

## **Bylaws**

### **Crosswinds Equine Rescue, Inc.**

### **An Illinois Nonprofit Corporation**

#### Article I. – Offices

##### Section 1. Principal Office

The principal office of the corporation for the transaction of business is located in 1476 North County Road 1350 East, Tuscola, IL 61953, Douglas County.

##### Section 2. Changes of Address

The address of the principal office may be changed only by amendment of these bylaws.

##### Section 3. Other Offices

The corporation may also have other offices at such other places, within the state of Illinois or outside the state of Illinois, where it is qualified to do business, as its business may require and as the Board of Directors may designate.

#### Article II. Purpose

##### Section 1. Objectives and Purposes

The purposes and objectives of the corporation are to:

- (1) assist law enforcement officers in seizing, fostering, and adopting of equines,
- (2) educate the public on horse care,
- (3) offer help to equine owners in times of natural or personal disaster,
- (4) rehabilitate neglected and abused equines,
- (5) accept donations of unwanted equines for adoption into new homes,
- (6) place equines in new homes,
- (7) improve the lives of equines throughout the United States;
- (8) provide similar sanctuary to other species of animals; and
- (9) provide other charitable efforts as directed by the Board.

## Article III. Members

### Section 1. Qualifications of Members

Membership of the corporation is open to any person, individual, corporation, proprietorships, associations, partnerships, and clubs interested in the objectives and purposes of this corporation.

All members are required to pay membership dues as set forth by the Board of Directors.

### Section 2. Length of Memberships

New memberships are those in which any person, individual, corporation, proprietorships, associations, partnerships, and clubs has paid its first dues and submitted its first membership application. New memberships will last from date of due payment until December 31<sup>st</sup> of the year the due is paid within.

Renewing memberships are those in which any person, individual, corporation, proprietorships, associations, partnerships, and clubs has been a member for one or more years. Renewing memberships are due by January 31<sup>st</sup> of the year of membership and will last until December 31<sup>st</sup> of that same year.

### Section 3. Types of Memberships

The Board of Directors may determine the types of memberships, benefits of different memberships, and dues of different membership as the Board of Directors sees fit.

### Section 4. Power of Members

Members are not entitled to vote.

### Section 5. Meetings

Annual membership meetings will be held the second Saturday in July in the county of the corporation's principal office.

### Section 6. Revocation of Membership

Memberships may be revoked by a unanimous vote of the Board of Directors.

## Article IV. Directors

### Section 1. Number

The corporation shall have no less than three (3) and no more than fifteen (15) 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 exercised 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 with the Secretary of the corporation so that all notices can be mailed to them at their address.

### Section 4. Founding Directors

The following people shall be known as Founding Directors: AnnMarie Cross, Michael A. Cross, Angela Iterly, and Melissa Martin. 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 three 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

The place of the meeting of the Directors shall be specified in written notice of any meeting. The meeting shall only be valid if written notice of the location of the meeting has been received by each Director no less than three (3) days before the meeting. The meeting shall also only be valid if each Director either attends the meeting or gives written notice of his or her absence along with consent to hold the meeting.

## Section 9. Regular and Annual Meetings

Regular meetings of Board of Directors of the corporation shall be held the last Tuesday 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 Tuesday of the month is a legal holiday, the meeting shall be held on the next business day 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.

## 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 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 to the 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 and all Directors not present have provided a written and signed consent to hold the meeting. Any consent letters shall be kept on file with the minutes of the meeting.

## 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.

## Section 16. Action by Unanimous Written Consent Without Meeting

Any action required or permitted by the Board of Directors under any provision of the law, the Bylaws, or the Articles of the Incorporation may be taken by unanimous written consent of the members of the Board of Directors. Any action taken via unanimous written consent of the Board of Directors shall have the same force and effect as the unanimous vote of the Board of Directors. Any documents filed from an action taken by unanimous consent must state that the decision was reached by a unanimous written consent.

## Section 17. Vacancies

Vacancies in the Board of Directors shall exist whenever (1) a Director dies, resigns, or is removed from the Board, or (2) whenever the Board votes to increase the number of Directors.

An office may be declared vacant if the Director who held that position has been declared of unsound mind by a final order of court, convicted of a felony, or has been found by a judgment of court to have breached any of the duties of a Director provided for by these Bylaws, the Articles of Incorporation, or the law. The Board of Directors may remove a Director by unanimous decision of the remaining Directors.

Any Director may resign by giving written notice of resignation to the President, Secretary, or the Board of Directors. Resignation is effective upon given notice unless that notice states a later date for effectiveness of resignation. A Director may not resign if that would leave this corporation without any Directors.

Vacancies on the Board of Directors may be filled by a vote of a majority of the remaining Directors.

A person elected to fill a vacancy as provided in this section shall do so until the next annual meeting of Directors at which time an election shall be held for that position.

## Section 18. Election and Qualifications of Directors

Any member of the corporation may serve as a Director of this corporation. The Directors are elected to their office upon majority vote by the current Directors upon vacation of a Director position or the end of a Director's term. Each Director shall hold the position of Director until he or she resigns, is removed, or until his or her successor shall be elected, whichever comes first.

## Section 19. Non-liability of Directors

The Directors shall not be personally held liable for the debts, liabilities, or other obligations of the corporation.

## Section 20. Indemnification by Corporation of Directors, Officers, and other Agents

In the event that a previous or current Director, officer, employee, or other agent of this corporation is successful on the merits of defense of any civil, criminal, administrative, or investigative proceedings brought to procure a judgment against such person because of the fact that he or she is or was an agent of the corporation, or has been successful in defense of any claim, issue, or matter, therein, such person shall be reimbursed for any actual and reasonable expenses incurred by the person because of such proceedings.

## Article 5. Officers

### Section 1. Number of Officers

The officers of this corporation shall include the President, Vice President, Secretary, and Treasurer. Neither the secretary nor the treasurer may serve concurrently as President. The corporation may also have other offices as designated by the Board of Directors.

### Section 2. Founding Officers

The following people shall be known as Founding Officers: AnnMarie Cross as President, Angela Itterly as Vice President, Michael A. Cross as Treasurer and Secretary. They are designated as Founding Officers for their role in establishing this corporation.

### Section 3. Qualification, Election, and Terms of Office

Terms of Office shall be as follows:

- (c) The founding Officers 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 officers' 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.
- (d) All officers subsequent to the founding officers will serve a term of office of three years. Election of the officers will follow the rules set out by the law, these Bylaws, and the Articles of Incorporation.

### Section 4. Removal and Resignation

The Board of Directors may remove any officer at any time with a unanimous vote to remove.

Any officer may resign at any time by giving notice to the President, Secretary, or Board of Directors. Resignation shall be effective on the date of notice unless a later date is specified in the notice.

### Section 5. Vacancies

In the event of a vacancy of an office by resignation, removal, death, or otherwise, the Board of Directors shall vote to replace the officer. The officer shall serve until the next annual meeting where an election may be held for that office.

## Section 6. Duties of President

The President shall be the chief executive officer of the corporation and shall supervise and control the affairs of the corporation and activities of the officers, subject to the supervision of the Board of Directors. The President shall carry out all duties required by law, these Bylaws, and the corporation's Articles of Incorporation as well as those assigned by the Board of Directors. The President shall preside over all meetings of the corporation. The President shall keep copies of all records and documents of the corporation. The President shall submit monthly status reports to the secretary and keep a copy on file. The President shall also review the monthly status reports of the Treasurer. Except as otherwise provided by law, the Articles of Incorporation, or by these Bylaws, the President shall execute such deeds, mortgages, bonds, contracts, checks, or other documents in the name of the corporation which may be authorized by the Board of Directors.

## Section 7. Duties of the Vice President

The Vice President shall perform all the duties of the President in the event of the President's absence or inability or refusal to act. When performing the duties of the President, the Vice President shall be subject to all the restrictions on the President and have all the powers of the President. The Vice President will also review the monthly status reports of the Treasurer. The Vice President shall be in charge of the fundraising of the corporation. The Vice President shall also have other powers and duties as may be provided by law, the Articles of Incorporation, these Bylaws, or by the Board of Directors.

## Section 8. Duties of the Secretary

The Secretary shall perform duties as provided for by the Articles of Incorporation, these Bylaws, the law, or by the Board of Directors. The Secretary shall keep minutes of all meetings of the corporation. The Secretary shall maintain the principal office and keep copies of all of the records and documents of the corporation at the principal office. The Secretary shall also give all notices in accordance with the provisions of these Bylaws, the Articles of Incorporation, or as required by law. The Secretary shall keep the Bylaws at the principal office. The Secretary shall keep a record of all memberships, including the name and address of each member, date of membership, and termination of membership. The Secretary shall provide the bylaws, meeting minutes, and membership records to any Director who requests them.



## Section 9. Duties of the Treasurer

The Treasurer shall perform duties as provided for by the Articles of Incorporation, these Bylaws, the law, or by the Board of Directors. The Treasurer shall establish and maintain a bank account for the corporation. The Treasurer shall also have charge and custody of all funds and securities of the corporation, and deposit all such funds in the bank account of the corporation or other trusts or companies as dictated by the Board of Directors. The Treasurer shall receive payment due the corporation and make receipt for that payment. The Treasurer also may disburse the funds of the corporation as dictated by the Board of Directors. The Treasurer shall also keep and maintain all financial records of the corporation and display them to any Director, agent for a Director, or attorney of a Director as requested. The Treasurer shall also prepare reports for the President and Vice President as well as any report required by law, the Articles of Incorporation, or these Bylaws.

## Article 6. Committees

### Section 1. Committees

The Directors of the corporation may establish committees by a resolution as needed from time to time. Any committee established by the Board of Directors may elect one member of that committee to sit on the Board of Directors as advisor to the Board of Directors.

### Section 2. Meetings and Actions of Committees

The committees of the corporation shall be governed by the same provisions in these Bylaws as meetings of the Board of Directors with the substitution of the committee and its members for the Board of Directors and Directors. The exception to this is that the Board of Directors can set the regular meeting time and place for any committee of this corporation and may also call special meetings of any committee. The Board of Directors may also adopt additional regulations for meetings of committees as long as those regulations are not inconsistent with these Bylaws.

## Article 7. Execution of Instruments, Deposits, and Funds

### Section 1. Execution of Instruments

The Board of Directors may authorize via a resolution any officer or agent of the corporation to enter into any contract or execute and deliver any instrument in the name of and on behalf of the corporation unless otherwise provided for by these Bylaws, the Articles of Incorporation, or the law. This authority may be confined to specific instances or it may be general authority. No agent or officer of the corporation shall have the power or authority to bind the corporation by any contract or engagement or to pledge its credit or render it liable monetarily unless authorized by the Board of Directors.

## Section 2. Checks and Balances

Unless specified otherwise by law, these Bylaws, or the Articles of Incorporation, the Treasurer and President must cosign any checks, drafts, promissory notes, orders for payment of money, and other evidence of indebtedness of the corporation that exceed the amount of two hundred dollars (\$200). Any checks, drafts, promissory notes, orders for payment of money, and other evidence of indebtedness under the amount of two hundred dollars (\$200) may be signed by either the President or the Treasurer solely.

## Section 3. Deposits

All funds of the corporation shall be directed to the Treasurer. The Treasurer shall deposit all funds in such banks, trust companies, or other depositories as the Board of Directors may select.

## Section 4. Gifts

The Board of Directors may accept any contribution, gift, bequest, or devise for charitable or public purposes of the corporation on behalf of the corporation.

## Article 8. Corporate Records and Reports

### Section 1. Maintenance of Corporation Records

The corporation shall keep the following at its principal office at the location designated in Article I.

- (1) Minutes of all meetings of the Board of Directors, committees, and members. The minutes shall include the time, date, place of the meeting, the type of meeting, how called, the notice given, the names of those present, the proceedings of the meeting.
- (2) Copies of the books and records of account. These shall include accounts of properties, business transactions, assets, liabilities, receipts, disbursements, gains, and losses.
- (3) A record of all members. This record shall include their names, addresses, and type of membership held.
- (4) A copy of the corporation's Bylaws and Articles of Incorporation shall be kept. These shall include any and all amendments. Copies of both the Bylaws and Articles of Incorporation shall be available to any member upon request.

The Treasurer of the corporation shall maintain accurate books and records of all properties, business transactions, assets, liabilities, receipts, disbursements, gains, and losses. The Treasurer shall be responsible for seeing that the principal office receives an updated copy of these records and accounts on a monthly basis.

## Section 2. Annual Report

The Board of Directors shall furnish an annual report no later than one hundred and twenty (120) days after the close of the corporation's fiscal year to all Directors and to any member who requests a copy of the report in writing. The report shall contain the following information:

- (1) The assets and liabilities of the corporation as of the close of the fiscal year.
- (2) Principal changes in assets and liabilities throughout the fiscal year.
- (3) The revenue and receipts of the corporation during the fiscal year.
- (4) The expenses or disbursements of the corporation for the fiscal year.

## Article 9. Fiscal Year

The fiscal year of the corporation shall run from the first day of January to the last day of December.

## Article 10. Dissolution

### Section 1. Dissolution Vote

Crosswinds Equine Rescue may be dissolved by a unanimous vote of the Board of Directors at an annual or special meeting.

### Section 2. Disbursement of Assets

Upon dissolution of Crosswinds Equine Rescue, the Board of Directors shall, after paying or making provisions for payment of any and all liabilities of this corporation, dispose of all assets of the corporation to a non profit organization for the purpose of rescuing equines. The non profit organization to which such assets go must be operated exclusively for charitable, educational, or scientific purposes and at the time qualify as an exempt organization under Section 501 ( c ) (3) of the Internal Revenue Service Code of 1954 or of a future United States Internal Revenue Law. Any such assets not so disposed of shall be disposed of by the Court of Common Pleas of the County in which the principal office of the Crosswinds Equine Rescue is located for such purposes as the court shall determine.

## Article 12. Bylaws

### Section 1. Amendment

The Bylaws can be amended only by a unanimous vote of all the Directors.

## Article 12. Amendment of Articles

Section 1. Amendment

The Articles of Incorporation can be amended only by a unanimous vote of all the Directors.

Article 12. Prohibition Against Sharing Corporate Profits and Assets

Section 1. Prohibition Against Sharing Corporate Profits and Assets

No member, Director, officer, employee, anyone else associated with the corporation, or any private individual shall receive at any time any of the net earnings or profits from operation of the corporation, provided, however, that this provisions shall not prevent payment to any such person or reasonable compensation for services performed for the corporation in effecting any of its public or charitable purposes, provided that such compensation is otherwise permitted by the Bylaws. No such person shall be entitled to share in the distribution of and shall not receive any of the corporation's assets on dissolution of the corporation. The assets of the corporation shall be distributed as required by the Articles of Incorporation and not otherwise.

Written Consent of Directors Adopting Bylaws

We, the undersigned, are all of the persons named as founding Directors in these Bylaws of the Crosswinds Equine Rescue, an Illinois nonprofit corporation, and pursuant to the authority granted to the Directors by these Bylaws to take action by unanimous written consent without a meeting.

\_\_\_\_\_  
AnnMarie Cross, President and Director

\_\_\_\_\_  
Date

\_\_\_\_\_  
Michael A. Cross, Secretary, Treasurer and Director

\_\_\_\_\_  
Date

\_\_\_\_\_  
Angela Whitaker, Vice President and Director

\_\_\_\_\_  
Date

\_\_\_\_\_  
Melissa Martin, Director

\_\_\_\_\_  
Date