

NON-PROFIT CORPORATE BYLAWS

ARTICLE I

NAME

1.01 Name

The name of this corporation shall be **Arabian Rescue Therapy**. The business of the corporation may be conducted as **Arabian Rescue Therapy**.

ARTICLE II

PURPOSES AND POWERS

2.01 Purpose

Arabian Rescue Therapy is a non-profit corporation and shall be operated exclusively for educational and charitable purposes within the meaning of Section 501 (c)(3) of the Internal Revenue Code of 1986, or the corresponding section of any future Federal tax code.

Arabian Rescue Therapy's purpose is to provide Equine Assisted Psychotherapy and Equine Assisted Learning to clients using Arabian and Half-Arabian Horses which have also experienced hardship. We will also provide education concerning the breed and the care of horses via social media, public venues, and other outlets through the community. Education concerning mental health will also be a primary focus, as well as the message of hope and recovery.

To maximize our impact on current efforts, we may seek to collaborate with other non-profit organizations which fall under the 501(c) (3) section of the internal revenue code and are operated exclusively for educational and charitable purposes.

At times, per the discretion of our founder, we may provide internships or volunteer opportunities which will provide opportunities for involvement in said activities and programs in order to have a greater impact for change.

At times, per the discretion of the board of directors, we may provide internships or volunteer opportunities which shall provide opportunities for involvement in said activities and programs in order to have a greater impact for change.

2.02 Powers

The corporation shall have the power, directly or indirectly, alone or in conjunction or cooperation with others, to do any and all lawful acts which may be necessary or convenient to affect the charitable purposes, for which the corporation is organized, and to aid or assist other organizations or persons whose activities further accomplish, foster, or attain such purposes. The powers of the corporation may include,

but not be limited to, the acceptance of contributions from the public and private sectors, whether financial or in-kind contributions.

2.03 Nonprofit Status and Exempt Activities Limitation.

(a) Nonprofit Legal Status. Arabian Rescue Therapy is a Texas non-profit public benefit corporation, recognized as tax exempt under Section 501(c)(3) of the United States Internal Revenue Code.

(b) Exempt Activities Limitation. Notwithstanding any other provision of these Bylaws, no director, officer, employee, member, or representative of this corporation shall take any action or carry on any activity by or on behalf of the corporation not permitted to be taken or carried on by an organization exempt under Section 501(c)(3) of the Internal Revenue Code as it now exists or may be amended, or by any organization contributions to which are deductible under Section 170(c)(2) of such Code and Regulations as it now exists or may be amended. No part of the net earnings of the corporation shall inure to the benefit or be distributable to any director, officer, member, or other private person, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in the Articles of Incorporation and these Bylaws.

(c) Distribution Upon Dissolution. Upon termination or dissolution of Arabian Rescue Therapy any assets lawfully available for distribution shall be distributed to one (1) or more qualifying organizations described in Section 501(c)(3) of the 1986 Internal Revenue Code (or described in any corresponding provision of any successor statute) which organization or organizations have a charitable purpose which, at least generally, includes a purpose similar to the terminating or dissolving corporation.

The organization to receive the assets of Arabian Rescue Therapy hereunder shall be selected in the discretion of a majority of the managing body of the corporation, and if its members cannot so agree, then the recipient organization shall be selected pursuant to a verified petition in equity filed in a court of proper jurisdiction against Arabian Rescue Therapy, by one (1) or more of its managing body which verified petition shall contain such statements as reasonably indicate the applicability of this section. The court upon a finding that this section is applicable shall select the qualifying organization or organizations to receive the assets to be distributed, giving preference if practicable to organizations located within the State of Texas.

In the event that the court shall find that this section is applicable but that there is no qualifying organization known to it which has a charitable purpose, which, at least generally, includes a purpose similar to Arabian Rescue Therapy., then the court shall direct the distribution of its assets lawfully available for distribution to the Treasurer of the State of Texas to be added to the general fund.

ARTICLE III

MEMBERSHIP

3.01 No Membership Classes

The corporation shall have no members who have any right to vote or title or interest in or to the corporation, its properties and franchises.

3.02 Non-Voting Affiliates

The board of directors may approve classes of non-voting affiliates with rights, privileges, and obligations established by the board. Affiliates may be individuals, businesses, and other organizations that seek to support the mission of the corporation. The board, a designated committee of the board, or any duly elected officer in accordance with board policy, shall have authority to admit any individual or organization as an affiliate, to recognize representatives of affiliates, and to make determinations as to affiliates' rights, privileges, and obligations. At no time shall affiliate information be shared with or sold to other organizations or groups without the affiliate's consent. At the discretion of the board of directors, affiliates may be given endorsement, recognition and media coverage at fundraising activities, clinics, other events or at the corporation website. Affiliates have no voting rights, and are not members of the corporation.

3.03 Dues

Any dues for affiliates shall be determined by the board of directors.

ARTICLE IV

BOARD OF DIRECTORS

4.01 Number of Directors

Arabian Rescue Therapy shall have a board of directors consisting of at least 3 and no more than 5 directors. Within these limits, the board may increase or decrease the number of directors serving on the board, including for the purpose of staggering the terms of directors. Terms shall be staggered by 6 months to keep positions filled.

4.02 Powers

Powers and Duties.

The officers of the Corporation shall have such powers and duties, except as modified by the board, as generally pertain to their offices, respectively, as well as such powers and duties as from time to time shall be conferred by the board and by these Bylaws.

4.03 Terms

- (a) All directors shall be elected to serve a one-year term, however the term may be extended until a successor has been elected. Each director shall have a term limit of three years.
- (b) Director terms shall be staggered so that approximately half the number of directors will end their terms in any given year.
- (c) Directors may serve terms in succession.
- (d) The term of office shall be considered to begin January 1 and end December 31 of the second year in office, unless the term is extended until such time as a successor has been elected.

4.04 Qualifications and Election of Directors

In order to be eligible to serve as a director on the board of directors, the individual must be 18 years of age and an affiliate within affiliate classifications created by the board of directors. Directors may be elected at any board meeting by the majority vote of the existing board of directors. The election of directors to replace those who have fulfilled their term of office shall take place in January of each year.

4.05 Vacancies

The board of directors may fill vacancies due to the expiration of a director's term of office, resignation, death, or removal of a director or may appoint new directors to fill a previously unfilled board position, subject to the maximum number of directors under these Bylaws.

- (a) Unexpected Vacancies. Vacancies in the board of directors due to resignation, death, or removal shall be filled by the board for the balance of the term of the director being replaced.

4.06 Removal of Directors

A director may be removed by two-thirds or a majority vote of the board of directors then in office, if:

- (a) the director is absent and unexcused from two or more meetings of the board of directors in a twelve month period. The board president is empowered to excuse directors from attendance for a reason deemed adequate by the board president. The president shall not have the power to excuse him/herself from the board meeting attendance and in that case, any remaining board members may excuse the absence. Or:
- (b) for cause or no cause, if before any meeting of the board at which a vote on removal will be made the director in question is given electronic or written notification of the board's intention to discuss her/his case and is given the opportunity to be heard at a meeting of the board.

4.07 Board of Directors Meetings.

(a) Regular Meetings. An annual organization meeting of the board of Arabian Rescue Therapy shall be held in January. At this meeting, the Board shall be organized, its officers and committee chairmen elected, and such other business transacted as may come before the board. meetings shall be held upon four (4) days notice by first-class mail, electronic mail, or facsimile transmission or forty-eight (48) hours notice delivered personally or by telephone. If sent by mail, facsimile transmission, or electronic mail, the notice shall be deemed to be delivered upon its deposit in the mail or transmission system. Notice of meetings shall specify the place, day, and hour of meeting. The purpose of the meeting need not be specified.

(b) Special Meetings. Special meetings of the board may be called by the founder or any two (2) other directors of the board of directors. A special meeting must be preceded by at least 2 days notice to each director of the date, time, and place, but not the purpose, of the meeting.

(c) Waiver of Notice. Any director may waive notice of any meeting, in accordance with Texas law.

4.08 Manner of Acting.

(a) Quorum. A majority of the directors in office immediately before a meeting shall constitute a quorum for the transaction of business at that meeting of the board. No business shall be considered by the board at any meeting at which a quorum is not present.

(b) Majority Vote. Except as otherwise required by law or by the articles of incorporation, the act of the majority of the directors present at a meeting at which a quorum is present shall be the act of the board.

(C) Hung Board Decisions. On the occasion that directors of the board are unable to make a decision based on a tied number of votes, the president or treasurer in the order of presence shall have the power to swing the vote based on his/her discretion.

(d) Participation. Except as required otherwise by law, the Articles of Incorporation, or these Bylaws, directors may participate in a regular or special meeting through the use of any means of communication by which all directors participating may simultaneously hear each other during the meeting, including in person, internet video meeting or by telephonic conference call. Directors need not be physically present to attend.

4.09 Compensation for Board Service

Directors shall receive no compensation for carrying out their duties as directors. The board may adopt policies providing for reasonable reimbursement of directors for expenses incurred in conjunction with carrying out board responsibilities, such as travel expenses to attend board meetings.

4.10 Compensation for Professional Services by Directors

Directors are not restricted from being remunerated for professional services provided to the corporation. Such remuneration shall be reasonable and fair to the corporation and must be reviewed and approved in accordance with the board Conflict of Interest policy and state law.

ARTICLE V

5.01 Contracts and other Writings

Except as otherwise provided by resolution of the board or board policy, all contracts, deeds, leases, mortgages, grants, and other agreements of the corporation shall be executed on its behalf by the founder or other persons to whom the corporation has delegated authority to execute such documents in accordance with policies approved by the board.

5.02 Checks, Drafts

All checks, drafts, or other orders for payment of money, notes, or other evidence of indebtedness issued in the name of the corporation, shall be signed by the president/founder. The treasurer shall also have access to the accounts.

5.03 Deposits

All funds of the corporation not otherwise employed shall be deposited from time to time to the credit of the corporation in such banks, trust companies, or other depository as the board decides by majority vote.

5.04 Loans

No loans shall be contracted on behalf of the corporation and no evidence of indebtedness shall be issued in its name unless authorized by resolution of the board or the founder. Such authority may be general or confined to specific instances.

5.05 Indemnification

(a) Mandatory Indemnification. The corporation shall indemnify a director or former director, who was wholly successful, on the merits or otherwise, in the defense of any proceeding to which he or she was a party because he or she is or was a director of the corporation against reasonable expenses incurred by him or her in connection with the proceedings.

(b) Permissible Indemnification. The corporation shall indemnify a director or former director made a party to a proceeding because he or she is or was a director of the corporation, against liability incurred in the proceeding, if the determination to indemnify him or her has been made in the manner prescribed by the law and payment has been authorized in the manner prescribed by law.

(c) Advance for Expenses. Expenses incurred in defending a civil or criminal action, suit or proceeding may be paid by the corporation in advance of the final disposition of such action, suit or proceeding, as authorized by the board of directors in the specific case, upon receipt of (I) a written affirmation from the director, founder, employee or agent of his or her good faith belief that he or she is entitled to indemnification as authorized in this article, and (II) an undertaking by or on behalf of the director,

officer, employee or agent to repay such amount, unless it shall ultimately be determined that he or she is entitled to be indemnified by the corporation in these Bylaws.

(d) Indemnification of Officers, Agents and Employees. An officer of the corporation who is not a director is entitled to mandatory indemnification under this article to the same extent as a director. The corporation may also indemnify and advance expenses to an employee or agent of the corporation who is not a director, consistent with Texas Law and public policy, provided that such indemnification, and the scope of such indemnification, is set forth by the general or specific action of the board or by contract.

ARTICLE VI

MISCELLANEOUS

6.01 Books and Records

The corporation shall keep correct and complete books and records of account and shall keep minutes of the proceedings of all meetings of its board of directors, a record of all actions taken by board of directors without a meeting, and a record of all actions taken by the founder. In addition, the corporation shall keep a copy of the corporation's Articles of Incorporation and Bylaws as amended to date.

6.02 Fiscal Year

The fiscal year of the corporation shall be from January 1 to December 31 of each year.

6.03 Conflict of Interest

The board shall adopt and periodically review a conflict of interest policy to protect the corporation's interest when it is contemplating any transaction or arrangement which may benefit any director, officer, employee, affiliate, or member of a committee with board-delegated powers.

6.04 Nondiscrimination Policy

The officers, directors, committee members, employees, and persons served by this corporation shall be selected entirely on a nondiscriminatory basis with respect to age, sex, race, religion, national origin, and sexual orientation. It is the policy of Arabian Rescue Therapy not to discriminate on the basis of race, creed, ancestry, marital status, gender, sexual orientation, age, physical disability, veteran's status, political service or affiliation, color, religion, or national origin.

6.05 Bylaw Amendment

These Bylaws may be amended, altered, repealed, or restated by a vote of the majority of the board of directors then in office at a meeting of the board, provided, however,

(a) that no amendment shall be made to these Bylaws which would cause the corporation to cease to qualify as an exempt corporation under Section 501 (c)(3) of the Internal Revenue Code of 1986, or the corresponding section of any future Federal tax code; and,

(b) that an amendment does not affect the voting rights of directors. An amendment that does affect the voting rights of directors further requires ratification by a two-thirds (?) vote of a quorum of directors at a board meeting.

(c) that all amendments be consistent with the Articles of Incorporation.

ARTICLE VII

COUNTERTERRORISM AND DUE DILIGENCE POLICY

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In furtherance of its exemption by contributions to other organizations, domestic or foreign, Arabian Rescue Therapy shall stipulate how the funds will be used and shall require the recipient to provide the corporation with detailed records and financial proof of how the funds were utilized.

Although adherence and compliance with the US Department of the Treasury's publication the "Voluntary Best Practice for US. Based Charities" is not mandatory, Arabian Rescue Therapy willfully and voluntarily recognizes and puts to practice these guidelines and suggestions to reduce, develop, re-evaluate and strengthen a risk-based approach to guard against the threat of diversion of charitable funds or exploitation of charitable activity by terrorist organizations and their support networks.

Arabian Rescue Therapy shall also comply and put into practice the federal guidelines, suggestion, laws and limitation set forth by pre-existing U.S. legal requirements related to combating terrorist financing, which include, but are not limited to, various sanctions programs administered by the Office of Foreign Assets Control (OFAC) in regard to its foreign activities.

ARTICLE VIII

DOCUMENT RETENTION POLICY

8.01 Purpose

The purpose of this document retention policy is establishing standards for document integrity, retention, and destruction and to promote the proper treatment of Arabian Rescue Therapy records.

8.02 Policy

Section 1. General Guidelines. Records should not be kept if they are no longer needed for the operation of the business or required by law. Unnecessary records should be eliminated from the files. The cost of maintaining records is an expense which can grow unreasonably if good housekeeping is not performed. A mass of records also makes it more difficult to find pertinent records.

From time to time, Arabian Rescue Therapy may establish retention or destruction policies or schedules for specific categories of records in order to ensure legal compliance, and also to accomplish other objectives, such as preserving intellectual property and cost management. Several categories of documents that warrant special consideration are identified below. While minimum retention periods are established, the retention of the documents identified below and of documents not included in the identified categories should be determined primarily by the application of the general guidelines affecting document retention, as well as the exception for litigation relevant documents and any other pertinent factors.

Section 2. Exception for Litigation Relevant Documents. Arabian Rescue Therapy expects all officers, directors, founder and employees to comply fully with any published records retention or destruction policies and schedules, provided that all officers, directors, founder and employees should note the following general exception to any stated destruction schedule: If you believe, or the Arabian Rescue Therapy informs you, that corporate records are relevant to litigation, or potential litigation (i.e. a dispute that could result in litigation), then you must preserve those records until it is determined that the records are no longer needed. That exception supersedes any previously or subsequently established destruction schedule for those records.

Section 3. Minimum Retention Periods for Specific Categories

(a) Corporate Documents. Corporate records include the corporation's Articles of Incorporation, By-Laws and IRS Form 1023 and Application for Exemption. Corporate records should be retained permanently. IRS regulations require that the Form 1023 be available for public inspection upon request.

(b) Tax Records. Tax records include, but may not be limited to, documents concerning payroll, expenses, proof of contributions made by donors, accounting procedures, and other documents concerning the corporation's revenues. Tax records should be retained for at least seven years from the date of filing the applicable return.

(c) Employment Records/Personnel Records. State and federal statutes require the corporation to keep certain recruitment, employment and personnel information. The corporation should also keep personnel files that reflect performance reviews and any complaints brought against the corporation or individual employees under applicable state and federal statutes. The corporation should also keep in the employee's personnel file all final memoranda and correspondence reflecting performance reviews and actions taken by or against personnel. Employment applications should be retained for three years. Retirement and pension records should be kept permanently. Other employment and personnel records should be retained for seven years.

(d) Board and Board Materials. Meeting minutes should be retained in perpetuity in the corporation's minute book. A clean copy of all other Board and Board materials should be kept for no less than three years by the corporation.

(e) Press Releases/Public Filings. The corporation should retain permanent copies of all press releases and publicly filed documents under the theory that the corporation should have its own copy to test the accuracy of any document a member of the public can theoretically produce against the corporation.

(f) Legal Files. Legal counsel should be consulted to determine the retention period of particular documents, but legal documents should generally be maintained for a period of ten years.

(g) Marketing and Sales Documents. The corporation should keep final copies of marketing and sales documents for the same period of time it keeps other corporate files, generally three years. An exception to the three-year policy may be sales invoices, contracts, leases, licenses, and other legal documentation. These documents should be kept for at least three years beyond the life of the agreement.

(h) Development/Intellectual Property and Trade Secrets. Development documents are often subject to intellectual property protection in their final form (e.g., patents and copyrights). The documents detailing the development process are often also of value to the corporation and are protected as a trade secret where the corporation:

(i) derives independent economic value from the secrecy of the information; and

(ii) has taken affirmative steps to keep the information confidential.

The corporation should keep all documents designated as containing trade secret information for at least the life of the trade secret.

(i) Contracts. Final, execution copies of all contracts entered into by the corporation should be retained. The corporation should retain copies of the final contracts for at least three years beyond the life of the agreement, and longer in the case of publicly filed contracts.

(j) Correspondence. Unless correspondence falls under another category listed elsewhere in this policy, correspondence should generally be saved for two years.

(k) Banking and Accounting. Accounts payable ledgers and schedules should be kept for seven years. Bank reconciliations, bank statements, deposit slips and checks (unless for important payments and purchases) should be kept for three years. Any inventories of products, materials, and supplies and any invoices should be kept for seven years.

(l) Insurance. Expired insurance policies, insurance records, accident reports, claims, etc. should be kept permanently.

(m) Audit Records. External audit reports should be kept permanently. Internal audit reports should be kept for three years.

Section 4. Electronic Mail. E-mail that needs to be saved should be either:

(i) printed in hard copy and kept in the appropriate file; or

(ii) downloaded to a computer file and kept electronically or on disk as a separate file. The retention period depends upon the subject matter of the e-mail, as covered elsewhere in this policy.

ARTICLE IX

Transparency and Accountability

Disclosure of Financial Information With The General Public

9.01 Purpose

By making full and accurate information about its mission, activities, finances, and governance publicly available, Arabian Rescue Therapy practices and encourages transparency and accountability to the general public. This policy will:

- (a) indicate which documents and materials produced by the corporation are presumptively open to staff and/or the public
- (b) indicate which documents and materials produced by the corporation are presumptively closed to staff and/or the public
- (c) specify the procedures whereby the open/closed status of documents and materials can be altered.

The details of this policy are as follow:

9.02 Financial and IRS documents (The form 1023 and the form 990)

Arabian Rescue Therapy. shall provide its Internal Revenue forms 990, 990-T, 1023 and 5227, bylaws, conflict of interest policy, and financial statements to the general public for inspection free of charge.

9.03 Means and Conditions of Disclosure

Arabian Rescue Therapy. shall make “Widely Available” the aforementioned documents on its internet website: www.arabianrescuetherapy.org to be viewed and inspected by the general public.

- (a) The documents shall be posted in a format that allows an individual using the Internet to access, download, view and print them in a manner that exactly reproduces the image of the original document filed with the IRS (except information exempt from public disclosure requirements, such as contributor lists).
- (b) The website shall clearly inform readers that the document is available and provide instructions for downloading it.

(c) Arabian Rescue Therapy shall not charge a fee for downloading the information. Documents shall not be posted in a format that would require special computer hardware or software (other than software readily available to the public free of charge).

(d) Arabian Rescue Therapy shall inform anyone requesting the information where this information can be found, including the web address. This information must be provided immediately for in-person requests and within 7 days for mailed requests.

9.04 IRS Annual Information Returns (Form 990)

Arabian Rescue Therapy shall submit the Form 990 to its board of directors prior to the filing of the Form 990. While neither the approval of the Form 990 or a review of the 990 is required under Federal law, the corporation's Form 990 shall be submitted to each member of the board of director's via (hard copy or email) at least 10 days before the Form 990 is filed with the IRS.

9.05 Board

(a) All board deliberations shall be open to the public except where the board passes a motion to make any specific portion confidential.

(b) All board minutes shall be open to the public once accepted by the board, except where the board passes a motion to make any specific portion confidential.

(c) All papers and materials considered by the board shall be open to the public following the meeting at which they are considered, except where the board passes a motion to make any specific paper or material confidential.

9.06 Staff Records

(a) All staff records shall be available for consultation by the staff member concerned or by their legal representatives.

(b) No staff records shall be made available to any person outside the corporation except the authorized governmental agencies.

(c) Within the corporation, staff records shall be made available only to those persons with managerial or personnel responsibilities for that staff member, except that

(d) Staff records shall be made available to the board when requested.

9.07 Donor Records

(a) All donor records shall be available for consultation by the members and donors concerned or by their legal representatives.

(b) No donor records shall be made available to any other person outside the corporation except the authorized governmental agencies.

(c) Within the corporation, donor records shall be made available only to those persons with managerial or personnel responsibilities for dealing with those donors, except that ;

(d) donor records shall be made available to the board when requested.

ARTICLE X

CODES OF ETHICS AND WHISTLEBLOWER POLICY

10.01 Purpose

Arabian Rescue Therapy requires and encourages directors, founder and employees to observe and practice high standards of business and personal ethics in the conduct of their duties and responsibilities. The employees and representatives of the corporation must practice honesty and integrity in fulfilling their responsibilities and comply with all applicable laws and regulations. It is the intent of Arabian Rescue Therapy. to adhere to all laws and regulations that apply to the corporation and the underlying purpose of this policy is to support the corporation's goal of legal compliance. The support of all corporate staff is necessary to achieving compliance with various laws and regulations.

10.02 Reporting Violations

If any director, founder, staff or employee reasonably believes that some policy, practice, or activity of Arabian Rescue Therapy is in violation of law, a written complaint must be filed by that person with the directors and/or the founder

10.03 Acting in Good Faith

Anyone filing a complaint concerning a violation or suspected violation of the Code must be acting in good faith and have reasonable grounds for believing the information disclosed indicates a violation of the Code. Any allegations that prove not to be substantiated and which prove to have been made maliciously or knowingly to be false shall be viewed as a serious disciplinary offense.

10.04 Retaliation

Said person is protected from retaliation only if she/he brings the alleged unlawful activity, policy, or practice to the attention of Arabian Rescue Therapy and provides the Arabian Rescue Therapy with a reasonable opportunity to investigate and correct the alleged unlawful activity. The protection described below is only available to individuals that comply with this requirement.

Arabian Rescue Therapy shall not retaliate against any director, founder, staff or employee who in good faith, has made a protest or raised a complaint against some practice of Arabian Rescue Therapy or of another individual or entity with whom Arabian Rescue Therapy has a business relationship, on the basis of a reasonable belief that the practice is in violation of law, or a clear mandate of public policy.

Arabian Rescue Therapy shall not retaliate against any director, founder, staff or employee who disclose or threaten to disclose to a supervisor or a public body, any activity, policy, or practice of Arabian Rescue Therapy that the individual reasonably believes is in violation of a law, or a rule, or regulation mandated pursuant to law or is in violation of a clear mandate of public policy concerning the health, safety, welfare, or protection of the environment.

10.05 Confidentiality

Violations or suspected violations may be submitted on a confidential basis by the complainant or may be submitted anonymously. Reports of violations or suspected violations shall be kept confidential to the extent possible, consistent with the need to conduct an adequate investigation.

10.06 Handling of Reported Violations

The director(s) or founder shall notify the sender and acknowledge receipt of the reported violation or suspected violation within five business days. All reports shall be promptly investigated by the board and appropriate corrective action shall be taken if warranted by the investigation.

This policy shall be made available to all directors, founder, staffs or employees and they shall have the opportunity to ask questions about the policy.

ARTICLE XI

AMENDMENT OF Articles of Incorporation

11.01 Amendment

Any amendment to the Articles of Incorporation may be adopted by approval of two-thirds (2/3) of the board of directors, but may be vetoed by the President/Founder.

ARTICLE XII

Officers

Section 12.1 Number. The officers of the Corporation shall consist of a president/founder, a treasurer; and, in addition, such other officers and assistant officers and agents as may be deemed necessary or desirable by the board. Officers shall be selected by the board. Any two or more offices may be held by the same person, provided that the president/founder and treasurer may not be the same person.

Section 12.2 Election and Term of Office. Officers shall be elected at the annual meeting of the board held each year, for a one year term. New offices may be created and filled at any meeting of the board. If officers are not elected by the board at this time, they will be elected as soon thereafter as possible.

Each officer shall hold office until such officer's successor has been duly elected and shall have qualified. An officer may be elected to succeed him or herself in the same office. Nominations for officers shall come from the board members present at the annual Board meeting. Newly elected officers will take office at the conclusion of the annual conference.

Section 12.3 Removal or Resignation. Any officer elected by the board may be removed by a majority of the board whenever in its judgment the best interests of Arabian Rescue Therapy will be served thereby, but such removal shall be without prejudice to the contract rights, if any, of the person so removed. Election or appointment of an officer shall not of itself create any contract rights.

Any officer may resign, which resignation shall be effective on giving written notice to the president, or the board, unless the notice specifies a later time for the resignation to become effective.

Section 12.4 Vacancies. Any vacancy in any office for resignation, removal, death, disqualification or any other cause may be filled for the unexpired portion of the officer's term by the board at any meeting of the board.

Section 12.5 Powers and Duties. The officers of Arabian Rescue Therapy shall have such powers and duties, except as modified by the board, as generally pertain to their offices, respectively, as well as such powers and duties as from time to time shall be conferred by the board and by these Bylaws.

Section 12.6 President/Founder. The president shall perform the functions of the principal executive officer, and shall have general direction of the affairs of Arabian Rescue Therapy general supervision over its several officers, subject however, to the control of the board. The president shall preside at all meetings of the board, shall sign and execute in the name of Arabian Rescue Therapy all contracts or other instruments authorized by the board, and all contracts or instruments in the usual and regular course of business, except in cases when the signing and execution thereof shall be expressly delegated or permitted by the board or by these Bylaws to some other officer or agent of Arabian Rescue Therapy; and, in general, shall perform all duties incident to the office of president, and such other duties as from time to time may be assigned to the president by the board or as are prescribed by these Bylaws.

Section 12.7 Treasurer. The Treasurer shall:

- (a) Have charge and custody of—and be responsible for—all Arabian Rescue Therapy funds and securities.
- (b) Receive and give receipts for moneys due and payable to the Corporation from any source.
- (c) Deposit all moneys in Arabian Rescue Therapy's name in bank, trust companies, or other depositories as these Bylaws provide or as the board or president directs.

(d) Write checks and disburse funds to discharge Arabian Rescue Therapy's obligations.

However, funds may not be drawn from Arabian Rescue Therapy or its accounts for amounts greater than \$1,000.00 without the agreement of the President or Vice-President in the President/Founder's absence or the inability to contact the President/Founder.

(e) Maintain Arabian Rescue Therapy's financial books and records.

(f) Prepare financial reports at least annually.

(g) Perform other duties as assigned by the president/founder or the board.

(h) Perform the entire duties incident to the office of treasurer.

Section 12.8 Assistant Officers. Any assistant secretary or assistant treasurer appointed by the board shall have the power to perform, and shall perform, all duties incumbent upon the Treasurer of Arabian Rescue Therapy, respectively, subject to the general direction of such respective officers, and shall perform such other duties as these Bylaws may require or the board may prescribe.

Section 12.11 Delegation. The board may delegate temporarily the powers and duties of any officer of Arabian Rescue Therapy, in case of such officer's absence or for any other reason, to any other officer, and may authorize the delegation by any officer of Arabian Rescue Therapy of any of such officer's powers and duties to any agent or employee, subject to the general supervision of such officer.

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CERTIFICATE OF ADOPTION OF BYLAWS

I do hereby certify that the above stated Bylaws of Arabian Rescue Therapy. were approved by the Arabian Rescue Therapy board of directors on (date)_1/1/2017_____, 2017 and constitute a complete copy of the Bylaws of the corporation.

President/Founder: ____/Rebecca Boardman/_____

Date: ____1/1/2017_____