

FOREVER MORGANS RESCUE INC.

BYLAWS Adopted May, 2011

Revised Sept 2012

Article I. Name

The name of the organization shall be Forever Morgans Rescue, Inc

Article II. Mission Statement

Forever Morgans Rescue is a animal rescue organization of volunteers whose purpose is to be a resource for Morgan horses in need, whether they are surrendered, rescued from shelters, auctions, kill buyers, or simply removed from potentially dangerous situations. Forever Morgans Rescue wishes to open our virtual barn doors to all Morgans in need of safe and loving homes. We focus on registered Morgans but will consider unregistered Morgans on a case-by-case basis.

Article III. Directors

Section 1. Number

The corporation shall have no less than three (3) and no more than nine (9) Directors. The exact number of Directors shall be determined by the presiding Directors.

Section 2. Powers

The activities and affairs of this corporation shall be conducted and all corporate powers shall be exercise 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 the 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 and/or email address with the Secretary of the corporation so that all notices can be mailed/mailed to them at either one or both addresses.

Forever Morgans Rescue, Inc Bylaws (cont'd)

Section 4. Founding Directors

The following people shall be known as Founding Directors: Christina Pennington, Virginia Bloss, Patricia Jumonville, Suzanne Edmonds. They are designated as Founding Directors for their role in establishing this corporation.

Section 5. Terms of Offices

Terms of Office shall be as follows:

(a) The founding Board of Directors as defined by these Bylaws 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 Directors terms of office may end upon their resignation or upon removal from office as defined by these Bylaws, the law, or the Articles of Incorporation.

(b) All Directors subsequent to the founding Directors will serve a term of office of two years. Election of the Directors will follow the rules set out by the law, these Bylaws, and the Articles of Incorporation.

Section 6. Compensation

Directors shall serve their terms without compensation for their duties. They are, however, entitled to reimbursements for expenses incurred while performing their duties as prescribed by law, the Bylaws, and Articles of Incorporation.

Section 7. Restrictions Regarding Interested Directors

No more than forty-nine percent (49%) of the persons serving on the Board of Directors may be “interested parties”. For the purpose of these Bylaws, “interested parties” shall be defined as anyone currently being compensated for services provided this corporation in the past twelve (12) months, excluding reimbursement of Directors for expenses incurred as they were performing their duties as set forth in these Bylaws.

Section 8. Place of Meetings

Time of meeting shall be specified in writing to each director with no less than three days notice. Emergency meetings may be called by the president at any time and with less notification. All meetings shall be considered valid if a quorum of directors is present.

Section 9. Regular and Annual Meetings

Regular online meetings of Board of Directors of the corporation shall be held the last Thursday of every month at 8 P.M. Eastern via email or an electronic, internet chat room or message service. In the event that the last Thursday of the month is a legal holiday, the meeting shall be held on the next Sunday at the same time. The date and time of said regular meetings may be changed by unanimous decision of the Directors without requiring amendment to these bylaws.

Annual meetings of the corporation shall be held the second Saturday in July

Forever Morgans Rescue, Inc. (cont'd)

Section 10. 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 mail/email notices of the meeting to each Director.

Section 11. 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/mailed to any address for each Director that is on record with the secretary of the corporation.

Section 12. Waiver of Notice and Consent to Holding Meetings

All meetings of the Board of Directors are valid provided a quorum, as defined in these Bylaws, is present.

Section 13. Quorum for 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 which 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 14. 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 15. Conduct of Meetings

The President of the corporation 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.

Meetings of the Board of Directors shall be governed by Roberts' Rules of Order insofar as these rules are not inconsistent with or in conflict with these Bylaws, the Articles of Incorporation, or the law.

Forever Morgans Rescue Inc. (cont'd)

Section 16. Conflict of Interest Policy

Article I

Purpose

The purpose of the conflict of interest policy is to protect this tax-exempt organization's Forever Morgans Rescue, Inc. interest when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an officer or director of the Organization or might result in a possible excess benefit transaction. 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.

Article II

Definitions

1. Interested Person

Any director, principal officer, or member of a committee with governing board delegated powers, who has a direct or indirect financial interest, as defined below, is an interested person.

2. Financial Interest

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

- a.** An ownership or investment interest in any entity with which the Organization has a transaction or arrangement,
- b.** A compensation arrangement with the Organization or with any entity or individual with which the Organization has a transaction or arrangement, or
- c.** A potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which the Organization is negotiating a transaction or arrangement.

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

A financial interest is not necessarily a conflict of interest. Under Article III, Section 2, a person who has a financial interest may have a conflict of interest only if the appropriate governing board or committee decides that a conflict of interest exists.

Article III

Procedures

1. 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.

2. 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.

Forever Morgans Rescue, Inc (cont'd)

3. Procedures for Addressing the Conflict of Interest

- a.** 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.
- b.** 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.
- c.** After exercising due diligence, the governing board or committee shall determine whether the Organization 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.
- d.** 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 a majority vote of the disinterested directors whether the transaction or arrangement is in the Organization'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.

4. Violations of the Conflicts of Interest Policy

- a.** 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.
- b.** 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.