

## BYLAWS

### MITCHELL FARM EQUINE RETIREMENT, INC.

Amended and adopted October 14, 2024

#### ARTICLE I

##### GENERAL

1.1 Name. The name of the corporation shall be “Mitchell Farm Equine Retirement, Inc.” hereinafter called the Corporation.

1.2 Vision. A Dignified Life for All Equines.

1.3 Mission: To provide a safe and comfortable retirement alternative for aged and infirm horses to live out their lives and offer educational opportunities on equine welfare and management.

1.4 Office. The principal office of the Corporation shall be located at 300 East Haddam Road, Salem, CT.

1.5 Seal. The corporate seal of the Corporation shall have inscribed thereon “Mitchell Farm Equine Retirement, Inc.,” the year of the Corporation’s incorporation and the words “Seal” and “Connecticut.”

#### ARTICLE II

##### DIRECTORS AND MEETINGS OF DIRECTORS

2.1 Number. The policy, activities, properties, and affairs of the Corporation shall be managed by a Board of Directors, consisting of not less than five (5) nor more than eleven (11) Directors. Except as otherwise provided by these Bylaws, each Director shall hold office for a complete term of three (3) years or until resignation or removal. A Director may be re-elected at the end of the term.

2.2 Election. Nomination of Directors to fill open positions created either by expiring terms or by the addition of positions within the number allowed by section 2.1 nominees may be brought forth for election at any meeting of the Board of Directors. Nominees must first be discussed with and have met the Executive Director and Board President and deemed worthy and capable of meeting the requirements of active Board members. If the Board membership is at capacity of 11, as set forth in section 2.1, then they may be held until a position opens or a formal exception to the Bylaws is filed.

2.3 Vacancies. A vacancy shall be deemed to exist if the number of Directors in office is less than the maximum number allowed by these Bylaws. The existence of a vacancy shall decrease the number of Directors in office for the purpose of determining a quorum. A vacancy shall be filled by the Directors at any meeting in accordance with these Bylaws.

2.4 Meetings. The Board of Directors shall meet once each quarter, for the transaction of business as may properly come before the meetings. Dates for quarterly meetings shall be set annually at the 4<sup>th</sup> quarter meeting.

2.5 Notice of Meetings. Notice of each regular meeting of the Board of Directors shall be given to the Directors not less than five days before the meeting and shall state the time and place of the meeting. Notice will be given by electronic mail.

2.6 Special Meetings. Special meetings of the Board of Directors may be called at any time by the President. At least 24 hours' notice of such meetings shall be given to each Director by email or telephone, stating the time, place and purpose of the meeting. No business other than the purpose of the special meeting as stated in the notice shall be transacted at such meeting.

2.7 Conduct of Business between Meetings. The Executive Director shall administer the day-to-day business of the Corporation between meetings of the Board of Directors. If policy decisions must be made and a meeting of the Board cannot be arranged, the Executive Director shall consult with at least two (2) officers including the chair of the appropriate committee, if applicable, before action can be taken.

2.8 Telephone Communications. One or more Directors may participate in a meeting of the Board of Directors or of a committee of Directors by means of conference call or video communication enabling all participating Directors to hear one another. Participation in a meeting pursuant to this provision shall constitute presence in person at such a meeting.

2.9 Waiver of Notice, Quorum, Adjournment. A majority of the number of Directors immediately before a meeting of the Board begins shall constitute a quorum for the transaction of business at that meeting. In the absence of a quorum for any meeting, a majority of the Directors present may adjourn such meeting to another time and place until a quorum can be obtained.

2.10 Valid Acts by Majority or On Consent. The act of a majority of the Directors present at any duly called meeting at which a quorum is present at the time of the act shall be the act of the Board, except as may otherwise be specifically provided by statute or by these Bylaws.

2.11 Annual Report. On an annual basis, the Board of Directors shall post to the organization's website the current 990 IRS Tax Return, along with a current listing of the Directors and officers.

2.12 Compensation. Directors shall not receive any compensation for their services as directors. However, reasonable compensation may be paid for services rendered to or for the Corporation, if approved by the Board of Directors.

2.13 Removal of Directors. A Director may only be removed from the Board by the elected, active Board Directors, and only at a meeting called for the purpose of removing the Director. The meeting notice must state that the purpose – or one of the purposes – of the meeting is removal of the Director.

## ARTICLE III

### COMMITTEES

- 3.1 Committees. Committees may be created as needed and may govern themselves. Each such committee will report on their activities at full Board meetings.
- 3.2 Voting. All Active Directors are considered voting members.
- 3.3 Committee Quorum. Quorum for transaction of business by committees shall be the same as that for the Board of Directors.

## ARTICLE IV

### OFFICERS AND DUTIES OF OFFICERS

- 4.1 Officers. The Board of Directors shall elect a President, a Secretary, a Treasurer, and any other officers deemed necessary or desirable (each, an “Officer,” and together, the “Officers”) from among the voting members of the Board of Directors, such election to take place at the first meeting of the Board of Directors each year. No Officer shall be married, joined in a civil union, or be domestic partners or otherwise share a home with any other Officer.
- 4.2 Terms of Office. Each Officer shall hold office for a term of one year or until a qualified successor shall have been elected, or resignation or removal.
- 4.3 Elections, Vacancies, Removal, Compensation. The Executive Director, Board shall select candidates for election as Officers as provided in these bylaws and present such nominations at the direction of the Board. If any office shall become vacant for any reason, the vacancy shall be filled by the Board of Directors. The Board, by two-thirds vote, may request the resignation of, or otherwise remove from office, any Officer. Officers shall not receive any compensation for their services.
- 4.4 President. The President shall preside at meetings of the Board of Directors. The President shall perform all duties incident to the office of President, and such other duties as may be assigned by these bylaws or by the Board.
- 4.5 Vice President. The Vice President shall have such general responsibility and perform such duties as may be assigned by the Board or by the President. At the request of the President or in the case of the President’s absence or inability to act, a Vice President shall perform the duties of the President and when so acting, shall have all the power of and subject to all the restrictions placed upon the President.
- 4.6 Secretary/Treasurer. The Secretary/Treasurer shall keep the minutes of all meetings of the Board of Directors and the Executive Committee; shall have charge of such of the books and papers as the Board of Directors may direct; and shall, in general, perform all the duties incident to the office of

Secretary, and shall oversee full and accurate accounts of assets, liabilities, receipts and disbursements and other transactions of the Corporation in books belonging to the Corporation.

4.7 Fiduciary Responsibility. Each Director is required to secure a donation which will be privately agreed upon with the Executive Director. Such donations may be made directly or secured via that Director's business relationships or obtainment of sponsorship.

## ARTICLE V

### POSITION OF EXECUTIVE DIRECTOR

5.1 Role of Executive Director. The Board of Directors shall appoint and employ an Executive Director to carry out the day-to-day operation of the Corporation for the successful attainment of its goals. It is in the interest of the Board to concern itself with the establishment of policy, standards and procedures as guides of operations. It will offer direction only in the most general sense, such as program priorities. Thus, the Executive Director is the chief administrator of the Board's goals and conducts the activities of the Corporation within the established guidelines. Because of his/her expertise, he/she will also be the Board's advisor and technical consultant. Thus, the Executive Director works for and with the Board of Directors.

## ARTICLE VI

### MISCELLANEOUS PROVISIONS

6.1 Authorized Signatures. All checks, drafts, trade acceptances, promissory notes, deeds, leases, mortgages, contracts, bills of sale, security agreements, and other financial instruments of the Corporation shall be signed by such representatives of the Corporation as the Board may designate.

6.2 Deposit of Funds. All funds of the Corporation not otherwise employed shall be deposited to the credit of the Corporation in such banks, trust companies or other depositories as the Board of Directors may select or as may be selected by an Officer or employee of the Corporation to whom such power may be delegated by the Board; and for the purpose of such deposit, any Officer, or any employee to whom such power may be delegated by the Board may endorse, assign and deliver checks, drafts and other orders for the payment of money which are payable to the order of the Corporation.

6.3 Books of Record. There shall be kept correct and complete books and records of account and Minutes of the proceedings of the Corporation and committees of the Board. There shall also be maintained at the principal office of the Corporation: (1) a record of the Corporation's Board of Directors, giving the names and affiliations; (2) the Certificate of Incorporation and all amendments to it currently in effect; (3) these Bylaws and all amendments to them currently in effect; (4) the minutes of all Directors' meetings and records of all actions taken, if any, without a meeting for the past three years; (5) the financial statements prepared for the past three years; and (6) the most recent annual report delivered to the Secretary of the State.

## ARTICLE VII

### FISCAL YEAR

7.1 The fiscal year of the Corporation shall begin on the first day of January and end the last day of December of each year.

## ARTICLE VIII

### PROHIBITION AGAINST SHARING IN CORPORATE EARNINGS

8.1 Corporate Earnings. No part of the net earnings of the Corporation shall inure to the benefit of any Director or Officer of the Corporation, or to any private individual (except that reasonable compensation may be paid for services rendered to or for the Corporation), and no Officer of the Corporation or any private individual shall be entitled to share in the distribution of any of the corporate assets on dissolution of the Corporation.

## ARTICLE IX

### CONFLICTS OF INTEREST

9.1 Disclosure. The Executive Director and each active member of the Board of Directors shall declare any Conflicts of Interest and sign a Conflict of Interest statement at the first meeting of each year. No Director or Officer shall vote on any matter that would involve a conflicting interest transaction. With respect to the Corporation, a conflicting interest transaction is a transaction effected or proposed to be affected by the Corporation, or by a subsidiary of the Corporation or any other entity in which the Corporation has a controlling interest. In the event that a Director, Officer or employee questions whether a conflict of interest exists, the issue shall be decided by a majority vote of the Directors present and voting, provided that any Director or Officer raising the question shall not vote.

9.2 Legal Standard. The provisions of Sections 33-1127 to 33-1130, inclusive of the Connecticut General Statutes, as such statute is presently enacted or as it may be amended from time to time, and other relevant statutes shall be utilized by the Board in resolving issues of a potential conflicting interest transaction.

## ARTICLE X

### FEDERAL LAW STANDARD

10.1 Activities. Notwithstanding any other provision of these articles, the organization shall not carry on any activities not permitted to be carried on (a) by an organization exempt from Federal income tax under section 501(c) (3) of the Internal Revenue code of the 1986 (or the corresponding provision of any future United States Internal Revenue Law); or (b) by an organization whose contributions to which are deductible under section 170 (c) (2) of the Internal Revenue Code of 1986 (or corresponding provision of any future United States Internal Revenue Law).

10.2 Political Involvement. No substantial part of the Corporation shall be carrying on propaganda, or otherwise attempting to influence legislation (except as otherwise provided by Section (h) of the Code), or participating in, or intervening in (including the publication or distribution of statements), any political campaign on behalf of any candidate for public office.

## ARTICLE XI

### DISSOLUTION OF CORPORATION

11.1 Assets. Upon dissolution of the Corporation, its remaining assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code or corresponding section of any future 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 by the Court of Common Pleas of the country in which the principal office of the organization is then located, exclusively for such purposes or to such organization of organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

11.2 Livestock. If the disposition of the retired horses is required, the following contingencies would be applied in this order:

- If the previous owner has shown an interest, they will be given right of first refusal.
- As many animals as possible shall be placed with adoption agencies that would monitor quality of life throughout their life.
- Humane euthanasia by a licensed Veterinarian.

## ARTICLE XII

### AMENDMENT

12.1 Amendment. These Bylaws may be altered, amended or repealed, or new Bylaws may be adopted, at any duly called regular or special meeting of the Board of Directors by affirmative vote of two-thirds of the Directors, so long as the change of Bylaws is specified as an agenda item.