

Bylaws

Wild at Heart Horse Rescue, Inc.

A California Nonprofit Organization

Article I. - Offices

Section 1. Principal Office

The principal office of the organization for the transaction of business is located at
6854 West Avenue H, Lancaster, CA 93536

Section 2. Changes of Address

The address of the principal office may be changed only by amendment of these bylaws.

Section 3. Other Offices

The Corporation may also have other offices at such other places, inside or outside the state of California, as its business may require and as the Board of Directors may designate.

Article II. Purpose

Section 1. Objectives and Purposes

The purposes and objectives of the organization are to perform the following educational and charitable activities as a means of providing both animal shelter services and assistance and rehabilitation to abused, neglected or abandoned horses or other animals:

- (1) promote and encourage the public to stop equine abuse,
- (2) assist law enforcement officers in seized, fostering, and adopting of equines,
- (3) educate the public on horse care,
- (4) offer help to equine owners in times of natural or personal disaster,
- (5) rehabilitating neglected and abused equines,
- (6) accepting donations of unwanted equines for adoption into new homes,
- (7) placing equines in new homes, and
- (8) improving the lives of equines throughout the United States.

Article III. Members

The Corporation shall have no members.

Article IV. Directors

Section 1. Number

The presiding Directors shall determine the exact number of Directors, provided that the Corporation shall have no less than three (3) and no more than seven (7) Directors.

Section 2. Powers

The activities and affairs of this Corporation shall be conducted, and all corporate powers shall be exercised by or under the direction of the Board of Directors.

Section 3. Duties

It shall be the duty of the Directors to:

- (a) Perform all duties assigned them by law, these Bylaws, or by the Articles of Incorporation of the Corporation.
- (b) Supervise, appoint, remove or discharge, and define the duties and compensation, if any, of all officers, agents, or employees of the Corporation except as provided for elsewhere in these Bylaws.
- (c) Attend meetings required by law, these Bylaws, or the Articles of Incorporation.
- (d) Register their current address with the Secretary of the organization.

Section 4. Founding Directors

The following people shall be known as Founding Directors:

Michael Stewart - President
Leslie Stewart - Vice President/Treasurer
Talin Mirzaians - Secretary

Section 5. Terms of Offices

Terms of Office shall be as follows:

- (a) The Founding Directors shall not serve a set term of office. They shall keep their offices as long as they are capable of carrying out their duties. The Founding Directors' terms of office will end only upon their resignation or upon removal from office in accordance with these Bylaws, the law, or the Articles of Incorporation.
- (b) Each Director who is not a Founding Director will serve a term of office of two years. Election of the Directors will take place in accordance with the rules set out law, these Bylaws, and the Articles of Incorporation.

Section 6. Compensation

Only primary directors shall serve their terms with reasonable compensation for their duties. However, all directors and officers shall be entitled to reimbursements for expenses incurred while performing their duties.

Section 7. Place of Meetings

The place of the meeting of the Board of Directors shall be specified in prior written notice served upon each Director. The meeting shall only be valid if written notice of the location of the meeting has been received by each Director no less than three (3) days before the meeting. The meeting shall also only be valid if each Director either attends the meeting or gives written notice of his or her absence along with consent to hold the meeting.

Section 8. Regular and Annual Meetings

Regular meetings of Board of Directors of the Corporation shall be held bi-monthly on the first Sunday of the month at 8 P.M. via email or an electronic, Internet chat room, message service, or conference call. In the event that the first Sunday of the month is a legal holiday, the meeting shall be held on the next business day at the same time.

Annual meetings of the organization shall be held the second Saturday in December.

Section 9. Special Meetings

Special meetings of the Board of Directors may be called by the President of the Corporation or by any two Directors. The person(s) calling the meetings shall email notices of the meeting to each Director.

Section 10. Notice of Meetings

Notices of all meetings shall be sent to the Directors no less than three (3) days before the meeting. The notice shall include the date, time, and location of the meeting as well as the purpose of the meeting. The notices shall be mailed to the address for each Director that is on record with the secretary of the Corporation.

Section 11. Waiver of Notice and Consent to Holding Meetings

All meetings of the Board of Directors are valid provided as quorum, as defined in these Bylaws, is present and all Directors not present have provided a written and signed consent to hold the meeting. Any consent letters shall be kept on file with the minutes of the meeting.

Section 12. Quorum/or Meetings

A quorum shall consist of no less than fifty percent (50%) of the total number of members of the Board of Directors.

No business shall be considered or conducted by the Board of Directors at any meeting that does not have a quorum present unless provided for by these Bylaws, the Articles of Incorporation, or the law. The only motion the Chair may entertain at a meeting at which a quorum is not present is a motion to adjourn.

Section 13. Majority Action as Board Action

Whenever a quorum is present at any meeting of the Board of Directors, any action taken or decision made by the majority of the Directors present, is the act of the Board of Directors unless a different percentage is required by law, these Bylaws, or the Articles of Incorporation.

Section 14. Conduct of Meetings

The President of the organization shall preside over all meetings of the Board of Directors. In the President's absence, the Vice President shall preside over all meetings of the Board of Directors.

Section 15. Action by Unanimous Written Consent Without Meeting

Any action required or permitted by the Board of Directors under any provision of the law, the Bylaws, or the Articles of the Incorporation may be taken by unanimous written consent of the members of the Board of Directors. Any action taken via unanimous written consent of the Board of Directors shall have the same force and effect as the unanimous vote of the Board of Directors. Any documents filed from an action taken by unanimous consent must state that the decision was reached by a unanimous written consent.

Section 16. Vacancies

Vacancies in the Board of Directors shall exist whenever (1) a Director dies, resigns, or is removed from the Board, or (2) whenever the Board votes to increase the number of Directors.

An office may be declared vacant if the Director who held that position has been declared of unsound mind by a final order of court of competent jurisdiction, has been convicted of a felony, or has been found by a judgment of court to have breached any of the duties of a Director provided for by these Bylaws, the Articles of Incorporation, or the law.

The Board of Directors may remove a Director by unanimous decision of the remaining Directors.

Any Director may resign by giving written notice of resignation to the President, Secretary, or the Board of Directors. Resignation is effective upon given notice unless

that notice states a later date for effectiveness of resignation. A Director may not resign if that would leave this organization without any Directors.

Vacancies on the Board of Directors may be filled by a vote of a majority of the remaining Directors.

Section 17. Election and Qualifications of Directors

The Directors are elected to their office upon majority vote by the current Directors upon vacation of a Director position or the end of a Director's term. Each Director shall hold the position of Director until he or she resigns, is removed, or until his or her successor shall be elected, whichever comes first.

Section 18. Non-liability of Directors

A director is not liable to the Corporation or sponsors for monetary damages for an act or omission in the director's capacity as director except to the extent otherwise provided by a statute of the State of California.

Section 19. Indemnification by Organization of Directors, Officers, and other Agents

The Corporation may indemnify a person who was, is, or is threatened to be made a named defendant or respondent in litigation or other proceedings because the person is or was a director or other person related to the Corporation regardless of the provisions in the Act governing indemnification. As provided in the bylaws, the Board of Directors shall have the power to define the requirements and limitations for the Corporation to indemnify directors, officers, or others related to the Corporation.

Article 5. Officers

Section 1. Number of Officers

The officers of this Corporation shall include the President, Vice President, Secretary, and Treasurer. Neither the secretary nor the treasurer may serve as President. The Corporation may also have other offices as designated by the Board of Directors.

Section 2. Founding Officers

The following people shall be known as Founding Officers: Michael Stewart - President
Leslie Stewart - Vice President/Treasurer, Talin Mirzaian - Secretary

Section 3. Qualification, Election, and Terms of Office

Terms of Office shall be as follows:

- (a) The Founding Officers shall not serve a set term of office. They may keep their offices as long as they are capable of carrying out their duties. The Founding Officers' terms of office may end upon their resignation or upon their removal from office in accordance with these Bylaws, the law, or the Articles of Incorporation.
- (b) Each officer who is not a Founding Officer will serve a term of office of two years. Election of the officers will follow the rules set out by the law, these Bylaws, and the Articles of Incorporation.

Section 4. Removal and Resignation

An officer may be removed at any time by the unanimous vote of the Board of Directors.

Any officer may resign at any time by giving notice to the President, Secretary, or Board of Directors. Resignation shall be effective on the date of notice unless a later date is specified in the notice.

Section 5. Vacancies

In the event of a vacancy of an office by resignation, removal, death, or otherwise, the Board of Directors shall vote to replace the officer. The officer shall serve until the next annual meeting where an election may be held for that office.

Section 6. Duties of President

The President shall be the chief executive officer of the Corporation and shall supervise and control the affairs of the Corporation and activities of the officers, subject to the supervision of the Board of Directors. The President shall carry out all duties required by law, these Bylaws, and the Corporation's Articles of Incorporation as well as those assigned by the Board of Directors. The President shall preside over all meetings of the Corporation. The President shall keep copies of all records and documents of the Corporation. The President shall submit monthly status reports to the secretary and keep a copy on file. The President shall also review the monthly 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.

Section 7. Duties of the Vice President

The Vice President shall perform all the duties of the President in the event of the President's absence or inability or refusal to act. When performing the duties of the President, the Vice President shall be subject to all the restrictions on the President and have all the powers of the President. The Vice President will also review the monthly status reports of the Treasurer. The Vice President shall be in charge of the fundraising of the Corporation. The Vice President shall also have other powers and duties as may be provided by law, the Articles of Incorporation, these Bylaws, or by the Board of

Directors.

Section 8. Duties of the Secretary

The Secretary shall perform duties as provided for by the Articles of Incorporation, these Bylaws, the law, or by the Board of Directors. The Secretary shall keep minutes of all meetings of the organization. The Secretary shall maintain the principal office and keep copies of all of the records and documents of the Corporation at the principal office. The Secretary shall also give all notices in accordance with the provisions of these Bylaws, the Articles of Incorporation, or as required by law. The Secretary shall keep the Bylaws at the principal office. The Secretary shall provide the bylaws, meeting minutes, and sponsorship records to any Director who requests them.

Section 9. Duties of the Treasurer

The Treasurer shall perform duties as provided for by the Articles of Incorporation, these Bylaws, the law, or by the Board of Directors. The Treasurer shall establish and maintain a bank account for the Corporation. The Treasurer shall also have charge and custody of all funds and securities of the Corporation, and deposit all such funds in the bank account of the organization or other trusts or companies as dictated by the Board of Directors.

The Treasurer shall receive payment due the Corporation and make receipt for that payment. The Treasurer also may disburse the funds of the Corporation as dictated by the Board of Directors. The Treasurer shall also keep and maintain all financial records of the Corporation and display them to any Director, agent for a Director, or attorney of a Director as requested. The Treasurer shall also prepare reports for the President and Vice President as well as any report required by law, the Articles of Incorporation, or these Bylaws.

Article 6. Committees

Section 1. Committees

The Directors of the Corporation may establish committees by a resolution as needed from time to time. Any committee established by the Board of Directors may elect one member of that committee to sit on the Board of Directors as advisor to the Board of Directors.

Section 2. Meetings and Actions of Committees

The committees of the Corporation shall be governed by the same provisions in these Bylaws as meetings of the Board of Directors with the substitution of the committee and its members for the Board of Directors and Directors. The exception to this is that the Board of Directors can set the regular meeting time and place for any committee of this

Corporation and may also call special meetings of any committee. The Board of Directors may also adopt additional regulations for meetings of committees as long as those regulations are not inconsistent with these Bylaws.

Article 7. Execution of Instruments, Deposits, and Funds

Section 1. Execution of Instruments

The Board of Directors may authorize via a resolution any officer or agent of the Corporation to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Corporation unless otherwise provided for by these Bylaws, the Articles of Incorporation, or the law. This authority may be confined to specific instances or it may be general authority. No agent or officer of the Corporation shall have the power or authority to bind the Corporation by any contract or engagement or to pledge its credit or render it liable monetarily unless authorized by the Board of Directors.

Section 2. Checks and Balances

Unless specified otherwise by law, these Bylaws, or the Articles of Incorporation, the Treasurer and President must cosign any checks, drafts, promissory notes, orders for payment of money, and other evidence of indebtedness of the Corporation that exceed the amount of two hundred dollars (\$200). Any checks, drafts, promissory notes, orders for payment of money, and other evidence of indebtedness under the amount of two hundred dollars (\$200) may be signed by either the President or the Treasurer solely.

Section 3. Deposits

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

Section 4. Gifts

The Board of Directors may accept, on the Corporation's behalf, any contribution, gift, bequest, or devise for the general purpose of the Corporation. The Board of Directors may make gifts and five charitable contributions not prohibited by these Bylaws, the Articles of Incorporation, law, and provisions set out in federal tax law that must be complied with to maintain the Corporation's federal and state tax status.

Section 4. Gifts

The Corporation may 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 these Bylaws, the Articles of Incorporation, and applicable law. 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 may 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 Corporation's best interests.

The Corporation may 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 Board's approval, not including the vote of any person having a personal interest in the transaction.

Article 8. Corporate Records and Reports

Section 1. Maintenance of Organization Records

The Corporation shall keep the following at its principal office at the location designated in Article I.

- (1) Minutes of all meetings of the Board of Directors, committees, and sponsors. The minutes shall include the time, date, place of the meeting, the type of meeting, how called, the notice given, the names of those present, the proceedings of the meeting.
- (2) Copies of the books and records of account. These shall include accounts of properties, business transactions, assets, liabilities, receipts, disbursements, gains, and losses.
- (3) A record of all sponsors. This record shall include their names, addresses, and type of sponsorship held.
- (4) A copy of the organization's Bylaws and Articles of Incorporation shall be kept. These shall include any and all amendments. Copies of both the Bylaws and Articles of Incorporation shall be available to any sponsor upon request.

The Treasurer of the Corporation shall maintain accurate books and records of all properties, business transactions, assets, liabilities, receipts, disbursements, gains, and losses. The Treasurer shall be responsible for seeing that the principal office receives an updated copy of these records and accounts on a monthly basis.

Section 2. Annual Report

The Board of Directors shall furnish an annual report no later than one hundred and twenty (120) days after the close of the Corporation's fiscal year to all Directors and to any sponsor who requests a copy of the report in writing. The report shall contain the following information:

- (1) The assets and liabilities of the Corporation as of the close of the fiscal year.
- (2) Principal changes in assets and liabilities throughout the fiscal year.
- (3) The revenue and receipts of the Corporation during the fiscal year.
- (4) The expenses or disbursements of the Corporation for the fiscal year.

Article 9. Fiscal Year

The fiscal year of the organization shall run from the first day of January to the last day of December.

Article 10. Dissolution

Section 1. Dissolution Vote

Wild at Heart Horse Rescue, Inc. may be dissolved by a unanimous vote of the Board of Directors at an annual or special meeting.

Section 2. Disbursement of Assets

Upon dissolution of Wild at Heart Horse Rescue, 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 Corporation for the purpose of rescuing equines. The nonprofit Corporation to which such assets go must be operated exclusively for charitable, educational, or scientific purposes and at the time qualify as an exempt organization under Section 501(c)3 of the Internal Revenue Service Code of 1954 or of a future United States Internal Revenue Law.

Article 11. Bylaws

Section 1. Amendment

The Bylaws can be amended only by a unanimous vote of all the Directors.

Article 12. Amendment of Articles

Section 1. Amendment

The Articles of Incorporation can be amended only by a unanimous vote of all the Directors.

Article 13. Prohibition Against Sharing Corporate Profits and Assets

Section 1. Prohibition Against Sharing Corporate Profits and Assets

No sponsor, Director, officer, employee, anyone else associated with the Corporation, or any private individual shall receive at any time any of the net earnings or profits from operation of the Corporation, provided, however, that this provisions shall not prevent payment to any such person or reasonable compensation for services performed for the Corporation in effecting any of its public or charitable purposes, provided that such compensation is otherwise permitted by the Bylaws. No such person shall be entitled to share in the distribution of and shall not receive any of the Corporation's assets on

dissolution of the Corporation. The assets of the Corporation shall be distributed as required by the Articles of Incorporation and not otherwise.

Article 13. Indemnification

Section 1. When Indemnification is Required, Permitted, and Prohibited

- a) The Corporation will indemnify a director, officer, member, committee member, employee, or agent of the Corporation who was, is, or may be named defendant or respondent in any proceeding as a result of his or her actions or omissions within the scope of his or her official capacity in the Corporation. For the purposes of this article, an agent includes one who is or was serving at the Corporation's request as a director, officer, partner, venturer, proprietor, trustee, partnership, joint venture, sole proprietorship, trust, employee-benefit plan, or other enterprise.
- b) The Corporation will indemnify a person only if he or she acted in good faith and reasonable believed that his or her conduct was in the Corporation's best interests. In case of a criminal proceeding, the person may be indemnified only if he or she had no reasonable cause to believe that the conduct was unlawful. The Corporation will not indemnify a person who is found liable to the Corporation or is found liable to another on the basis of improperly receiving a personal benefit from the Corporation. A person is conclusively considered to have been found liable in relation to any claim, issue, or matter if the person has been adjudged liable by a court of competent jurisdiction and all appeals have been exhausted. Termination of a proceeding by judgment, order, settlement, conviction, or on a plea of nolo contendere or its equivalent does not necessarily preclude indemnification by the Corporation.
- c) The Corporation will pay or reimburse expenses incurred by a director, officer, committee member, employee, or agent of the Corporation in connection with the person's appearance as a witness or other participation in a proceeding involving or affecting the Corporation when the person is not a named defendant or respondent in the proceeding.
- d) In addition to the situations otherwise described in the paragraph the Corporation may indemnify a director, officer, committee member, employee, or agent of the Corporation to the extent permitted by law. However, the Corporation will not indemnify any person in any situation in which indemnification is prohibited by paragraph (a) of Section 1 above.
- e) The Corporation may advance expenses incurred or to be incurred in the defense of a proceeding to a person who might be entitled to indemnification, even though there has been no final disposition of the proceeding. Advancement of expenses may occur only when the procedural conditions specified in paragraph (c) of Section 3, below, have been satisfied. Furthermore, the Corporation will never advance expenses

to a person before final disposition of a proceeding if the person is a named defendant or respondent in a proceeding brought by the Corporation or if the person is alleged to have improperly received a personal benefit or committed other willful or intentional misconduct.

Section 2. Extent and Nature of Indemnity

- a) The indemnity permitted under these Bylaws includes indemnity against judgments, penalties, (including excise and similar taxes), fines, settlements, and reasonable expenses (including attorney's fees actually incurred in connection with the proceeding. If the proceeding was brought by or on behalf of the Corporation, the indemnification is limited to reasonable expenses actually incurred by the person in connection with the proceeding.

Section 3. Procedures Relating to Indemnification Payments

- a) Before the Corporation may pay any indemnification expenses (including attorney's fees), the Corporation must specifically determine that the indemnification is permissible, authorize indemnification, and determine that expenses to be reimbursed are reasonable, except as provided in subparagraph (c), below. The Corporation may make these determinations and decisions by any one of the following procedures:
 - i. Majority vote of a quorum consisting of directors who, at the time of the vote, are not named defendants or respondents in the proceeding.
 - ii. If such a quorum cannot be obtained, by a majority vote of a committee of the Board, designated to act in the matter by a majority vote of all directors, consisting solely of two or more directors who at the time of the vote are not named defendants or respondents in the proceeding.
 111. Determination by special legal counsel selected by the Board by the same vote as provided in subparagraphs (i) or (ii), above, or if such a quorum cannot be obtained and such a committee cannot be established, by a majority vote of all directors.
- b) The Corporation will authorize indemnification and determine that expenses to be reimbursed are reasonable in the same manner that it determines whether indemnification is permissible. If special legal counsel determines that indemnification is permissible, authorization of indemnification and determination of reasonableness of expenses will be made as specified by subparagraph (a)(iii), above, governing selection of special legal counsel. A provision contained in the Articles of Incorporation, or a resolution of members or the Board that requires the indemnification permitted by paragraph (a) of Section 1, above, constitutes sufficient authorization of indemnification even though the

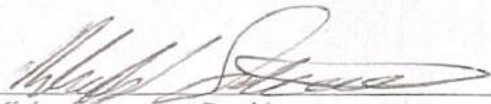
provision may not have been adopted or authorized in the same manner as the determination that indemnification is permissible.

- c) The Corporation will advance expenses before final disposition of a proceeding only after it determines that the facts then known would not preclude indemnification. The determination that the facts then known to those making the determination would not preclude indemnification and authorization of payment will be made in the same manner as a determination that indemnification is permissible under subparagraph (a) of Section 3, above.

In addition to this determination, the Corporation may advance expenses only after it receives a written affirmation and undertaking from the person to receive the advance. The person's written affirmation will state that he or she has met the standard of conduct necessary for indemnification under these Bylaws. The written undertaking will provide for repayment of the amounts advanced by the Corporation if it is ultimately determined that the person has not met the requirements for indemnification. The undertaking will be an unlimited general obligation of the person, but it need not be secured and many not be accepted without reference to financial ability to repay.

Written Consent of Directors Adopting Bylaws

We, the undersigned, are all of the person named as founding Directors in these Bylaws of the Wild at Heart Horse Rescue, Inc., a California nonprofit Corporation, and pursuant to the authority granted to the Directors by these Bylaws to take action by unanimous written consent without a meeting.



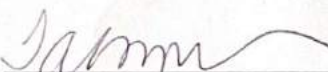
Michael Stewart – President

10/8/2018
Date



Leslie Stewart – Vice President/Treasurer

10/8/2018
Date



Talin Mirzaian – Secretary

10/8/2018
Date