



Bylaws
For
Safe Haven Equine Rescue
& Retirement Home, Inc.

Table of Contents

| | | |
|------|--------------------------|----|
| I | Corporate Name | 3 |
| II | Office | 3 |
| III | Purpose | 3 |
| IV | Board of Directors | 4 |
| V | Committees | 5 |
| VI | Board Meetings | 6 |
| VII | Officers | 7 |
| VIII | Members | 10 |
| VIII | Indemnification | 11 |
| X | Operations | 13 |
| XI | Amendments | 14 |
| XII | Rules of Order | 15 |
| XIII | Admission Statement | 15 |
| XIV | Prohibited Acts | 15 |
| XV | Miscellaneous Provisions | 16 |
| | Certificate of Secretary | 17 |

Article I
Name

1.1 Name.

The name of this organization is Safe Haven Equine Rescue and Retirement Home, Inc. Safe Haven Equine Rescue and Retirement Home, Inc. is a non-profit corporation organized under the Texas Non-Profit Corporation Act. These bylaws constitute the code of rules adopted by the Safe Haven Equine Rescue and Retirement Home, Inc. Board of Directors, for the regulations and management of its affairs.

EIN # 75-2839955

Article II
Offices

2.01 Principal Office

The principal office of Safe Haven Equine Rescue and Retirement Home, Inc. will be located in the County of Upshur, State of Texas, at 4994 FM 2088, Gilmer, TX 75644. Safe Haven Equine Rescue and Retirement Home, Inc. may have other offices either in or out of the State of Texas as the Board of Directors may require from time to time.

2.02 Registered Office

Safe Haven Equine Rescue and Retirement Home, Inc. shall have a maintained office in the State of Texas. The registered office may be, but need not be, identical with the principal office in the State of Texas, and the address of the registered office may be changed from time to time by the board of directors.

2.03 Registered Agent

The name of the registered agent of the Corporation is Richard Fincher. The registered agent's office is identical with the registered office as required by the Texas Non-Profit Corporation Act.

Article III
Purpose

3.01 Generally

Safe Haven Equine Rescue and Retirement Home, Inc. is a volunteer based, non-profit organization accredited by the Global Federation of Animal Sanctuaries that is dedicated to the welfare of horses. Our goal is to rescue abused, neglected, or distressed horses, bring these rescued horses back to optimal health and to find them loving homes. In some cases, due to age or disability, a horse will not be able to be adopted. For these horses, Safe Haven Equine Rescue and Retirement Home, Inc. will provide a home where they can peacefully live out the rest of their life with love and dignity.

3.02 Education

This corporation will help to educate the public about;

- Equine husbandry and welfare
- Equine handling
- Equine rescue and the rehabilitation process

This corporation will help educate law enforcement and rescue professionals about;

- Welfare of Equines
- Rescue skills needed in non-disaster and disaster environments

3.03 Non-Profit

This corporation shall operate exclusively as a non-profit corporation pursuant to “Texas Non-Profit Corporation Law” of the State of Texas and Section 501(c)(3) of the Internal Revenue Code of the United States of America. This corporation shall not carry on any activities not permitted to be carried on by an organization exempt from Federal income tax under 501(c)(3) of the Internal Revenue Code, as amended.

Article IV **Board of Directors**

4.01 Power

The Board of Directors of this corporation is vested with the management of the business and affairs of this corporation, subject to the Texas Business Organizations Code, and these bylaws.

4.02 Number of Directors

The board of Directors will consist of a minimum of five (5) Directors and a maximum of thirty-three (33) Directors. The President shall also be a Director with the full rights and responsibilities of any Director, such as the right to vote on any issue and the right to propose any motion. Upon resolution of the Board of Directors, the number of Directors may increase or decrease from time to time, but in no event shall a decrease have the effect of shortening the term of an incumbent Director or decreasing the total number of Directors to less than five (5) Directors.

4.03 Terms of Directors

Board Directors shall serve a term of two (2) years each, and Directors may serve consecutive terms without end.

4.04 Eligibility

Any current Director or Officer may be nominated for Director. Any volunteer in good standing for three (3) months prior to the election date may be nominated for Director. The Board of Directors may establish and change the criteria a volunteer must meet in order to retain or gain membership.

4.05 Elections of Directors

Directors are elected by the members of this corporation. Elections for Directors filling expired terms shall be held at the annual membership meeting. Any directorship to be filled by reason of an increase in the number of Directors shall be filled at the next regular meeting of the members or at a special meeting called for that purpose. When a re-appointment or replacement is made, the re-appointment or replacement shall be considered effective on the date that the prior term expired. Board members whose terms have expired may continue serving until they are either re-appointed or until their successors are chosen. Nominations shall be accepted from any member from the floor that is in good standing with the corporation.

4.06 Resignation

Any director may resign at any time by delivering written notice to the Secretary or President of the Board of Directors. Such resignation shall take effect upon receipt or, if later, on the date specified in the notice.

4.07 Removal

Any Director may be removed with or without cause, at any time, by two-thirds (2/3) vote of the entire Board of Directors, at a regular meeting or special meeting called for that purpose. Any Director under consideration of removal must first be notified about the consideration in writing at least three (3) days prior to the meeting at which the vote takes place. Any Director under consideration of removal shall be given an opportunity to be heard at the meeting called for that purpose.

4.08 Vacancies

Vacancies shall be filled by majority vote of the remaining members of the Board of Directors, though less than a quorum. The Director filling the vacancy shall serve for the remainder of the term of the directorship that was vacated. Vacancies shall be filled as soon as practical. Any Director may make nominations to fill vacant directorships.

4.09 Compensation

Directors will not receive compensation for their services. Directors may be reimbursed for any actual expenses incurred in the performance of their duties for the Corporation. The Corporation shall not loan money or property to, or guarantee the obligation of, any Director.

4.10 Advisory Board

Advisory Board members may be selected by a majority vote of the Board of Directors to assist in providing guidance, community exposure (image) and public awareness of the goals and objectives of the Corporation. The size, term, powers and composition of the Advisory Board will be determined by a majority vote of the Board of Directors.

Article V
Committees

5.01 Executive Committee

The President, Vice President, Treasurer, Secretary, and one (1) Director of the Corporation shall constitute the Executive Committee. The Executive Committee shall have the authority to direct the activities of this Corporation as authorized by the Board of Directors. The President shall act as Chairperson of the Executive Committee. A majority of the Executive Committee shall constitute a quorum for the transaction of business, and all decisions shall be by majority vote of those present. The one (1) nonofficer Director will be appointed by the Chairperson of the Executive Committee.

5.02 Other Committees

The Board of Directors may from time to time designate and appoint additional standing or temporary committees. Such committees shall have and exercise such prescribed authority as is designated by the Board of Directors. The Directors may authorize these committees to exercise any powers, responsibilities, and duties consistent with these bylaws.

Article VI
Board Meetings

6.01 Regular and Special Meetings

The Board of Directors shall hold a least eight (8) regular meetings per year. Special Meetings may be called by the President or his/her appointee, and by the Executive Director. Board Members are expected to attend two-thirds (2/3) of all meetings to remain in good standing.

6.02 Place of Board Meetings

Regular and Special Meetings of the Board of Directors will be held at any place that the President may designate within 50 miles of 4994 FM 2088, Gilmer, Texas 75644.

6.03 Notice of Board Meetings

Notice of the date, time, and place of Regular Meetings shall be given to each board member by regular mail, facsimile, or electronic message not less than three (3) days prior to the date of the meeting. Notice of the date, time, and place of Special Meetings shall be given to each board member by regular mail, facsimile, or electronic message not less than twenty-four (24) hours prior to the date of the meeting.

6.04 Quorum

A majority of the incumbent Directors (not counting vacancies) shall constitute a quorum for the purpose of convening a meeting or conducting business. At Board meetings where a quorum is present, a majority vote of Directors attending shall constitute a resolution of the Board unless a greater number is required by any provision of these bylaws.

6.05 Meetings by Remote Communications Technology

A meeting of the members of the Corporation, the Board of Directors, or any committee designated by the Board of Directors of the Corporation may be held by means of remote electronic communications system, including speaker phone, videoconferencing technology, or the internet, only if;

- a) Each person entitled to participate in the meeting consents to the meeting being held by means of that system;
- b) The system provides access to the meeting in a manner or using a method by which each person participating in the meeting can communicate concurrently with each participant; and
- c) The member using the remote electronic communications system has made every reasonable attempt to attend the meeting in person.

6.06 Decision without a Meeting

A decision without a meeting may be made if written consent to the decision is signed by all of the persons entitled to vote on the matter. Written consent shall include regular mail, facsimile, or electronic message.

Article VII
Officers

7.01 Elected Officers

The Corporation shall have the offices of President, Vice President, Secretary, Treasurer, and Public Relations. The Corporation may have, at the discretion of the Board of Directors, such other officers as may be appointed by the Directors. One person may hold two (2) or more offices, except that the positions of President, Secretary and Treasurer are mutually exclusive.

7.02 Roster of Officers

The Corporation shall maintain a roster at the principal office of the Officers of the Corporation. This roster shall include the name, position, address, email, home phone number, and cell phone number of every officer.

7.03 Terms of Officers

Officers shall serve a term of two (2) years each. Officers may serve consecutive terms without end.

7.04 Eligibility of Officers

Any current Director or Officer may be nominated for Officer. Any volunteer in good standing for three (3) months prior to the election date may be nominated for Officer.

7.05 Elections of Officers

Officers are elected by the members of this corporation. Elections for Officers filling expired terms shall be held at the annual membership meeting. Officers whose terms have expired may continue serving

until they are either re-appointed or until their successors are chosen. Nominations shall be accepted from any member from the floor that is in good standing with the corporation.

7.06 Resignation

Any Officer may resign at any time by delivering written notice to the Secretary or President of the Board of Directors. Such resignation shall take effect upon receipt or, if later, on the date specified in the notice.

7.07 Removal

Any Officer may be removed with or without cause, at any time, by two-thirds (2/3) vote of the entire Board of Directors, at a regular meeting or special meeting called for that purpose. Any Officer under consideration of removal must first be notified about the consideration in writing at least three (3) days prior to the meeting at which the vote takes place. Any Officer under consideration of removal shall be given an opportunity to be heard at the meeting called for that purpose.

7.08 Vacancies

Vacancies shall be filled by majority vote of the remaining members of the Board of Directors, though less than a quorum. The Officer filling the vacancy shall serve for the remainder of the term of the office that was vacated. Vacancies shall be filled as soon as practical. Any Director in good standing may make nominations to fill vacant offices.

7.09 Compensation

Officers will not receive compensation for their services. Officers may be reimbursed for any actual expenses incurred in the performance of their duties for the Corporation. The Corporation shall not loan money or property to, or guarantee the obligation of, any Officer.

7.10 President

- a) The President will supervise and control the affairs of the Corporation and shall exercise such supervisory powers as may be given to him/her by the Board of Directors.
- b) The President will perform all duties incident to such office and such other duties as may be provided by these bylaws or as may be prescribed from time to time by the Board of Directors.
- c) The President shall preside at all board meetings and shall exercise parliamentary control in accordance with Robert's Rules of Order.
- d) The President shall serve as an ex-officio member of all standing committees, unless otherwise provided by the Board of Directors or these bylaws.
- e) The President shall, with the advice of the Board of Directors and in accordance with these bylaws, set the agenda for each meeting of the Board of Directors.

7.11 Vice President

- a) The Vice President shall act in place of the President in the event of the President's absence, inability, or refusal to act, and shall exercise and discharge such duties as may be required by the board.
- b) The Vice President shall serve as the parliamentarian and interpret any ambiguities of these bylaws.

7.12 Secretary

- a) The Secretary will perform all duties incident to the office of Secretary and such other duties as may be required by law, or these bylaws.
- b) The Secretary shall attest to and keep the bylaws and other legal records of the Corporation, or copies thereof, at the principal office of the Corporation.
- c) The Secretary shall take or ensure that someone takes minutes of all meetings of the committees and Board of Directors, and shall keep copies of all minutes at the principal office of the Corporation.
- d) The Secretary shall present the minutes from the previous meeting at the start of each meeting. The Secretary shall record the votes on acceptance of the previous meeting minutes.
- e) The Secretary shall, with the approval of the Board of Directors, set up procedures for any elections held by the Corporation. The Secretary shall keep a record of all votes cast in such elections.
- f) The Secretary shall set up and maintain a roster of the Officers, the Board of Directors, and Members. These rosters will include the name, position, address, email, home phone number and the cell phone number for each person.
- g) The Secretary shall ensure that all records of the Corporation, minutes of all official meetings, and records of all votes, are made available for inspection by any member of the Board of Directors at the registered or principal office of the Corporation during business hours or at a reasonable time.
- h) The Secretary shall see that all notices are duly given in accordance with these bylaws or as required by law.
- i) The Secretary shall see that all books, reports, statements, certificates, and other documents or records of the Corporation are properly kept and filed.
- j) In the case of the absence or disability of the Secretary, or the Secretary's refusal or neglect to fulfill the duties of Secretary, the Vice President shall perform the functions of the Secretary.

7.13 Treasurer

- a) The Treasurer will have charge and custody of all funds of the Corporation, will oversee and supervise the financial business of the Corporation, will render reports and accountings to the Directors as required by the Board of Directors, and will perform in general all duties incident to the office of Treasurer and such duties as may be required by law, or these bylaws, or which may be assigned from time to time by the Board of Directors.
- b) The Treasurer of the Corporation shall devise a plan providing for the acceptance and disbursement of all funds of the Corporation which shall be approved by the Board of Directors.
- c) The Treasurer, with the approval of the Board of Directors, shall set up all checking, savings, and investment accounts of the Corporation and ensure prompt deposit of all funds in the name of the Corporation in such accounts.

- d) The Treasurer's signature shall be the authorized signature for all checking, savings, and investment accounts of the Corporation unless the Treasurer, with the approval of the Board of Directors, designates another Director or Officer of the Corporation as an authorized signatory on any of these accounts.
- e) The Treasurer shall prepare a quarterly report for the Board of Directors, providing an accounting of all transactions and of the financial conditions of the Corporation.
- f) The Treasurer shall keep all financial records of the Corporation, books, and records, are made available for inspection by any member of the Board of Directors or member of the general public at the registered or principal office of the Corporation during business hours or at a reasonable time.

7.14 Public Relations

- a) The Public Relations officer is responsible for presenting cohesive messages about the Corporation to the media, general public, or public officials on behalf of the Corporation.
- b) The Public Relations officer is responsible for maintaining the Corporation website, Facebook page, and other forms of social media.

Article VIII **Members**

8.01 Eligibility

Membership shall be granted to any individual that supports the mission and purpose of the Corporation, volunteers at least four (4) hours a month for three (3) or more consecutive months, and who satisfies all application procedures set by the Board of Directors.

8.02 Rights

Each member of the Corporation shall be entitled to one (1) vote on each matter submitted by the Board of Directors at a regular or special meeting, except to the extent that the voting rights are limited or denied by these bylaws. No member shall be entitled to any dividend or any part of the income of the Corporation or to share in distribution of the corporate assets upon dissolution. The Board of Directors has the discretion to decide which, if any, matter shall be submitted to the membership for a vote, except that the following decisions will always be submitted to the membership for a vote: elections for members of the Board of Directors, dissolutions of the corporation, merger or consolidation with another corporation, sale of substantially all the corporate assets, and amendments to these bylaws. A member of this Corporation, on written demand stating the purpose of the demand, is entitled to examine and copy at the member's expense, in person or by agent, accountant, or attorney, at any reasonable time and for the proper purpose, the books and records of the Corporation relevant to the stated purpose.

8.03 Membership Actions

The membership may act only at a properly called meeting of the membership where a quorum is present. At such a meeting, a vote of a majority of the members in attendance shall be an act of the

membership, except that two-thirds (2/3) majority of the members in attendance shall be required for the following: dissolution of the corporation, merger or consolidation with another corporation, sale of substantially all of the corporation's assets, and amendments to these bylaws.

8.04 Expulsion of Membership

Any Member may lose membership standing with or without cause, at any time, by two thirds (2/3) vote of the entire Board of Directors, at a regular meeting or special meeting called for that purpose. Any Member under consideration of expulsion must first be notified about the consideration in writing at least three (3) days prior to the meeting at which the vote takes place. Any Member under consideration of expulsion shall be given an opportunity to be heard at the meeting called for that purpose.

8.05 Notice of Membership Meetings

Notice of the date, time, and place of Regular Meetings shall be given to each member by regular mail, facsimile, or electronic message not less than three (3) days prior to the date of the meeting. Notice of the date, time, and place of Special Meetings shall be given to each member by regular mail, facsimile, or electronic message not less than twenty-four (24) hours prior to the date of the meeting.

Article VIII **Indemnification**

9.01 Insurance

The Corporation may provide indemnification insurance for Directors, Officers, Members, and Agents of the Corporation, and the Board of Directors shall select the amount and limits of such insurance policy.

9.02 When Indemnification is Required, Permitted, and Prohibited

- a) The Corporation shall indemnify a director, officer, 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 request of the Corporation as a director, officer, partner, venture, proprietor, trustee, partnership, joint venture, sole proprietorship, trust, employee benefit plan, or other enterprise. However, the Corporation shall indemnify a person only if he or she acted in good faith and reasonably believed that the conduct was in the Corporation's best interests. In a 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 shall 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. 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.

- b) The termination of a proceeding 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 shall pay or reimburse expenses incurred by the 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 this paragraph, the Corporation may indemnify a director, officer, employee, or agent of the Corporation to the extent permitted by law. However, the Corporation shall not indemnify any person in any situation in which indemnification is prohibited by the terms of the Article VIII, paragraph 9.02(a) above.
- e) Before the final disposition of a proceeding, the Corporation may pay indemnification expenses permitted by the bylaws and authorized by the Corporation. However, the Corporation shall now pay indemnification expenses to a person before the final disposition of a proceeding if: the person is a named defendant or respondent in a proceeding brought by the Corporation; or the person is alleged to have improperly received a personal benefit or committed other willful or intentional misconduct.
- f) If the Corporation may indemnify a person under the bylaws, the person may be indemnified against judgments, penalties, including excise and similar taxes, fines, settlements, and reasonable expenses (including attorney fees) actually incurred in connection with the proceeding. However, 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.

9.03 Procedures Relating to Indemnification Payments

- a) Before the corporation may pay any indemnification expenses (including attorney fees), the Corporation shall specifically determine that indemnification is permissible, authorize indemnification, and determine that expenses to be reimbursed are reasonable. The Corporation may make these determinations and decisions by 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 of respondents in the proceeding.
 - ii. If such quorum cannot be obtained, by a majority vote of a committee of the Board of Directors, 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 nor related to the named defendants or respondents.
 - iii. Determination by special legal counsel selected by the Board of Directors by vote, 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 shall authorize indemnification that expenses to be reimbursed are reasonable in the same manner that it determines whether indemnification is permissible. If the determination that indemnification is permissible is made by special legal counsel,

authorization of indemnification and determination of reasonableness of expenses shall be made in the manner specified by paragraph 9.03(a)(iii) above, governing the selection of special legal counsel. A provision contained in the articles of incorporation, the bylaws, or a resolution of members of the Board of Directors that requires the indemnification permitted by paragraph 9.03(a) 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 shall pay indemnification expenses before final disposition of a proceeding only after the Corporation determines that the facts then known would not preclude indemnification and the Corporation received a written affirmation and undertaking from the person to be indemnified. The determination that the facts then known to those making the determination would not preclude indemnification and authorization of payment shall be made in the same manner as a determination that indemnification is permissible under paragraph 9.03(a)(iii) above. The person's written affirmation shall state that he or she has met the standard of conduct necessary for indemnification under the bylaws. The written undertaking shall provide for repayment of the amount paid or reimbursed by the Corporation, if it is ultimately determined that the person has not met the requirements for indemnification. The undertaking shall be an unlimited general obligation of the person, but it need not be secured and it may be accepted without reference to financial ability to make repayment.

Article X **Operations**

10.01 Execution of Documents

Unless specifically authorized by the Board of Directors or as otherwise required by law, all final contracts, deeds, conveyances, leases, promissory notes, or legal written instruments in the name of and on behalf of the Corporation shall be signed and executed by the President (or such person designated by the Board of Directors), pursuant to the general authorization of the Board. All conveyances of land by deed shall be signed by the President or two (2) other members of the Executive Committee and must be approved by resolution of the Board of Directors.

10.02 Executive Director

The Executive Director shall be appointed by the Board of Directors. The Executive Director will be the day-to-day operational manager of the Corporation. This person will report to and be accountable to the Board of Directors for taking the necessary actions to ensure proper management of the Corporation. The Executive Director will also be a second authorized signer on all savings and checking accounts held in the name of the Corporation.

10.03 Disbursement of Funds

Financial transactions which have a value of \$1,000.00 or more shall require majority approval by the Board of Directors. In all other transactions, the authorized signers on the corporate saving and

checking accounts may dispense with the funds of the Corporation in accordance with the annual budget approved by the Board of Directors and the purposes of the Corporation as set out in these bylaws.

10.04 Records

The Corporation will keep correct, complete and current records of all financial accounts and minutes of all Board and Committee meetings. The Corporation will keep at its principal office the original or a copy of these bylaws, including any amendments to date certified by the Secretary of the Corporation and a roster of all members.

10.05 Limits on Political Activity

No substantial part of the activities of the Corporation shall be carrying on propaganda, or otherwise attempting to influence legislation (except as otherwise provided by Section 501 (h) of the Internal Revenue Code, as amended), nor shall the Corporation participate in (including publication or distribution of statements) any political campaign on behalf of any candidates for public office.

10.06 Fiscal Year

The fiscal for the Corporation will be from January 1st to December 31st.

10.07 Standard Operating Procedures (SOP)

Matters of operations and procedure not covered in these bylaws shall be governed by the SOP. The SOP manual may be amended from time to time by a resolution of the Board of Directors. A copy of the SOP will be kept by the Secretary of the Corporation and in the principal office of the Corporation.

Article XI **Amendments to the Bylaws**

11.01 Substantive Amendments

Substantive Amendments are those that affect the structure of the Corporation, organization, powers, duties, requirements, or methods of operations. Substantive Amendments require a two-thirds (2/3) majority resolution of the entire Board. Directors not present may vote by regular mail, facsimile transmission, electronic message or any combination of those methods so long as a quorum is present.

11.02 Technical Amendments

Technical Amendments are those that affect only spelling, grammar, punctuation, paragraph structure, consistent usage, or the numbering or titling of the various parts of the bylaws or cross-references therein. The Secretary has the power to enter technical amendments at his/her discretions, but the Secretary must submit such amendments to the Board of Directors within five (5) days of entering the amendments.

11.03 Proposing Amendments

Any Officer, Director or Member may propose an amendment of the bylaws in writing to the President no less than 15 days before a regular meeting. Such proposal must state the specific new language proposed, indicate the old language to be modified or replaced, and provide a full explanation of the reasons for the proposed amendments.

Article XII
Rules of Order

12.01 Rules of Order

Robert's Rules of Order, Newly Revised, shall be the parliamentary authority for matters of procedure not specifically covered by these bylaws.

Article XIII
Admission Statement

13.01 Admission Statement

Safe Haven Equine Rescue and Retirement Home, Inc. does not discriminate against any person regardless of sex, race, age, religion, or ethnic background.

Article XIV
Prohibited Acts

14.01 Prohibited Acts

As long as the Corporation is in existence, and except for with the prior approval of the Board of Directors, no Director, Officer, Agent, or Member of the Corporation shall:

- a) Do any act in violation of these bylaws;
- b) Enter into a binding obligation in the Corporation's name;
- c) Do any act with intention of harming the Corporation or any of its operations;
- d) Do any act that would make it impossible or unnecessarily difficult to carry on ordinary business of the Corporation;
- e) Receive an improper personal benefit from the operation of the Corporation;
- f) Use the assets of the Corporation, directly or indirectly, for any purpose other than carrying on the business of the Corporation;
- g) Wrongfully transfer or dispose of corporate property, including property such as good will;
- h) Use the name of the Corporation except on behalf of the Corporation in the ordinary course of the Corporation's business; and,
- i) Express a personal belief or opinion as that of the Corporation's
- j) Do any other act contrary to the laws of the State of Texas or the laws of the United States

Article XV
Miscellaneous Provisions

15.01 Legal Authorities Governing Construction of Bylaws

The bylaws shall be constructed in accordance with the laws of the State of Texas. All references in the bylaws to statutes, regulations, or other sources of legal authorities shall refer to the authorities cited, or their successors, as they may be amended from time to time.

15.02 Legal Construction

If any bylaw provision is held to be invalid, illegal, or unenforceable in any respect, the invalidity, illegality, or unenforceability shall not affect any other provision and the bylaws shall be constructed as if the invalid, illegal, or unenforceable provision had not been included in the bylaws.

15.03 Headings

The headings used in the bylaws are used for convenience and shall not be considered in construing the terms of the bylaws.

15.04 Gender

Whether the context requires, all words in the bylaws in male gender shall be deemed to include the female gender, all singular words shall include the plural, and all plural words shall include the singular.

15.05 Seal

The Board of Directors may provide for a corporate seal. Such seal would consist of two (2) concentric circles containing the words "Safe Haven Equine Rescue and Retirement Home" in one circle and the word "Incorporated" together with the date of incorporation in the other circle.

15.06 Power of Attorney

A person may execute any instrument related to the Corporation by means of a power of attorney if an original executed copy of the power of attorney is provided to the Secretary of the Corporation to be kept with the corporate records.

15.07 Partied Bound

These bylaws shall be binding upon and inure to the benefit of the Directors, Officers, Agents, and Members of the Corporation and to their respective heirs, executors, administrators, legal representatives, successors and assigns except as otherwise provided in the bylaws.

Certificate of Secretary

I certify that I am the duly elected and active Secretary of Safe Haven Equine Rescue and Retirement Home, Inc., and that the foregoing bylaws constitute the bylaws of the Corporation. These revised bylaws were duly adopted at a meeting of the Board of Directors held on _____, 20____ at _____ .

Signature of Secretary of the Corporation

Printed Name of Secretary of the Corporation