

BYLAWS for FRIENDS OF INFINITY ACRES RANCH, Inc.

Friends of Infinity Acres Ranch Mission *is to provide Animal Assisted Learning with therapeutic educational and interactive opportunities to individuals utilizing domestic and exotic animals to encourage physical, emotional and psychological well-being while promoting stewardship, social responsibility plus animal knowledge and conservation within our community.*

A. Voting at BOD Meetings

Action on a matter is approved if the majority of members present cast votes in favor of the action, except that any change to the by-laws requires two-thirds majority present and voting. Each BOD officer and member at large is entitled to one vote. Voting by electronic means will be permitted. Any BOD member with a vested interest is exempt from voting on that motion. Honorary BOD member does not have a voting privilege.

B. Elections

Elections will be held annually in December for offices within the BOD. Available officer positions are: President, Vice-President, Secretary, and Treasurer. Members wishing to run for office can indicate their interest to BOD or submitting in writing. Voting will be done by ballots or a show of hands. The first vote will be for the officers and the second round will be for any ties. In the case of a tie vote, a runoff vote will be taken immediately by a second round of votes. Any candidate running for, but not winning an office on the first vote, his/her name may be nominated for another position through the election process on the second vote, unless the candidate declines to be considered. Individuals wishing to run for a position on the Board of Directors who is unable to attend the general election may write and sign a letter/note to President asking that their name be considered. Newly elected officers and board members shall assume their duties immediately after the election. All former BOD officers are asked to bring all necessary papers and FOIAR equipment with them to the election meeting to pass to the new officers.

C. Board of Director (Officers)

The board of directors will consist of up to six (6) officers) president, vice president, secretary, treasurer and the Founder and Co-Founder. The BOD may combine BOD officer positions when no one is available to fill all position or until someone is appointed or elected.

D. Terms of Members of the Board

The Board of Directors shall be appointed by Founders with a commitment of minimum (2) two year to the Friends of Infinity Acres Ranch with no term limit. BOD members may renew their BOD appointment upon request and vote. The current BOD may recruit new members to the BOD with Founder's approval. The term of office shall begin immediately after the appointment. Each BOD member must complete Enrollment

Packet, Volunteer Form and personal Bio, Conflict of Interest Disclosure and Letter of Commitment. BOD members are to be supportive of the FOIAR mission, responsible for contributing to the fiscal sustainability either through contributions or solicitations of financial sponsors and participate in sponsored events. Volunteering on a regular basis is required as per annual signed agreement. BOD members may select their level of BOD engagement /financial support with the annual agreement. BOD members are expected to attend all meetings with a minimum of 50% to stay in good standing.

Each year, BOD Officers will be elected at the 1st Board meeting of the fiscal year, with results being announced at that time and will commence immediately until the successor is elected at the next annual BOD meeting the following year. The BOD members are expected to serve until their successors can be elected and qualify. The Founder and Co-Founders reserve final veto rights for all quorum votes. Founder and Co-Founders remain on the BOD and do not rotate off nor do they hold an additional officer position. BOD's directive is to support, promote and contribute to growth and success.

E. General Powers – BOD

The BOD shall oversee and advise the financial sustainability and goals of FOIAR. The BOD will review and determine rate of the Executive Director's compensation for duties at a fair market rate and cost of living considerations annually with adjustments being effective June 1 each year. The BOD may elect any vacancies on the board of directors for the remaining year of the term as needed. The BOD may appoint an Ethics and Grievance Chairperson from the BOD who will act as mentor and resolve issues between members, BOD and partnership (Infinity Acres Ranch LLC). The Ethics & Grievance Chairperson does not have a vote.

F. Qualifications of Members of the Board

Members of the board must be at least 18 years of age. Members of the Board must fulfill their agreed commitment, must maintain appropriate boundaries, report any conflicts of interest, and agree to confidentiality and non-disclosure policies, report any legal infractions occurred.

G. Duties of the Members of the Board

Each officer and director shall perform the duties normally associated with that office in addition to those duties assigned by the board of directors from time to time. The Vice President will conduct meetings in the absence of the President. The Vice President shall head any special committee meetings the BOD votes to create.

H. Minutes and Inventory Records

The Secretary shall assist with the writing/posting of the meeting agenda and take and maintain the minutes of all meetings and submit for approval.

I. Compensation and Reimbursement

Board members shall not be paid compensation or receive any benefits for services provided to the FOIAR as board members. However, board members may be reimbursed for pre-authorized expenses incurred by them in the performance of their duties as board members.

Employees may be hired as needed with BOD/ or Founder's approval with salary, wages or "casual labor" for as needed.

J. Meetings of Board of Directors

Section 1. Regular Meetings of the Board of Directors shall be held a minimum of one time / year with an average of 6 meetings/year; unless the board officers determine that no extra meetings are necessary. BOD members must participate in a minimum of 50% meeting per year. Minutes from the board of directors meetings may be published in the FOIAR newsletter/web page, if and when published. Annual schedule will determine the date, time and place of the regular meetings. Board members must attend a minimum 50% meeting and one fundraiser/year to remain in good standings on the BOD and fulfill the agreed upon financial & volunteer commitment of joining the BOD. Dismissal from the BOD will occur for lack of participation or with a quorum BOD vote or violation of by-laws. BOD resignations must be submitted in writing. Meetings may be attended in person or via electronic media. Consent submitted by email or telephone/teleconference will be considered signed consent.

Section 2. Special Meetings: Special meetings of the BOD may be called from time to time to address items of a timely or sensitive nature by any member of the board. The person(s) authorized to call special meetings of the board will decide the date, time and place of a special meeting. Notice of each special meeting shall be communicated by telephone or online at least two days in advance of such meeting and shall include the date, time, place and purpose of the meeting. Meetings email, phone, conference call, or Skype/Zoom is acceptable. Consent submitted by email or telephone/teleconference will be considered signed consent.

Section 3. Quorum: A simple majority 2/3 of the total number of Officers shall constitute a minimum quorum for the transaction of business at any meeting (including electronic) of the BOD. If less than a quorum is present at a regular or special meeting, a majority of the directors present may adjourn the meeting without further notice.

Section 4. Voting: If a quorum exists, an action is approved if the majority of the directors present cast votes in favor of the action.

Section 5. Informal Action by Board of Directors: The board of directors may take action without a meeting by using electronic communication/conference call. The action is approved if the majority of the board members provide signed consent to the action and the action is filed with the minutes of the proceedings of the board. Consent submitted by email/messenger/online or telephone will be considered signed consent.

K. Committees

Section 1. Committees: The board officers may appoint members of the Corporation to serve on other permanent or temporary committees. Permanent committees of this Corporation shall include Tour Guides, Programs, Community Service and Media. Temporary committees (e.g. fundraiser committee) may be formed from time to time, as the board of directors deems necessary.

Section 2. Event Chairperson(s): The BOD may select a volunteer/staff member of the FOIAR as event chairperson for any major sponsored event. The event chairperson reports to the board of directors and is responsible for planning the event, preparing a budget subject to approval by the board of directors, appointing team leaders, and supervising the overall event from the initial planning stages through the final reports/analyses. All volunteers will attend an orientation before working on the Ranch.

L. Contracts, Loans, Checks, and Deposits

Section 1. Contracts: The BOD together may enter into any contract or execute and deliver any instrument in the name of and on behalf of the FOIAR. Such authority may be general or confined to specific instances.

Section 2. Loans: No loans shall be contracted on behalf of FOIAR without Founders authorization. Interest applied as required by law. (may be waived as a donation from founders)

Section 3. Checks and Drafts: The treasurer, cofounders and/or other authorized board member(s), may sign all checks and drafts issued in the name of the FOIAR. (a) The bank statements shall be mailed to the ranch. (b) The Treasurer and Founders shall maintain all records involving funds. c) A Tax accountant shall file all appropriate taxes in a timely manner.

Section 4. Deposits: All funds of the FOIAR shall be deposited in the Corporation's bank account(s). Petty cash of \$100 available for incidentals.

M. POLICY: Each individual receiving services shall receive those services according to law and sound therapeutic practice.

PROCEDURE:

1. Friends of Infinity Acres Ranch, Inc. / ENABLE shall develop, carry out, and regularly monitor policies and procedures prohibiting discrimination in the provision of services. Friends of Infinity Acres Ranch, Inc. / ENABLE shall comply with all state and federal laws, including any applicable provisions of the Americans with Disabilities Act (42 USC §12101 et seq.), that prohibit discrimination on the basis of race, color, religion, ethnicity, age, sex, disability, or ability to pay. These policies and procedures shall require, at a minimum, the following:

- a. An individual or anyone acting on his behalf may complain to the director if he believes that his services have been limited or denied due to discrimination.
- b. If an individual complains of discrimination, the director shall assure that an appropriate investigation is conducted immediately. The director shall make a decision, take action, and document the action within 10 working days of receipt of the complaint.
- c. A written copy of the decision and the director's action shall be forwarded to the individual and his authorized representative, the human rights advocate, and any employee or employees involved.
- d. If the individual or his authorized representative is not satisfied with the director's decision or action, he may file a petition for an LHRC hearing under 12VAC35-115-180.

N. General Provisions

Section 1. Volunteers/Staff/BOD: All volunteers, staff and BOD members will complete a volunteer form and acknowledge the release of liability in accordance to the Virginia Agritourism and Equine Law and the terms of the volunteer release.

Volunteers will be offered opportunities for community service and engagement with ranch and animal activities. All criminal records must be disclosed and will be considered on an individual basis. No violent or sexual offenders will be allowed to interact with any clients.

Section 2. Books and Records: All BOD members' attendance will be recorded for all meetings and activities. The Treasurer and/or Co-Founders shall keep correct and complete books and records of accounts and submit a report at each BOD and BOD meeting and the bank statement will be balanced and be presented at the meeting. Minutes of the proceedings of all meetings will be kept by the Secretary. If used, the BOD Director will maintain BOD list and applications.

Section 3. Indemnification: Any person who is an active Board Member of FOIAR shall have a right to be indemnified by FOIAR to the fullest extent permitted by law. The BOD of FOIAR shall take all such action as may be

necessary and appropriate to authorize the FOIAR to pay the indemnification required by Agritourism law. The BOD agrees to carry general liability insurance as well as comprehensive insurance coverage for all directors, staff, volunteers, Infinity Acres Ranch Property, and Rick and Laura Steere (property owners). These individuals, property, and business shall be added as “Additional Insured” as an endorsement on the policy provided to FOIAR.

Section 4. Fiscal Year: The BOD shall fix the fiscal year of the FOIAR. FOIAR fiscal year will be January through December and may be revised to July1 – June 31 upon Board approval.

Section 5. Amendments to By-Laws: These by-laws may be altered, amended or repealed and new by-laws shall be adopted by the BOD. Notice of the terms and proposed change(s) may be announced in the FOIAR web page/newsletter.

Section 6. Assets and Rental: Animals, exhibits, pens/cages/fencing etc, property, structures and improvements are rented to FOIAR by Richard and Laura Steere / Infinity Acres Ranch LLC for \$6000/year from 2/2012 to be accrued until 2/2017 (5 years), then increases to \$12,000/year with annual adjustments to be reviewed forthwith each December for the following fiscal year. FOIAR will pay utilities, tax and and insurance for related programs and areas. FOIAR funds will be utilized to create/maintain/enhance animal exhibits and displays. Vehicle / trailer use will be compensated based on mileage. Payments shall be accrued until FOIAR is financially solvent to make full or partial payments.

- a) FOIAR agrees to a Hold Harmless agreement that Indemnify and hold Infinity Acres LLC/ Friends of Infinity Acres Ranch Inc. and/or Richard and Laura Steere, their successors and/or assigns, staff or Board of Directors harmless from all claims, losses, causes of action or other liabilities, costs and expenses (including reasonable attorneys’ fees) of any nature, whether absolute, accrued, contingent or otherwise arising out of or pertaining to individuals being allowed to volunteer, work, perform community service, participate in activities or attend events for Infinity Acres LLC/ Friends of Infinity Acres Ranch Inc. and/or Richard and Laura Steere, their successors and/or assigns, staff or Board of Directors at 136 Joppa Rd Ridgeway, VA 24148.

Section 7. Dissolution

Upon a quorum vote by the Board of Directors and only with the approval of the founders, the dissolution process will begin. The BOD must file articles of dissolution with the State Corporation Commission (SCC). The articles of dissolution must contain:

- the name of your nonprofit
- the date dissolution was authorized

- a statement of that fact, the date of the meeting of the board of directors at which the dissolution was authorized, and a statement of the fact that dissolution was authorized by the vote of a majority of the directors in office and approved by the founders.

A form for the articles of dissolution is available for download from the SCC website. FOIAR does not own any tangible assets. Upon dissolution all monies of the FOIAR shall be assigned or liquidated as designated by the board of directors.

The foregoing is certified to be the duly adopted By-Laws of the FOIAR, as evidenced by execution of the entire BOD, effective February 10, 2012 and amended November 25, 2020.