

highly beneficial in helping to place rescued horses in “forever” homes and thus allowing room for the rescue of other Paso Finos in need.

3. No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to its members, 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 set forth in Article II hereof. 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 (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 provision of these articles, the Corporation shall not carry on any other 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 the corresponding section of any future Federal tax code, or (b) by a Corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or the corresponding section of any future Federal tax code.

ARTICLE III – MEMBERSHIP

There shall be no organization membership

ARTICLE IV – BOARD OF DIRECTORS

The Board may consist of only one Director plus the organization’s officers but must not exceed five (5) directors. The Board is responsible for setting policy and governing the organization, and holds the power to conduct the nonprofit’s day-to-day business.

Additional Board members, may be appointed by the seated Board of Directors, but for voting purposes, the Board must always consist of an odd number of members, and never less than three.

The Board is responsible for removal of Board Members (with or without cause) and filling any vacancies that might occur on the Board.

Board Members will not be compensated for services as Members of the Board, except that by resolution of the Board, Directors may be reimbursed for expenses incurred on behalf of New Beginnings PFHR.

The Board of Directors will meet semi-annually and may hold its meetings at such times and places as a majority of the Directors in office determine.

Board Members will be notified by mail, telephone, email, or fax, two weeks before each regularly scheduled Board Meeting. (Written notice of a meeting is not required).

Special Board meetings may be called by the Chair of the Board, the Executive Director, or a majority of the Board Members.

A majority of the members of the Board present will constitute a quorum. Except where otherwise required by law, the Articles, or these Bylaws, the affirmative vote of a majority of the Directors present at a duly held meeting shall be sufficient for any action.

The Board will conduct its business according to Roberts Rules of Order. Duly called meetings may be held by conference call or other technological means.

The President shall be the Chief Executive Officer of the Corporation. The President shall supervise and control all of the business and affairs of the Corporation. The President shall preside at all meetings of the Members and of the Board of Directors. The President shall keep copies of all records and documents of the Corporation. The President shall submit annual status reports to the Secretary

and keep a copy on file. The President shall also review the annual status reports of the Treasurer. Except as otherwise provided by law, the Articles of Incorporation, or by these Bylaws, the President shall execute such deeds, mortgages, bonds, contracts, checks, or other documents in the name of the Corporation which may be authorized by the Board of Directors. The President shall perform other duties prescribed by the Board of Directors and all duties incidental to the office of President

The Vice-President, if one is appointed, will perform the duties of President when necessary, and will perform other duties as required or directed by the President.

The Secretary shall:

- (a) Give all notices as provided in the Bylaws or as required by law.
- (b) Take minutes of the meetings of the Members and of the Board of Directors and keep the minutes as part of the corporate records.
- (c) Maintain custody of the corporate records and of the seal of the Corporation.
- (d) Affix the seal of the Corporation to all documents as authorized.
- (e) Keep a register of the mailing address of each Member, Director, Officer, and Employee of the Corporation.
- (f) Perform duties as assigned by the President or by the Board of Directors.
- (g) Perform all duties incidental to the office of Secretary.
- (h) Give all notices in accordance with the provisions of these Bylaws, the Articles of Incorporation, or as required by law.
- (j) Shall maintain copies of all records, documents and the Bylaws of the Corporation. The originals of all said documents to be kept at the principle office.

The Treasurer shall:

- (a) Have charge and custody of and be responsible for all funds and securities of the Corporation.
- (b) Receive and give receipts for monies due and payable to the Corporation from any source.
- (c) Deposit all monies in the name of the Corporation in banks, trust companies, or other depositaries as provided in the Bylaws or as directed by the Board of Directors or President.
- (d) Write checks and disburse funds to discharge obligations of the Corporation. Funds may not be drawn from the Corporation or its accounts for amounts greater than \$1,500.00 without the signature of the President or a Vice President in addition to the signature of the Treasurer.
- (e) Maintain the financial books and records of the Corporation.

- (f) Prepare financial reports for the President and Vice President.
- (g) Prepare financial reports at least annually.
- (g) Perform other duties as assigned by the President or by the Board of Directors.
- (h) If required by the Board of Directors, give a bond for the faithful discharge of his or her duties in a sum and with a surety as determined by the Board of Directors.
- (i) Perform all of the duties incident to the office of Treasurer.

The **Secretary and the Treasurer**, (both positions which can be filled by the same person), shall perform other such duties as determined by the Board.

All Officers will be members of the Board of Directors.

The Board has the right to set up committees, when deemed necessary, and outline how those committees are to function on behalf of the Organization.

ARTICLE V – TRANSACTIONS OF THE CORPORATION

Contracts

The Board of Directors may authorize any Officer or Agent of the Corporation to enter into a contract or execute and deliver any instrument in the name of and on behalf of the Corporation. This authority may be limited to a specific contract or instrument or it may extend to any number and type of possible contracts and instruments.

Deposits

All funds of the Corporation shall be deposited to the credit of the Corporation in banks, trust companies, or other depositories that the Board of Directors selects.

Gifts

The Board of Directors may accept on behalf of the Corporation any contribution, gift, bequest, or devise for the general purposes or for any special purpose of the Corporation. The Board of Directors may make gifts and give charitable contributions that are not prohibited by the Bylaws, the Articles of Incorporation, State law, and any requirements for maintaining the Corporation's Federal and State tax status.

Potential Conflicts of Interest

The Corporation shall not make any loan to a Director or Officer of the Corporation. A Member, Director, Officer, or Committee Member of the Corporation may lend money to and otherwise transact business with the Corporation except as otherwise provided by the Bylaws, Articles of Incorporation, and all applicable laws. Such a person transacting business with the Corporation has the same rights and obligations relating to those matters as other persons transacting business with the Corporation. The Corporation shall not borrow money from or otherwise transact business with a Member, Director, Officer, or Committee Member of the

Corporation unless the transaction is described fully in a legally binding instrument and is in the best interests of the Corporation. The Corporation shall not borrow money from or otherwise transact business with a Member, Director, Officer, or Committee Member of the Corporation without full disclosure of all relevant facts and without the approval of the Board of Directors, not including the vote of any person having a personal interest in the transaction.

Prohibited Acts

As long as the Corporation is in existence, and except with the prior approval of the Board of Directors, no Director, Officer, or Committee Member of the Corporation shall:

- (a) Do any act in violation of the Bylaws or a binding obligation of the Corporation.
- (b) Do any act with the intention of harming the Corporation or any of its operations.
- (c) Do any act that would make it impossible or unnecessarily difficult to carry on the intended or ordinary business of the Corporation.
- (d) Receive an improper personal benefit from the operation of the Corporation.
- (e) Use the assets of this Corporation, directly or indirectly, for any purpose other than carrying on the business of this Corporation.
- (f) Wrongfully transfer or dispose of Corporation property, including intangible property such as goodwill.
- (g) Use the name of the Corporation or any substantially similar name or any trademark or trade name adopted by the Corporation, except on behalf of the Corporation in the ordinary course of the Corporation's business.
- (h) Disclose any of the Corporation business practices, trade secrets, or any other information not generally known to the business community to any person not authorized to receive it.

ARTICLE VI - 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 the corresponding section of any future Federal tax code, or shall be distributed to the Federal government, or to a State or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by a Court of Competent Jurisdiction of the County in which the principal office of the Corporation is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE VII – AMENDMENTS TO THE BYLAWS

The Board of Directors may from time to time adopt, amend, or repeal any or all of the Bylaws of this Organization. However, the initial stated purpose and goal of the Organization shall never be allowed to be diminished in its original intent.

ARTICLE VIII - MISCELLANEOUS PROVISIONS

Legal Authorities Governing Construction of Bylaws

The Bylaws shall be construed in accordance with the laws of the State of Arizona. All references in the Bylaws to statutes, regulations, or other sources of legal authority shall refer to the authorities cited, or their successors, as they may be amended from time to time.

Legal Construction

If any bylaw provision is held to be invalid, illegal, or unenforceable in any respect, the invalidity, illegality, or unenforceability shall not affect any other provision and the Bylaws shall be construed as if the invalid, illegal, or unenforceable provision had not been included in the Bylaws.

Headings

The headings used in the Bylaws are used for convenience and shall not be considered in construing the terms of the Bylaws.

Gender

Wherever the context requires, all words in the Bylaws in the male gender shall be deemed to include the female or neuter gender, all singular words shall include the plural, and all plural words shall include the singular.

Power of Attorney

A person may execute any instrument related to the Corporation by means of a Power of Attorney if an original executed copy of the Power of Attorney is provided to the Secretary of the Corporation to be kept with the Corporation records.

Parties Bound

The Bylaws shall be binding upon and inure to the benefit of the Members, Directors, Officers, Committee Members, Employees, and Agents of the Corporation and their respective heirs, executors, administrators, legal representatives, successors, and assigns except as otherwise provided in the Bylaws.

CERTIFICATE OF SECRETARY

I certify that I am the Secretary of New Beginnings Paso Fino Horse Rescue, Inc. and that the foregoing Bylaws constitute the Bylaws of the Corporation. These Bylaws were duly adopted at a meeting of the Board of Directors held on June 3rd, 2008.

DATED: June 3, 2008Ingrid (nmi) Davis

Ingrid Davis
Secretary of the Corporation

