**Amended and Restated**

**BY LAWS**

**for**

**Horse, Education & Rescue Organization**

**Non-Profit Organization**

 **Article 1 – Name and Purpose**

**Section 1.1 – Name: The name of the organization shall be Horse, Education & Rescue Organization, Inc. (which shall also be referred to as “H.E.R.O.”) under the laws of the State of North Carolina.**

**Section 1.2 – Offices: The Principal Office of the corporation will always remain in the State of North Carolina. The Corporation shall have and continuously maintain a registered office and agent in the state of North Carolina. The Registered office may be, but need not be, identical with the principal office of the Corporation in the State of North Carolina and the Board of Directors may change the address of the registered office from time to time.**

**Section 1.2 - Purpose: H.E.R.O. is organized exclusively for charitable and educational purposes relating to equine rescue, rehabilitation, and adoption, and to educate the citizens of the state of North Carolina in the proper care of equine as needed.**

 **Article 2 – Membership**

**Section 2.1 – Eligibility: Application for membership shall be open to any individual, corporation, proprietorship, association, organization, partnership and club that support the objectives and purpose in Article I, Section 2. Memberships shall be granted upon a majority vote of members present at the next scheduled meeting and payment of annual dues. The voting for membership is contingent upon receipt of a membership application and dues.**

**Section 2.2 – Membership Categories: There shall be six (6) categories of Membership in the Corporation. The Board of Directors may, from time to time, set by resolution offer other categories of membership in the Corporation. Initially the following categories shall be designated:**

**a.       Youth – Any person who is younger than 18 years of age as of the date of any meeting during the year, with parental consent. The initial annual dues for Youth Members shall be $5. Annual dues are subject to change at the discretion of the Board of Directors and shall not be retroactive. Youth members will not be eligible to vote or serve as an officer or director for H.E.RO.**

**b.      Individual – Any person who is 18 years of age or older, as of any meeting during the year, shall be eligible to vote and serve as an officer or director if nominated or asked by the membership or Board of Directors. The initial Individual Membership annual dues are $12. Annual dues are subject to change at the discretion of the Board of Directors and shall not be retroactive.**

**c.       Family – Any persons who constitutes the same residence in a household. Entitles only adults, 18 and above voting rights, (maximum two votes) per family membership and individuals who are 18 years of age as of voting date are eligible for officer or director if nominated or asked by the Board of Directors. Family Memberships initial annual dues are $20. Annual dues are subject to change at the discretion of the Board of Directors and shall not be retroactive.**

**d.      Contributing- Any person(s). Initial annual dues are $50. Annual dues are subject to change at the discretion of the Board of Directors and shall not be retroactive.**

**e.       Sponsoring- Initial annual dues shall be $125. Annual dues are subject to change at the discretion of the Board of Directors and shall not be retroactive. Name shall be listed on the Organization’s website for the year and will receive a newsletter.**

**f.        Lifetime- Any person. Dues are $100 in 2007, $250, thereafter. Lifetime dues are subject to change at the discretion of the Board of Directors and shall not be retroactive. Shall receive a certificate of Lifetime Membership and be listed on the Corporation’s Website hereafter and will receive a newsletter. Any person who is 18 years of age or older shall be eligible to vote and serve as an officer or director if nominated or asked by the membership or Board of Directors.**

**g.       Organizational – Clubs or associations. Initial annual dues are $50. Annual dues are subject to change at the discretion of the Board of Directors and shall not be retroactive. The organization will receive a newsletter.**

**Section 2.3 – Dues: Members shall pay annual dues as established by the Board of Directors. Dues shall be set as of January 1, each year. The amount required for annual dues shall be set by membership category and can only be changed by a majority vote of the Board of Directors. Continued membership is contingent upon being a paid member.**

**Section 2.4 – Membership- Shall be January 1 to December 31st.**

**Section 2.5 – Rights of members: Individual members may be eligible to serve as an officer or director of the Corporation. Each “Individual membership” shall be eligible for voting in organization elections and member meetings. “Family Membership” entitles only adults, 18 and above voting rights, (maximum two votes) per family membership.**

**Section 2.6 – Resignation and termination: Any member may resign by giving written notice at any time. A member can have their membership terminated by a majority vote of the membership. Any previously paid membership dues are non-refundable.**

**Section 2.7 – Non-voting Membership: Members under the age of 18, Contributing, Sponsoring and Organizational Memberships.**

 **Article 3 – Meetings of Members**

**Section 3.1 – Regular meetings: Regular meetings of the members shall be held monthly, at a time and place designated by the President.**

**Section 3.2 – Special meeting: Special meeting may be called by the Chair Person, a member of the Executive Committee, President, a simple majority of the Board of Directors, or a petition signed by 30 percent of the voting members.**

**Section 3.3 – Notice of meetings & agenda: Notice of each meeting shall be given to each voting member via e-mail, web posting, mail or phone. The member shall provide the desired method of contact.**

**Section 3.4 – Quorum: A quorum will be defined as 20 eligible voting members or 50% + one of the eligible voting members present, whichever is less at a properly announced meeting shall constitute a quorum.**

**Section 3.5 – Voting: All issues to be voted on shall be decided by a simple majority provided that a quorum of eligible voting members are present.**

 **Article 4 – Board of Directors**

**Section 4.1 – General Powers: The board is responsible for overall policy, property and direction of the Corporation, and delegate responsibilities of day-to-day operations to the members and committees. The Board of Directors does all such lawful acts as are permitted by statute for the State of North Carolina or the Articles of Incorporation or by these Bylaws.**

**Section 4.2 – Number: The board shall have up to 15, but not fewer than 5 members, to include Chair Person, Finance Officer, Secretary, Member Representative and President, Ex-Officio. The board of directors may consist of non members of the corporation.**

**Section 4.3 – Terms: All board members shall serve two-year terms and are eligible for re-election. Terms shall be staggered so that ½ of the board shall be voted upon once a year. One-half of the initial Board will serve for a one-year term in order to begin the staggered-term process.**

**Section 4.4 – Meetings and notice: The board shall meet at least quarterly, at an agreed upon time and place. An official board meeting requires that each board member be notified at least two weeks in advance.**

**Section 4.5 – Board elections: New directors and current directors shall be elected or re-elected by a simple majority of the voting members at the final meeting each fiscal year, providing a quorum is present.**

**Section 4.6 – Election; Term of Office: A Board Development Committee, appointed by the current Board of Directors, shall be responsible for nominating a slate of prospective board members representing the organization’s diverse constituency. In addition, any member can nominate a candidate to the slate of nominees.**

**Section 4.7 – Quorum: A quorum must be attended by 50 percent of board members for business to take place and to pass motions.**

**Section 4.8 – Officers and Duties: There shall be four officers of the board, consisting of a Chair Person, a Secretary, a Finance Officer and a Member Representative.**

 **Their duties are as follows:**

**The chair person shall convene regularly scheduled board meetings, shall preside or arrange for other members of the Executive Committee, to preside at each meeting in the following order: Chair Person, Finance Officer, Secretary, President, Vice President, Treasurer, and Administrative Secretary, shall chair committees on special projects as designated by the board.**

**The secretary shall be responsible for keeping records of board actions, including overseeing the taking of minutes at all board meetings, sending out meeting announcements, distributing copies of minutes and the agenda to each board member, and maintaining the corporate records.**

**The finance officer shall make a report at each board meeting. The finance officer shall chair the finance committee, assist in the preparation of the budget, help develop fundraising plans, and make financial information available to board members and the public. Shall be authorized to open any such bank accounts, certificates of deposit, savings accounts or any other financial instruments necessary to conduct the business of the corporation.**

**The officers, of the Board of Directors, Chair Person, Finance Officer and Secretary, shall be elected by the Board of Directors. Member Representative is elected by the membership.**

**Section 4.9 – Vacancies: When a vacancy on the board exists mid-term which takes the number of board members below the required minimum, the secretary must receive nominations for new members from present board members and the membership, 2 weeks in advance of a regular or specially called meeting. These nominations shall be sent out to members with the regular or specially called meeting announcement, to be voted upon at the next member meeting. These vacancies will be filled only to the end of the vacant board member’s term.**

**Section 4.10 – Resignation, termination, removal and absences: Resignation from the board must be in writing and submitted to the Secretary. A board member may be terminated due to excess absences. A board member may be removed from their position for reasons as of absenteeism from scheduled meetings without prior notice. Complaints of unresolved reports of animal neglect, abuse or abandonment. Also including but not limited to felonies and serious misdemeanors. Complaints and hearings will be determined by a three-fourths vote of the remaining Board of Directors.**

**Section 4.11 – First Board Meeting: Immediately after each election of Directors, the newly constituted Board shall meet without prior notice at the place where such election of Directors was held, for the purposes of election of officers or the transaction of any other business.**

**Section 4.12 –Meetings by Conference Telephone: Members of the Board of Directors may participate in a meeting through use of a conference telephone or similar communications device, so long as all members participating can hear one another. Participation in a tele-conference constitutes presence in person at such meeting.**

**Section 4.13 – Actions without meetings: Any action which may be taken at a meeting of the Directors may be taken without a meeting, if consent or consents in writing, setting forth the action so taken, shall be signed by all Directors and filed with the Secretary of the Corporation.**

 **Article 5 – Advisory Boards and Committees**

**Section 5.1 - Establishment. The Board of Directors may establish one or more Advisory Boards or Committees**

**Section 5.2 - Size, Duration, and Responsibilities. The size, duration, and responsibilities of such boards and committees shall be established by a majority vote of the Board of Directors.**

**Section 5.3 – Committees: The Board may appoint one or more committees to assist and advise the Board of Directors. Any standing or special committee(s) shall have and may exercise only the power of recommending action to the Board and of carrying out and implementing any instructions, policies, plans and programs theretofore approved, authorized and adopted by the Board of Directors.**

**Section 5.4 – Executive Committee: The four Board of Director’s officers, Chair Person, Finance Officer, Secretary and Member Representative shall serve as the members of the Executive Committee. The Executive Committee shall have authority over discipline/termination of members and shall review budgets and other financial matters prior to the meeting of the full board. The Executive Committee may approve emergency expenditures.**

**Section 5.5 – Finance Committee: The finance officer is the chair of the Finance Committee, which includes three other board members. The Finance Committee is responsible for developing and reviewing fiscal procedures, fundraising plans, and the annual budget with staff and other board members. The board must approve the budget. Any major change in the budget must be approved by the board. Annual reports are required to be submitted to the board showing income, expenditures, and pending income and expenditures. The financial records of the organization are public information and shall be made available to the membership, board members, and the public. In the case of emergency expenditures of funds the Executive committee may approve amounts in excess of budget providing such funds exist. An emergency shall be defined as an event where not spending funds would cause larger expenditures to occur or affect life safety of members.**

**Section 5.6 - All committees so appointed shall keep regular minutes of the transactions of their meetings and shall cause them to be recorded in books kept for that purpose in the office of the corporation. The designation of any such committee and the delegation of authority thereto, shall not relieve the Board of Directors of any responsibility imposed by law.**

**Article 6 – Officers and Agents of Membership**

**Section 6.1 -Elected Officers: The elected officers of the Corporation shall be President, Vice President, Administrative Secretary, Treasurer and a Member representative all selected by nomination and voted by simple majority of the members of the organization present, as set forth in these bylaws or as determined by resolution of the Board of Directors.**

**Section 6.2 – Qualifications: Term of Office: Removal: Filling of Vacancies – Each officer must be a current member of H.E.R.O. in good standing. Elections will be held December, each elected officer of the Corporation shall begin term on January 1 and shall hold office for one year or until death, resignation, retirement, disqualification or removal from office.**

**Section 6.3 – Other Positions: Other positions may be filled such as Education Director, Horse Management Director, Marketing Director, and such other positions as the Board may determine by affirmative vote of a simple majority present. The same person may hold any number of offices. These positions may be held by Board members but are not required to be.**

**Section 6.4 – President: The President has day-to-day responsibilities for the organization, including carrying out the organization’s goals and policies. The President, will attend all board meetings as an Ex-Officio member, report on the progress of the organization, answer questions of the board members and carry out the duties described in the job description. The board can designate other duties as necessary. The President can appoint committees and directors as deemed necessary.**

**The Vice President: The Vice President shall in the event of the absence or inability of the President to exercise his/her office become acting president of the organization with all the rights, privileges and powers as if he/she had been the duly elected president.**

**The Administrative Secretary: The Secretary shall keep the minutes and records of the organization in appropriate books. It shall be his/her duty to file any certificate required by any statute, federal or state. He/She shall give and serve all notices to members of this organization. He/She shall be the official custodian of the records and seal of this organization. He/She may be one of the officers required to sign the checks and drafts of the organization. He/She shall present to the membership at any meetings any communication addressed to him/her as Secretary of the organization. He/She shall attend to all correspondence of the organization and shall exercise all duties incident to the office of Secretary.**

**The Treasurer: The Treasurer shall have the care and custody of all monies belonging to the organization and shall be solely responsible for such monies or securities of the organization. He/She shall cause to be deposited in a regular business bank or trust company a sum not exceeding $25,000 and the balance of the funds of the organization shall be deposited in a savings bank except that the Board of Directors may cause such funds to be invested in such investments as shall be legal for a non-profit corporation in this state. He/She must be one of the officers who shall sign checks or drafts of the organization. He/she shall render at stated periods as the Board of Directors shall determine a written account of the finances of the organization and such report shall be physically affixed to the minutes of the Board of Directors of such meeting. He/She shall exercise all duties incident to the office of Treasurer.**

**Member Representative: The Member Representative shall be a delegate of the members voicing their concerns and or interests and reports to the Board of Directors and has voting rights. Shall be elected by membership by a simple majority of those present.**

**Article 7 – Removal**

**Section 7.1- Removal of officers of their position for reasons as of absenteeism from scheduled meetings without prior notice. Complaints of unresolved reports of animal neglect, abuse or abandonment. Also including but not limited to felonies and serious misdemeanors. Complaints and hearings will be determined by a three-fourths vote of the remaining Board of directors.**

**Article 8 – Amendments**

**Section 8.1 – Amendments: These bylaws may be amended when necessary by affirmative vote of a quorum of the Membership. Proposed amendments must be submitted to the Secretary to be sent out with regular meeting announcements.**

**Article 9 – Conflicts of Interest**

**Section 9.1– Interested Directors and Officers: A contract or transaction between the Corporation and one or more of its Directors or officers or between the Corporation and any other corporation, partnership, association, or other organization in which one or more of its Directors or officers are directors or officers, or have a financial interest, shall not be void or voidable solely for such reason, or solely because the Director or officer is present at or participates in the meeting of the Board which authorizes the contract or transaction is authorized, or solely because his, her, or their roles are counted for that purpose, if:**

**a.       The material facts as to the relationship or interest and as to the contract or transaction are disclosed or are know to the Board and the Board in good faith authorizes the contract or transaction by the affirmative vote of a majority of the disinterested Directors even though the disinterested directors are less than a quorum; or**

**b.      The contract or transaction is fair as to the Corporation as of the time that it is authorized, approved, or ratified by the Board.**

 **Article 10 – Indemnification**

**Section 10.1 – Indemnification: The Corporation shall indemnify any Director or officer of the Corporation who was or is a party or is threatened to be made a party to any proceeding, whether civil or criminal, by reason of the fact that such person was or is an authorized representative of the Corporation against expenses, including attorney’s fees, judgments, fines, and amounts paid in settlement actually and reasonably incurred by such person in connection with such action or proceeding if such person acted in good faith and in a manner such person reasonable believed to be in, or not opposed to, the best interests of the Corporation and, with respect to any criminal proceeding, had no reasonable cause to believe such person’s conduct was unlawful.**

**Section 10.2 – Security for Indemnification Obligations: To further effect, satisfy, or secure the indemnification obligations provided herein or otherwise, the Corporation shall at all times maintain proper and sufficient insurance as the Board deems appropriate and necessary.**

 **Article 11 – Prohibition against Certain Actions**

**As long as the Corporation exists, and except with the Board of Directors’ prior approval, no member, director, officer or committee member of the Corporation may:**

**a)      Engage in any act in violation of these Bylaws or a binding obligation of the Corporation.**

**b)      Engage in any act that would make it impossible or unnecessarily difficult to carry on the Corporation’s intended or ordinary business or with intention of harming the Corporation or any of its operations.**

**c)      Receive an improper personal benefit from the operation of the Corporation.**

**d)      Use the Corporation’s assets, directly or indirectly, for any purpose other than carrying on the Corporation’s business.**

**e)      Wrongfully transfer or dispose of Corporation property, including intangible property such as goodwill.**

**f)        Use the Corporation’s name or similar or any trademark adopted by the Corporation except on the behalf of the Corporation in the ordinary course of business.**

**g)      Disclose any of the Corporation’s business practices, trade secrets, or any other information not generally known to the business community to any person not authorized to receive it.**

**h) Political, cannot endorse any political parties, or participate in grass root lobbying as a H.E.R.O. representative.**

 **Article 11 – Miscellaneous**

**Section 11.1 Dividends Prohibited – No part of the net income or the Corporation shall inure to the benefit of any private individual and no dividend shall be paid and no part of the income of the Corporation shall be distributed to its directors or officers except as otherwise provided in these Bylaws.**

**Section 11.2- Loans to Officers and Directors Prohibited. No loans shall be made by the Corporation to its officers and directors and any directors voting for or assenting to the making of any such loan, and any officer participating in the making of any such loan shall be jointly and severally liable to the Corporation for the amount of such loan until repayment thereof.**

**Section 11.3- Signature of Negotiable Instruments. All bills, notes, checks or other instruments for the payment of money shall be signed by the President, Vice President, Treasurer or Secretary of the Corporation. The signature of any one of the foregoing shall be acceptable for checks of $500 or less and the signatures of any two of the foregoing shall be required for checks in excess of $500.01.**

**Section 11.4- Compensation: The Board of Directors shall fix or determine the compensation, if any, the Directors and members of the committees shall receive for their services.**

 **Article 12 – Dissolution**

**Section 12.1 -Upon dissolution of H.E.R.O. Inc. any and all monies, equipment and or investments will be donated to another charitable organization qualified as a 501 (c) (3), organization as defined by the Internal Revenue Code as determined by the Board of Directors.**

**Article 13 - Amendments to By-Laws**

**Section 13.1: Amendments to By-Laws. These by-laws may be altered, amended or repealed and new by-laws may be adopted by two-thirds (2/3) of all Directors. Notice of intention to alter, amend or repeal or to adopt new by-laws shall be given to all members of the Board of Directors at least fourteen (14) days prior to the meeting at which the vote will be taken.**

**Article 14 – Fiscal Year- Will begin Jan 1st and end on Dec 31st of each year.**

**Article 15 –** **Books and Records**

**The corporation shall keep correct and complete books and records of account and shall keep minutes of the proceedings of its Board of Directors; and shall keep at its registered office or principal place of business, or at the office of its transfer agent or registrar, a record of its directors, giving the names and addresses of all directors. Reports will be given at the Annual meeting in January.**

 **Certification**

**Lesley Hunt, President

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Beverly Duval, Vice President
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Beverly Lundegren, Administrative Secretary

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Sandy Mayberry, Finance Officer

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Paul Ferguson, Member Representative**