

# **Bylaws of One Horse At A Time, Inc. EIN # 26-2966390**

## **Article 1 - Offices**

### ***Section 1. Principal Office***

The principal office of the corporation is located at 1030 East Hickman Road, Nicholasville in Jessamine County, State of Kentucky, 40356. However, any change in its Principal Office location will be decided upon by a two-thirds majority of the Board of Directors of the Corporation.

### ***Section 2. Other Offices***

The corporation may also have satellite offices at such other places, within or without its state of incorporation, 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 – Nonprofit Purposes**

### ***Section 1. IRS Section 501(c)(3) Purposes***

This corporation is organized and operated exclusively for charitable and educational purposes as outlined in section 501(c)(3) of the Internal Revenue Code.

### ***Section 2. Specific Objectives and Purposes***

The specific purpose of this corporation is the prevention of cruelty to animals. Our primary means for doing so includes providing resources, whether material, financial or informational, in a caring and compassionate manner, to individuals or organizations who undertake rescuing equines from abuse or neglect and to provide education to the public encouraging responsible equine ownership, thereby reducing the number of neglected or abused equines .

## **Article 3 – Vision and Mission**

### ***Section 1. Vision***

We are on a journey to save equines from neglect and abuse. We are dedicated to speaking out on behalf of all animals and to supporting changes in local, state, federal, and international laws that protect them.

### ***Section 2. Mission***

To provide resources to those who rescue horses and to educate the public about responsible equine ownership and identifying signs of abuse/neglect.

## **Article 4 - Board of Directors**

### ***Section 1. Number***

The corporation shall have between 5 and 9 board members with no less than 3 board members at any time, in accordance with Kentucky statutes

### ***Section 2. Qualifications***

Directors shall be the age of majority as defined by the State of Kentucky. Directors do not need to be residents of the state of Kentucky.

Each director must consent to undergo a background check, have a permanent address, a valid State driver's license or State identification card, and provide three references, two of whom must be of a professional nature and one of a personal nature.

### ***Section 3. Powers***

The board of directors is responsible for setting policy and governing the organization, and holds the power to conduct the corporation's business and to delegate specific tasks as needed to an Executive Director if one is named.

### ***Section 4. Duties***

It shall be the duty of the directors to:

- Perform any and all duties imposed on them collectively or individually by law, by the Articles of Incorporation, or by these bylaws;
- 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;
- Supervise all officers, agents, and employees of the corporation to assure that their duties are performed properly;
- Meet at such times and places as required by these bylaws;
- Register their mailing addresses and email addresses with the Secretary of the Corporation. The notices of meetings mailed, emailed, or sent by other means to such addresses shall be valid notices thereof.
- Determine whether and in what amount, to award grants for gelding, emergency/or other needed veterinary care and/or emergency feed in response to applications submitted to the organization.

### ***Section 5. Term of Office***

Board members shall serve a three-year, renewable term. Each year, one-third of the authorized number of directors shall be elected to serve on the board of directors. Each director shall hold office until his or her successor is duly nominated and elected providing that each nominee/director qualifies as outlined in Section 2, above.

### ***Section 6. Compensation***

Directors shall serve without compensation, except for the reimbursement of expenses incurred on behalf of the corporation. If the Corporation grows to such an extent as to justify hiring and

paying an Executive Director, the Board shall determine the extent and amount of the Executive Director's salary.

### ***Section 7. Place of Meetings***

Due to the large geographic reach of the nonprofit, meetings will be held utilizing web conferencing technology or other technological means. A face-to-face meeting may be called from time to time by a resolution of the board of directors. The location of such a meeting will be designated in said resolution and all attempts shall be made to locate such meetings, if any, at a central point.

### ***Section 8. Regular Meetings***

The board of directors will meet no less than quarterly but may meet monthly or bi-monthly if necessary and may hold its meetings at such times the majority of the directors in office determine. Meetings shall be held online unless otherwise provided for below. Directors will be notified by email, telephone or mail one week before each regularly scheduled meeting. A reply to the notice with the director's intention of attending or missing the meeting will be required.

### ***Section 9. Special Meetings***

The president of the board, the Executive Director [if one has been appointed or hired], or a simple majority of the directors may call special board meetings. Members will be notified by email, telephone or mail one week before the meeting. A reply to the notice with the director's intention of attending or missing the meeting will be required from each director but a director's inability to attend shall not prevent the meeting from being conducted. However, a quorum of directors shall be required for such meetings to take place.

### ***Section 10. Quorum for Meetings***

A quorum shall consist of 2/3 of the members of the board of directors. Except as otherwise provided under the Articles of Incorporation, these bylaws, or provisions of law, no business shall be considered by the board at any meeting at which the required quorum is not present, and the only motion which the President shall entertain at such a meeting is a motion to adjourn.

During such regular and special meetings, passage of a motion requires a simple majority (one more than half the directors present).

### ***Section 11. Conduct of Meetings***

The board of directors will conduct its business according to such procedures as may be approved from time to time by the board of directors.

### ***Section 12. Vacancies***

Vacancies on the board of directors shall exist (1) on the death, resignation, or removal of any director, and (2) whenever the number of authorized directors is increased.

Directors may resign as specified in Article 5 - Officers - Section 4. However, 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 of this state.

Directors may be removed from office, with or without cause, as permitted by and in accordance with the laws of this state.

Unless otherwise prohibited by the Articles of Incorporation, these bylaws, or provisions of law, vacancies on the board may be filled by approval of the board of directors. If the number of directors then in office is less than a quorum, a vacancy on the board may be filled by approval of a simple majority of the directors then in office or by a sole remaining director. A person elected to fill a vacancy on the board shall hold office until the next election of the board of directors or until his or her death, resignation, or removal from office, whichever comes first.

### ***Section 13. Absences***

Board members with two (2) absences in a calendar year shall be dismissed from the Board.

## **Article 5 - Officers**

### ***Section 1. Designation of Officers***

At such time as the Corporation names officers, the officers of the corporation shall consist of a President, Vice President, Secretary, and Treasurer nominated by the Board.

### ***Section 2. Qualifications***

Any Director of the corporation may serve as officer of this corporation and any officer must also be a Director of the Corporation.

### ***Section 3. Election and Term of Office***

Officers must be chosen from the existing Board of Directors and shall serve for one-year terms. Terms may be consecutive and renewable as agreed upon by a majority of the directors. Officers' elections shall be held at the first quarterly board meeting following the annual meeting of the Corporation. Officers shall be nominated by any of the directors of the, providing such nominations are put forth in a duly made motion, seconded, and moved by a majority of the directors. A board member may hold more than one Office at the same time.

### ***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 secretary 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.

If an officer is removed, with or without cause, or resigns, said officer also loses membership status with the organization unless otherwise conditioned by the Board of Directors.

### ***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, the vacancy may be filled temporarily by appointment by the President until such time as the board shall fill the vacancy. If the office vacated is the one of the Presidency, the Vice President will fill the role until a new candidate is appointed by the Board of Directors during a special meeting.

### ***Section 6. Duties of the 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 manage 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 Incorporation, or by these bylaws, or which may be prescribed from time to time by the board of directors. The President shall preside at all meetings of the board of directors and at all meetings of the members.

### ***Section 7. Duties of the Vice-President***

In absence of the President, or in the event of his or her inability or refusal to act, the Vice-President shall assume the duties of the President until such time as the existing President can assume the duties of the office or until a new President is elected/appointed, 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 other duties as may be prescribed by law, by the Articles of Incorporation, by these bylaws, or as may be prescribed by the board of directors.

### ***Section 8. Duties of the Secretary***

The Secretary 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, meetings of committees of directors, and of members, 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.
- Ensure that all notices are duly given in accordance with the provisions of these bylaws or as required by law.
- Be custodian of the records of the corporation
- Keep a record of the membership of the corporation containing the names and address of each and any members, and, in the case where any membership has been terminated, he or she shall record such fact in the membership records together with the date on which such membership ceased.
- Exhibit at all reasonable times to any director of the corporation, or to his or her agent or attorney, on request therefore, the bylaws, the membership record, the minutes of the proceedings of the directors of the corporation.

•In general, perform all duties incident to the office of secretary and such other duties as may be required by law, by the articles of incorporation, 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 the 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, all 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, 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 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 incorporation, by these bylaws, or which may be assigned to him or her from time to time by the board of directors.

### ***Section 10. Compensation***

Officers of the corporation shall serve without compensation, except for the reimbursement of expenses incurred on behalf of the corporation.

## **Article 6 - Committees**

### ***Section 1. Appointment of Committees***

The board of directors may appoint standing and ad hoc committees as needed. The board of directors is responsible for outlining how committees are to function on behalf of the corporation.

## **Article 7 - Conflicts of Interest**

### ***Section 1. Purpose of Conflict of Interest***

The purpose of this conflict of interest policy is to protect this tax-exempt corporation's interest when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an officer or director of the corporation or any "disqualified person" as defined in Section 5958(f)(1) if the Internal Revenue Code and as amplified by Section 53.4958-3 of the

IRS Regulations and which might result in a possible “excess benefit transaction” as defined in Section 4958 (c )(1)(A) of the Internal Revenue Code and as amplified by Section 53.4958 of the IRS Regulations. This policy is intended to supplement but not replace any applicable state and federal laws governing conflict of interest applicable to nonprofit and charitable organizations.

### ***Section 2. Definitions***

**Interested Person.** Any director, principal officer, member of a committee with governing board delegated powers, or any other person who is a “disqualified person” as defined in Section 5958(f)(1) of the Internal Revenue Code and as amplified by Section 53.4958-3 of the IRS Regulations, who has a direct or indirect financial interest, as defined below, is an interested person.

**Financial Interest.** A person has a financial interest if the person has, directly or indirectly, through business, investment, or family:

- An ownership or investment interest in any entity with which the corporation has a transaction or arrangement;
- A compensation arrangement with the corporation or with any entity or individual with which the corporation has a transaction or arrangement; or
- A potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which the corporation is negotiating a transaction or arrangement.
- A financial interest is not necessarily a conflict of interest. Under Section 3, paragraph B, a person who has a financial may have a conflict of interest only if the appropriate governing board or committee decides that a conflict of interest exists.

**Compensation** includes direct and indirect remuneration as well as gifts or favors that are not insubstantial.

### ***Section 3. Conflict of Interest Avoidance Procedures***

**Duty to Disclose.** In connection with any actual or possible conflict of interest, an interested person must disclose the existence of the financial interest and be given the opportunity to disclose all material facts to the directors and members of committees with governing board delegated powers considering the proposed transaction or arrangement.

**Determining Whether a Conflict of Interest Exists.** After disclosure of the financial interest and all material facts, and after any discussion with the interested person, he/she shall leave the governing board or committee meeting while the determination of a conflict of interest is discussed and voted upon. The remaining board or committee members shall decide if a conflict of interest exists.

**Procedures for Addressing the Conflict of Interest.** An interested person may make a presentation at the governing board or committee meeting, but after the presentation, he/she shall leave the meeting during the discussion of, and the vote on, the transaction or arrangement involving the possible conflict of interest.

The chairperson of the governing board or committee shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement. After

exercising due diligence, the governing board or committee shall determine whether the corporation can obtain, with reasonable efforts, a more advantageous transaction or arrangement from a person or entity that would not give rise to a conflict of interest. If a more advantageous transaction or arrangement is not reasonably possible under circumstances not producing a conflict of interest, the governing board or committee shall determine by majority vote of the disinterested directors whether the transaction or arrangement is in the corporation's best interest, for its own benefit, and whether it is fair and reasonable. In conformity with the above determination, it shall make its decision as to whether to enter into the transaction or arrangement.

**Violations of the Conflicts of Interest Policy.** If the governing board or committee has reasonable cause to believe a member has failed to disclose actual or possible conflicts of interest, it shall inform the member of the basis for such belief and afford the member an opportunity to explain the alleged failure to disclose.

If, after hearing the member's response and after making further investigation as warranted by the circumstances, the governing board or committee determines the member has failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action.

Use of a Director's business as a fundraiser for OHAAT, Inc. on such terms as the Board of OHAAT, Inc. may agree, shall not constitute a conflict of interest of the Board member.

#### ***Section 4. Records of Board and Board Committee Proceedings***

The minutes of meetings of the governing board and all committees with board delegated powers shall contain:

- The names of the persons who disclosed or otherwise were found to have a financial interest in connection with an actual or possible conflict of interest, the nature of the financial interest, any action taken to determine whether a conflict of interest was present, and the governing board's or committee's decision as to whether a conflict of interest in fact existed.
- The names of the persons who were present for discussions and votes relating to the transaction or arrangement, the content of the discussion, including any alternatives to the proposed transaction or arrangement, and a record of any votes taken in connection with the proceedings.

#### ***Section 5. Annual Statements***

Each director, principal officer, and member of a committee with powers delegated by the governing board shall annually sign a statement which affirms such person:

- has received a copy of the conflicts of interest policy;
- has read and understands the policy;
- has agreed to comply with the policy; and
- understands the corporation is charitable and, in order to maintain its federal tax exemption, it must engage primarily in activities which accomplish one or more of its tax-exempt purposes.

### **Article 8 - Fiscal Policies**



***Section 1. Fiscal Year***

The fiscal year of the board shall be January 1<sup>st</sup> to December 31<sup>st</sup>. The Corporation shall utilize a cash basis accounting method.

**Article 9 – Dissolution**

***Section 1. Disposal of Assets***

Upon dissolution of One Horse At A Time, Inc., the board of directors shall, after paying or making provisions for payment of any and all liabilities of this corporation, dispose of all assets of the corporation to a non profit organization whose purpose is to provide resources for the rescue of horses or to educate the public about proper care of horses to reduce the numbers of abused and neglected horses. The non profit organization to which the assets go must be operated exclusively for charitable or educational purposes and must qualify as an exempt organization under Section 501 (c)(3) of the Internal Revenue Code.

**Article 10 – Amendment of Bylaws**

***Section 1. Amendment***

The board of directors may from time to time adopt, amend or repeal all or any of the bylaws of the corporation.

**Article 11 - Members**

***Section 1. Determination and Rights of Members***

The corporation shall have only one class of members. No member shall hold more than one membership in the corporation. Except as expressly provide or authorized by the articles of incorporation, the bylaws of this corporation, or provisions of law, all memberships shall have the same rights, privileges, restrictions, and conditions.

***Section 2. Qualification of Members***

A member must be the age of majority in their resident state. Potential members must complete and submit a current application form and along with the membership fee. Membership is confirmed upon acceptance of Board of Directors. Members must remain in good standing by attending annual meetings, participating in discussions and performing 12 hours of volunteer work per year for the organization to be determined by the Board of Directors. Any member missing two consecutive annual meetings will no longer be allowed to vote. Members must keep their contact information current by notifying the Secretary of any changes.

***Section 3. Fees and Dues***

There is a one time membership fee to be set by the board of directors.

***Section 4. Number of Members***

There is no limit on the number of members the corporation may admit.

### ***Section 5. Membership Records***

The corporation shall keep record of all members containing the name and address of each member. Termination of the membership of any member shall be recorded, together with the date of termination of such membership. A copy of the membership records shall be kept at the corporation's principal office.

### ***Section 6. Non-transferability of Memberships***

No member may transfer a membership or any right arising there from. All rights of membership cease upon the member's death.

### ***Section 7. Termination of Membership***

The membership of a member shall terminate upon the occurrence of any of the following events:

- Upon his or her notice of such termination delivered to the President or Secretary of the corporation personally or by mail, such membership to terminate upon the date of delivery of the notice or date of deposit in the mail.
- After providing the member with written notice and an opportunity to be heard, either orally or in writing, and upon a determination by the board of directors that the member has engaged in conduct materially and seriously prejudicial to the interests or purposes of the corporation.
- Any member who is absent from three consecutive annual meetings.
- Any member who fails to perform their 12 hours of volunteer work for the organization within one calendar year.
- Any member who fails to sign and return the annual statements confirming understanding of conflict of interest policy, etc within a 30 day timeframe of the annual meeting
- Any member flaming another member or the Corporation as a whole, or otherwise exhibiting non- professional behavior, will be terminated. Flaming is the act of posting or writing messages on any variety of social media sites, including but not limited to, Facebook, Internet bulletin boards and message groups that have the effect of insulting the group or creating dissent within a group.

All rights of a member in the corporation shall cease on termination of membership as herein provided.

### ***Section 8. Annual Meetings***

Annual membership meetings will be held via technological means and all provisions stated in these bylaws for notification of meetings will apply.

An annual meeting of the members shall take place in the last quarter of the fiscal year, the specific date, time and location of which will be designated by the chair. At the annual meeting the members shall elect directors, receive reports on the activities of the association, and determine the direction of the association for the coming year.

Nominations from the membership for a director spot must be received by the Secretary one week prior to the annual meeting. Two weeks prior to the annual meeting, the Secretary shall solicit from members in good standing any nominations for all open directorships. The member nominating another member and the member nominated must both be in good standing in order for the nomination to be considered and a written nomination acceptance from the nominated member must be included. Members may, from time to time, be invited to attend the quarterly board meetings if the board feels the topic is of such nature that a variety of opinions are warranted.

***Section 9. Special meetings***

Special meetings may be called by the chair, or a simple majority of the board of directors. A petition signed by forty (40) percent of members in good standing at the time the meeting is called may also call a special meeting.

***Section 10. Notice of meetings***

Members will be notified by email, telephone or mail one week before each regularly scheduled meeting.

***Section 11 Quorum for Meetings***

A quorum shall be considered a simple majority of those members in good standing present at the time of the vote and those members in good standing who could not attend the meeting and have contacted the Secretary in advance of the meeting.

***Section 12. Voting***

All issues to be voted on shall be decided by a simple majority of those members in good standing present at the time of the vote and those members in good standing who could not attend the meeting and have contacted the Secretary in advance of the meeting. Such notification shall not be considered a missed meeting, and the member will have up to 48 hours after the close of the meeting to cast their vote. The Secretary shall send the member a copy of the transcript of the meeting. The member must deliver his or her vote in writing, either by mail or email, indicating his or her vote. At the conclusion of the 48 hours, the meeting is considered automatically adjourned.

**Article 12. Conduct of Officers, Directors, and Members**

At all times, all persons who are officers, directors, and/or members of this Corporation must act in an ethical manner toward animals and will be held to a higher standard with regard to the treatment of animals in their care. At no time shall any officer, director, and/or member abandon, abuse, neglect, or otherwise mistreat an animal.

In addition, at no time shall any officer, director, and/or member of this corporation act in his or her own interest at the expense of the Corporation. No property owned or leased by, or subscribed to, by this Corporation (including but not limited to computers, websites, forums, supplies, subscriptions, and software) shall be used for personal reasons, professional reasons, or reasons unrelated to the business of this Corporation. At no time shall any officer, director, or

member personally or professionally use the Corporation to advance their personal or professional interests or engage in any activity that can be demonstrated to create a conflict of interest as defined in Article 7 above.

Further, at no time shall any officer or director act on his or her own regarding matters of the Corporation without the knowledge and approval of a majority of the directors.

**Adoption of Bylaws**

We, the undersigned, are all of the current directors or incorporators of this corporation, and we consent to, and hereby do, adopt the foregoing bylaws, consisting of 12 preceding pages, as the bylaws of this corporation.

Dated: October 24, 2012

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Penny Austin  
Acting President - Director

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Timothy Wolf  
Treasurer - Director

X

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Carrie Reid  
Secretary - Director

X

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Kimberly Anspach  
Director

X

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Valerie Stanley  
Director