



BYLAWS

Amended effective March 28, 2010

ARTICLE I

GENERAL

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

1.2 Objectives. To be a non-profit organization which provides a safe and comfortable permanent retirement alternative for geriatric and infirmed horses to live out their lives. And, to educate the public on aged equine care, management and alternatives to slaughter.

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

1.4 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

MEMBERS AND MEETINGS OF MEMBERS

2.1 Members. Members shall be those persons, associations and corporations who have made a direct financial contribution to the Corporation for the current or prior fiscal year and those persons, associations and corporations who have contributed service or time to the Corporation during the current or prior fiscal year and who have been registered as Members by the Secretary of the Corporation.

2.2 Vote. Members shall be entitled to one vote on each matter submitted to Members.

2.3 Eligibility. Membership shall be open to all persons, associations and corporations interested in the objectives of the Corporation.

2.4 Annual Meeting. The annual meeting of the members of the Corporation shall be held during the first quarter, at such time and place as the Board of Directors may designate. A notice in writing of each annual meeting of the members shall be sent by regular or electronic mail by or on behalf of the Secretary to each member not more than fifty (50) nor less than twenty (20) days prior to the date of the meeting. The attendance of any Member at any meeting shall constitute a waiver of notice of such meeting. Persons who are not Members of the Corporation may be invited to attend the annual meeting of the Members of the Corporation but shall not be entitled to vote at any such meeting.

2.5 Quorum, Adjournment. With respect to meetings of the Directors, three-quarters of the number of Directors in office immediately before a meeting begins shall constitute a quorum for the transaction of business at that meeting. With respect to membership meetings, except as otherwise provided by statute or by the Certificate of Incorporation of the Corporation, the affirmative vote at any duly held membership meeting of a majority of those members present, in person or by proxy, shall be the act of the Members.

2.6 Proxies. Members may vote at any meeting by written proxy, which shall be filed with the Secretary before being voted. Such proxies shall entitle the holders thereof to vote at any adjournment of such meeting, but shall not be valid after the final adjournment thereof.

ARTICLE III

DIRECTORS AND MEETINGS OF DIRECTORS

3.1 Number. The policy, activities, properties and affairs of the Corporation shall be managed by a Board of Directors, consisting of not less than seven (7) nor more than fifteen (15) Directors, all of whom shall be Members of the Corporation. Except as otherwise provided by these Bylaws, each Director shall hold office for a complete term of one (1) year, or until a qualified successor shall have been duly elected, or until death, resignation or removal. A Director shall be limited to five (5) consecutive complete one year terms of membership on the Board, but may thereafter be re-elected after the passage of one year. The number of Director Positions at any given time shall be equal to the number of Directors actually in office at that time.

3.2 Advisory Council: The Board of Directors may elect individuals with particular areas of expertise to the Advisory Council in order to provide periodic advice in those areas to the Corporation. The Advisory Council is designed to lend advice, counsel and credibility to the organization. Advisory Council members are not voting members of the Board of Directors. They are welcome at meetings of the Board but attendance is not required. Advisory Council members shall not be counted in determining a quorum at Board of Directors meetings. They will receive copies of all meeting minutes and the annual report. Members will be called upon for counsel in their area of expertise. Mitchell Farm may use their names in publications and on the web-site. Advisory Council members may be elected to a regular (voting) Director Position by the Board of Directors.

3.3 Honorary Board: The Board of Directors may elect former Directors or other individuals to the Honorary Board for any reason the Board deems appropriate. Honorary Board members are not voting members of the Board of Directors. They are welcome at meetings of the Board but attendance is not required. Honorary Board members shall not be counted in determining a quorum at Board of Directors meetings. They will receive copies of all meeting minutes and the annual report. Mitchell Farm may use their names in publications and on the web-site. Honorary Board members may be elected to a regular (voting) Director Position by the Board of Directors.

3.4 Election. The election of Directors to fill open positions created either by expiring terms or by the addition of positions within the number allowed by section 3.1 shall be held at the annual meeting of Members. Not less than thirty (30) days before the annual meeting of the Members, the Committee on Directors shall select and present to the Board of Directors the names of candidates to fill such open positions and, if necessary, to bring the number of Directors to the minimum required by Paragraph 3.1 of these Bylaws. From these candidates, the Board of Directors shall recommend a slate of nominees to be presented to the membership for vote.

3.5 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 Members or Directors at any meeting in accordance with these Bylaws. The individual elected to fill a vacancy shall serve until the next meeting of Members, at which Directors are elected.

3.6 Meetings. The Board of Directors shall meet not less than four times annually for the transaction of business as may properly come before the meetings.

3.7 Notice of Meetings. Notice of each regular meeting of the Board of Directors shall be given to the Directors not less than five, not more than twenty-five days before the meeting and shall state the time and place of the meeting. Notice will be given by U.S. Mail postage prepaid, or may instead be given by electronic mail to any Directors if the Directors have consented to such electronic notice.

3.8 Special Meetings. Special meetings of the Board of Directors may be called at any time by the President or Vice President and shall be called when two or more of the Directors shall so request by e-mail or telephone to the President. At least 24 hours notice of each special meeting of the Board of Directors stating the time, place and purpose of the meeting shall be given to each Director by email or telephone. No business other than the purpose of the special meeting as stated in the notice shall be transacted at such meeting.

3.9 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.

3.10 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 telephone or similar communications equipment enabling all Directors participating in the meeting to hear one another, and participation in a meeting pursuant to this provision shall constitute presence in person at such a meeting.

3.11 Waiver of Notice, Quorum, Adjournment. A Director's attendance at or participation in a meeting waives any required notice to him of the meeting unless the Director at the beginning of the meeting, or promptly upon his arrival, objects to holding or transacting business at the meeting and does not thereafter vote for or assent to action taken at the meeting. A majority of the number of Directors in office 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.

3.12 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.

3.13 Annual Report. On an annual basis, the Board of Directors shall report in writing to the membership. Such annual report shall include a financial statement of the Corporation and a summary of the year's activities, along with a listing of the Directors and officers.

3.14 Compensation. Directors shall not receive any compensation for their services as directors (except that reasonable compensation may be paid for services rendered to or for the Corporation which is approved by the Board of Directors).

3.15 Removal of Directors. A Director may only be removed from the Board by the Members entitled to vote for the election of Directors. A Director may only be removed at a membership meeting called for the purpose of removing the Director and the meeting notice must state that the purpose – or one of the purposes – of the meeting is removal of the Director.

ARTICLE IV

STANDING COMMITTEES

4.1 Executive Committee. The executive committee of the Board shall consist of the officers of the Corporation. The President may appoint two additional Directors to serve on the Executive Committee. No two members of the Executive Committee shall be married, joined in a civil union, or be domestic partners or otherwise share a home with each other. Such appointments by the President must be approved by a majority of all Directors in office at the time of the appointments. The Executive Committee shall meet at least once between Board meetings to review the operation of the Corporation, its administration, programs, goals development and financial status. The Executive Committee may act on the Board's behalf on routine business; however, major policy matters must be referred to the full Board. The Executive Committee shall not have power to : (1) approve or recommend to Members action that by law requires Member approval; (2) fill vacancies on the Board or any of its committees; (3) amend the certificate of incorporation; (4) adopt, amend or repeal bylaws; or (5) approve a plan of merger, approve a sale, lease, exchange or other disposition of all, or substantially all, of the property of the Corporation, other than in the usual and regular course of affairs of the Corporation, or approve a proposal to dissolve the Corporation. A majority of the number of Executive Committee members in office immediately before a meeting of the committee begins, constitutes a quorum for the transaction of business at that meeting. The secretary shall keep a record of the Executive Committee meetings and copies shall be distributed to all Directors within (4) weeks of said meetings.

4.2 Other Standing Committees. Generally, the President shall appoint the Chairpersons of the other standing committees, except the Chairperson of the Finance Committee, which shall be appointed as set forth in Section 4.4 below. Each such Chairperson shall be a member of the Board of Directors. Each committee shall choose the remaining members of his/her committee. The President shall serve as an ex-officio voting member of all standing committees. The Executive Director shall serve as an ex-officio voting member of all standing committees except the Committee on Directors and the Executive Committee.

4.3 Committee on Directors. The Committee on Directors shall consist of (3) or more persons, at least two of whom shall be Directors. There shall be at least one continuing member of the Committee of Directors each year. The Committee on Directors shall evaluate for nomination for reelection all Directors whose terms are expiring and who are eligible for reelection and shall make nominations for Directors to be elected at the next Annual Meeting and for officers to be elected at the first meeting of the Board of Directors held after the Annual Meeting. The Committee shall also make nominations for Directors and Officers to fill vacancies as they may occur between Annual Meetings.

4.4 Finance committee. The Treasurer shall serve as the chairperson of the Finance Committee, and the Committee shall consist of three (3) members, at least two (2) of whom shall be Directors. The Committee shall ensure that the Corporation is in good financial health, that its assets are protected and that its resources are used appropriately. The Committee shall ensure that accurate and complete financial records are maintained and that accurate, timely and meaningful financial statements are prepared and presented to the Directors. The committee shall oversee budgeting and shall anticipate financial problems and shall safeguard the Corporation's assets. The Committee shall ensure that the Corporation complies with federal, state and other reporting requirements and shall help the Directors understand the Corporation's finances.

4.5 Other Committees. As the need arises other committees may be created.

4.6 Committee Quorum. Quorum for transaction of business by committees shall be the same as that for the Board of Directors and for the Executive Committee.

ARTICLE V

OFFICERS AND DUTIES OF OFFICERS

5.1 Officers. The Board of Directors shall elect a President, a Vice 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 held after the Annual Meeting. No Officer shall be married, joined in a civil union, or be domestic partners or otherwise share a home with any other Officer.

5.2 Terms of Office. Each Officer shall hold office for a term of one year or until a qualified successor shall have been elected, or until death, resignation or removal. An Officer shall be limited to 4 consecutive one year terms of a particular office but may thereafter be re-elected after the passage of one year.

5.3 Elections, Vacancies, Removal, Compensation. The Committee on Directors 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, as recommended by the Committee on 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.

5.4 President. The President shall preside at meetings of the Board of Directors and at meetings of Members. The President shall perform all duties incident to the office of President and chief executive officer, and such other duties as may be assigned by these bylaws or by the Board.

5.5 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.

5.6 Secretary. The Secretary shall keep the minutes of all meetings of the Board of Directors, the Executive Committee and the Members of the Corporation; 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.

5.7 Treasurer. The Treasurer shall be responsible for all the funds and securities of the Corporation; shall oversee full and accurate accounts of assets, liabilities, receipts and disbursements and other transactions of the Corporation in books belonging to the Corporation; and shall oversee the depositing of all monies and other valuable effects of the Corporation in the name of and to the credit of the Corporation in such banks or other depositories as may be designated by the Board. The Treasurer shall also prepare, with the help of the Finance Committee and the Executive Director, in advance of the first meeting of the Board in any fiscal year, a budget for the Corporation for the ensuing fiscal year. In general, the Treasurer shall perform all the duties incident to the office of Treasurer and such other duties as may be assigned by the Board or by the President. The Treasurer shall be bonded in such amounts as the Board may determine.

ARTICLE VI

POSITION OF EXECUTIVE DIRECTOR

6.1 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 VII

MISCELLANEOUS PROVISIONS

7.1 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.

7.2 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.

7.3 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 Members, giving the names and addresses of all Members; (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 Members' meetings and records of all actions taken by Members, if any, without a meeting for the past three years; (5) the financial statements prepared for the past three years; and (6) a list of the names and business addresses of its current Directors and Officers; and (7) the most recent annual report delivered to the Secretary of the State.

ARTICLE VIII

FISCAL YEAR

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 IX

PROHIBITION AGAINST SHARING IN CORPORATE EARNINGS

9.1 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 X

CONFLICTS OF INTEREST

10.1 Disclosure. Directors, Officers and employees of the Corporation shall disclose to the Board any conflicting interest transactions which arise, and 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 effected 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 conflicting interest transaction 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.

10.2 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 XI

FEDERAL LAW STANDARD

11.1 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).

11.2 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 XII

DISSOLUTION OF CORPORATION

12.1 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.

12.2 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 XIII

AMENDMENT

13.1 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 of the Corporation by resolution adopted by the affirmative vote of two-thirds of the Directors, but no alteration, amendment, repeal or adoption shall be made at any such meeting unless the notice of such meeting shall specify the proposed alteration, amendment, repeal or adoption of the Bylaws as one of the purposes of such meeting.