistant Clerks, Assistant Treasurers, and other officers with such titles and responsibilities as may be determined from time to time by the Board of Directors.

#### **SECTION 2. QUALIFICATIONS AND POWERS**

No officer need be a director, provided, however, that if a Chair is elected, the Chair shall be a director. So far as is permitted by law, any two or more offices may be filled by the same person. Each officer shall, subject to these Bylaws, have in addition to the duties and powers herein set forth, such duties and powers as are commonly incident

to his office, and such duties and powers as the Board of Directors shall from time to time designate.

### **SECTION 3. ELECTION AND TERM OF OFFICE**

All officers shall be elected by the directors at any meeting thereof and shall serve at the pleasure of the Board of Directors. Subject to law, to the Articles of Organization, and to the other provisions of these Bylaws, each officer shall hold office until his or her successor is elected and qualified, or until he or she sooner dies, resigns, is removed, or becomes disqualified.

### **SECTION 4. REMOVAL AND RESIGNATION**

Any officer may be removed, either with or without cause, by the Board of Directors, at any time. Any officer may resign at any time by giving written notice to the Board of Directors or to the President or Clerk of the corporation. Any such resignation shall take effect at the date of receipt of such notice or at any later date specified therein, and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective. The above provisions of this Section shall be superseded by any conflicting terms of a contract which has been approved or ratified by the Board of Directors relating to the employment of any officer of the corporation.

### **SECTION 5. VACANCIES**

Any vacancy caused by the death, resignation, removal, disqualification, or otherwise, of any officer shall be filled by the Board of Directors. In the event of a vacancy in any office other than that of President, such vacancy may be filled temporarily by appointment by the President until such time as the Board shall fill the vacancy.

### **SECTION 6. DUTIES OF PRESIDENT**

The President shall be the chief executive officer of the corporation and shall, subject to the control of the Board of Directors, supervise and control the affairs of the corporation and the activities of the officers. He or she shall perform all duties incident to his or her office and such other duties as may be required by law, by the Articles of Organization, or by these Bylaws, or which may be prescribed from time to time by the Board of Directors. Unless another person is specifically appointed as Chair of the Board of Directors, the President shall preside at all meetings of the Board of Directors.

### **SECTION 7. DUTIES OF VICE PRESIDENT**

In the event a Vice President is elected, in the absence of the President, or in the event of his or her inability or refusal to act, the Vice President shall perform all the duties of the President, and when so acting shall have all the powers of, and be subject to all the restrictions on, the President. The Vice President shall have other powers and

perform such other duties as may be prescribed by law, by the Articles of Organization, or by these Bylaws, or as may be prescribed by the Board of Directors.

## **SECTION 8. DUTIES OF CLERK**

The Clerk shall:

Certify and keep at the principal office of the corporation the original, or a copy, of these Bylaws as amended or otherwise altered to date.

Keep at the principal office of the corporation or at such other place as the Board may determine, a book of minutes of all meetings of the directors, and, if applicable, meetings of committees of directors, recording therein the time and place of holding, whether regular or special, how called, how notice thereof was given, the names of those present or represented at the meeting, and the proceedings thereof.

See that all notices are duly given in accordance with the provisions of these Bylaws or as required by law.

Be custodian of the records and of the seal of the corporation and affix the seal, as authorized by law or the provisions of these Bylaws, to duly executed documents of the corporation.

Exhibit at all reasonable times to any director of the corporation, or to his or her agent or attorney, on request therefore, these Bylaws and the minutes of the meetings of the Board of Directors and any committees thereof.

In general, perform all duties incident to the office of Clerk and such other duties as may be required by law, by the Articles of Organization, or by these Bylaws, or which may be assigned to him or her from time to time by the Board of Directors.

## **SECTION 9. DUTIES OF TREASURER**

The Treasurer shall:

Have charge and custody of, and be responsible for, all funds and securities of the corporation, and deposit all such funds in the name of the corporation in such banks, trust companies, or other depositories as shall be selected by the Board of Directors.

Receive, and give receipt for, monies due and payable to the corporation from any source whatsoever.

Disburse, or cause to be disbursed, the funds of the corporation as may be directed by the Board of Directors, taking proper vouchers for such disbursements.

Keep and maintain adequate and correct accounts of the corporation's properties and business transactions, including accounts of its assets, liabilities, receipts, disbursements, gains and losses.

Exhibit at all reasonable times the books of account and financial records to any director of the corporation, or to his or her agent or attorney, on request therefore.

Render to the President and directors, whenever requested, an account of any or all of his or her transactions as Treasurer and of the financial condition of the corporation.

Prepare, or cause to be prepared, and certify, or cause to be certified, the financial statements to be included in any required reports.

In general, perform all duties incident to the office of Treasurer and such other duties as may be required by law, by the Articles of Organization of the corporation, or by these Bylaws, or which may be assigned to him or her from time to time by the Board of Directors, in writing.

## **SECTION 10. COMPENSATION**

The salaries of the officers, if any, shall be fixed from time to time by resolution of the Board of Directors. In all cases, any salaries received by officers of this corporation shall be reasonable as determined by the Directors in their sole discretion and given in return for services actually rendered to or for the corporation.

## **ARTICLE 6 COMMITTEES**

### **SECTION 1. EXECUTIVE COMMITTEE**

The Board of Directors may, by a majority vote of its members, designate an Executive Committee consisting of as many Board members as the Board so chooses and may delegate to such committee the powers and authority of the Board in the management of the business and affairs of the corporation, to the extent permitted, and except as may otherwise be provided, by provisions of law.

By a majority vote of its members, the Board may at any time revoke or modify any or all of the Executive Committee authority so delegated, increase or decrease but not below two (2) the number of the members of the Executive Committee, and fill vacancies on the Executive Committee from the members of the Board. The Executive Committee shall keep regular minutes of its proceedings, cause them to be filed with the corporate records, and report the same to the Board from time to time as the Board may require. The Executive Committee may make rules not inconsistent herewith for the holding and conduct of its meetings.



## **SECTION 2. OTHER COMMITTEES**

The Board of Directors may from time to time create and abolish such other committees as it deems necessary or desirable for the conduct of the affairs of the corporation, to which may be appointed such persons as the Board may determine. Except as the directors may otherwise determine, any committee may make rules for the conduct of its business, but unless otherwise provided by the directors or in such rules, its business shall be conducted in a manner similar to that provided in these Bylaws for the directors.

## **SECTION 3. QUORUM OF EXECUTIVE AND OTHER COMMITTEES.**

At any meeting of any Executive Committee or other committee a majority of the members of such committee shall constitute a quorum for the transaction of business, but a lesser number of committee members may adjourn any meeting from time to time, and the meeting may be held as adjourned without further notice. When a quorum is present at any meeting, two-thirds of the members of such committee present thereat shall decide any matter brought before such meeting.

## **ARTICLE 7**

### **EXECUTION OF INSTRUMENTS, DEPOSITS AND FUNDS**

#### **SECTION 1. EXECUTION OF INSTRUMENTS, CHECKS AND NOTES**

Except as otherwise specifically determined by resolution of the Board of Directors, or as otherwise required by law, checks, drafts, promissory notes, orders for the payment of money, and other evidence of indebtedness of the corporation for any amount in excess of \$50 shall be signed by either the Treasurer or the President of the corporation.

#### **SECTION 2. DEPOSITS**

All funds of the corporation shall be deposited from time to time to the credit of the corporation in such banks, trust companies, or other depositories as the Board of Directors may select.

#### **SECTION 3. GIFTS**

The Board of Directors may accept on behalf of the corporation any contribution, gift, bequest, or devise for the nonprofit purposes of this corporation.

**ARTICLE 8  
CORPORATE RECORDS, REPORTS AND SEAL**

**SECTION 1. MAINTENANCE OF CORPORATE RECORDS**

The corporation shall keep at its principal office:

(a) Minutes of all meetings of directors and committees of the Board, indicating the time and place of holding such meetings, whether regular or special, how called, the notice given, and the names of those present and the proceedings thereof;

(b) Adequate and correct books and records of account, including accounts of its properties and business transactions and accounts of its assets, liabilities, receipts, disbursements, gains and losses;

(c) A copy of the corporation's Articles of Organization and Bylaws as amended to date, which shall be open to inspection by any director or officer of the Corporation, at all reasonable times during office hours.

**SECTION 2. CORPORATE SEAL**

The Board of Directors may adopt, use, and at will alter, a corporate seal. Such seal shall be kept at the principal office of the corporation. Failure to affix the seal to corporate instruments, however, shall not affect the validity of any such instrument.

**SECTION 3. DIRECTORS' INSPECTION RIGHTS**

Every director shall have the absolute right at any reasonable time to inspect and copy all books, records and documents of every kind and to inspect the physical properties of the corporation and shall have such other rights to inspect the books, records and properties of this corporation as may be required under the Articles of Organization, other provisions of these Bylaws, and provisions of law.

**SECTION 4. RIGHT TO COPY AND MAKE EXTRACTS**

Any inspection under the provisions of this Article may be made in person or by agent or attorney and the right to inspection shall include the right to copy and make extracts.

**ARTICLE 9  
IRC 501(C)(3) TAX EXEMPTION PROVISIONS**

**SECTION 1. LIMITATIONS ON ACTIVITIES**

No substantial part of the activities of this corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, except as otherwise

provided by Section 501(h) of the Internal Revenue Code, and this corporation shall not participate in, or intervene in (including the publishing or distribution of statements), any political campaign on behalf of, or in opposition to, any candidate for public office. Notwithstanding any other provisions of these Bylaws, this corporation shall not carry on any activities not permitted to be carried on (a) by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code, or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code.

## **SECTION 2. PROHIBITION AGAINST PRIVATE INUREMENT**

No part of the net earnings of this corporation shall inure to the benefit of, or be distributable to, its members, directors or trustees, officers, or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes of this corporation.

## **SECTION 3. DISTRIBUTION OF ASSETS**

Upon the dissolution of this corporation, its assets remaining after payment, or provision for payment, of all debts and liabilities of this corporation 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. Such distribution shall be made in accordance with all applicable provisions of Massachusetts or federal law, as applicable.

## **SECTION 4. PRIVATE FOUNDATION REQUIREMENTS AND RESTRICTIONS**

In any taxable year in which this corporation is a private foundation as described in Section 509(a) of the Internal Revenue Code, the corporation 1) shall distribute its income for said period at such time and manner as not to subject it to tax under Section 4942 of the Internal Revenue Code; 2) shall not engage in any act of self-dealing as defined in Section 4941(d) of the Internal Revenue Code; 3) shall not retain any excess business holdings as defined in Section 4943(c) of the Internal Revenue Code; 4) shall not make any investments in such manner as to subject the corporation to tax under Section 4944 of the Internal Revenue Code; and 5) shall not make any taxable expenditures as defined in Section 4945(d) of the Internal Revenue Code.

# **ARTICLE 10 AMENDMENT OF BYLAWS**

## **SECTION 1. AMENDMENT**

These By-Laws may be altered, amended or repealed in whole or in part by the Board of Directors.

**ARTICLE 11**  
**CONSTRUCTION AND TERMS**

If there is any conflict between the provisions of these Bylaws and the Articles of Organization of this corporation, the provisions of the Articles of Organization shall govern.

Should any of the provisions or portions of these Bylaws be held unenforceable or invalid for any reason, the remaining provisions and portions of these Bylaws shall be unaffected by such holding.

All references in these Bylaws to the Articles of Organization shall be to the Articles of Organization of this corporation, as filed with the office of Clerk of the Commonwealth, and as amended and in effect from time to time.

All references in these Bylaws to a section or sections of the Internal Revenue Code shall be to such sections of the Internal Revenue Code of 1986 as amended from time to time, or to corresponding provisions of any future federal tax code.