

BY-LAWS OF UNITED STATES EQUINE RESCUE LEAGUE , INC . A NORTH CAROLINA NONPROFIT CORPORATION

ARTICLE I NAME

The name of the corporation is United States Equine Rescue League, Inc.

ARTICLE II OFFICES

Section 2.01. Principal Office. The principal office of the corporation for the transaction of its business shall be fixed and located at such place as the Board of Trustees of this corporation shall determine. The Board of Trustees is granted full power and authority to change the location of the principal office.

Section 2.02. Registered Office. The corporation shall have and continuously maintain a registered office in North Carolina and a registered agent whose office is identical with the registered office, as required by Section 1.31. of the General Corporation Law of the State of North Carolina. The registered agent and the address of the registered office may be changed from time to time by the Board of Trustees.

Section 2.03. Other Offices. The corporation may also have offices at such other places, within or without the State of North Carolina where it is qualified to do business, as its business may require and as the Board of Trustees may from time to time designate.

ARTICLE III BOARD OF TRUSTEES

Section 3.01. Number of Trustees. The Board of Trustees shall consist of no fewer than three and no more than fifteen Trustees until changed by amendment to these By-Laws.

Section 3.02. Quorum and voting. A majority of the Trustees then in office shall constitute a quorum for the transaction of business of the Trustees, except to adjourn as provided in Section 3.11. Every act or decision made by a majority of Trustees present at a meeting duly held at which a quorum is present shall be an act of the Board of Trustees, unless a greater number is required by law, by the certificate of Incorporation, or other provisions of these By-Laws.

Section 3.03. Powers of Trustees. Subject to the certificate of Incorporation, other provisions of these By-Laws and the General Corporation Law of the State of North Carolina, the activities and affairs of the corporation shall be conducted and all corporate powers of this corporation shall be exercised by or under the direction of the Board of Trustees. The

Board of Trustees has the power to hire and fire staff to carry out the business of the organization, provided that the activities and affairs of the corporation shall be managed and all corporate powers shall be exercised under the ultimate direction of the Board of Trustees. Without limiting the general powers, the Board of Trustees shall have the following powers in addition to other powers enumerated in these By-Laws:

(a) To select and remove all the other officers, agents, and employees of the corporation, prescribe such powers and duties for them as may not be inconsistent with law, the certificate of Incorporation or these By-Laws, fix their compensation, and require from them security for faithful service.

(b) To conduct, manage, and control the affairs and activities of the corporation, and to make rules and regulations not inconsistent with law, the certificate of Incorporation, or these By-Laws.

(c) To borrow money and incur indebtedness for the purpose of the corporation, and for that purpose to cause to be executed and delivered, in the corporate name, promissory notes, bonds, debentures, deeds of trust, mortgages, pledges, hypothecations, or other evidence of debt and securities.

(d) To adopt, make, and use a corporate seal and to alter the form of such seal from time to time.

Section 3.04. Election and Term of Office. The term of office for the Trustees of this corporation is indefinite. Except as otherwise provided in this Article each Trustee shall hold office until the expiration of his or her term and until his or her successor is appointed and qualified. A Trustee may succeed himself or herself in office.

Section 3.05. Vacancies. A vacancy or vacancies in the Board of Trustees shall be filled by the Trustees. A successor Trustee so selected shall serve for the unexpired term of the predecessor and until a successor has been elected and qualified. A vacancy or vacancies in the Board of Trustees shall be deemed to exist in case of the death, resignation, incapacity or removal of any Trustee or if the authorized number of Trustees is increased. Any Trustee may resign at any time upon giving written notice to the corporation. If the resignation is effective at a future time, a successor may be elected before such time, to take office when the resignation becomes effective.

The Board of Trustees may declare vacant the office of a Trustee who has been declared of unsound mind by a final order of court, convicted of a felony, or found by a final order or judgment of any court to have breached any material duty arising under the General Corporation Law of the State of North Carolina or who has resigned or been removed as a Trustee.

Section 3.06. Place of Meetings. Meetings of the Board of Trustees shall be held at any place, within or without the State of North Carolina, that has been designated from time to time by resolution of the Trustees or by written consent of all members of the Trustees. In the absence of such designation, regular meetings shall be held at the principal office of the corporation or by means of teleconference or email communication. Special meet-

ings of the Trustees may be held either at a place designated for such meeting or at the principal office.

Section 3.07. Regular Meetings. Other regular meetings of the Board of Trustees shall be held without call or notice at such time as shall from time to time be fixed by the Board of Trustees.

Section 3.08. Special Meetings. Special meetings of the Board of Trustees for any purpose or purposes may be called at any time by any two of the Board Chair, the Vice-Chair, the Treasurer or the Secretary or by any two Trustees. Notice of the time and place of special meetings shall be given to each Trustee either (i) by a written notice sent by first-class mail, charges prepaid, addressed to the address of such Trustee as shown on the records of the corporation, four days before the date of the meeting, or (ii) at least a 48 hours' notice delivered personally or by telephone, telegraph, telex, e-mail or other similar means of communication. Notice by mail shall be deemed to have been given at the time a written notice is deposited in the United States mail, postage prepaid. Any other written notice shall be deemed to have been given at the time it is personally delivered to the recipient, delivered to a common carrier for transmission, or actually transmitted by the person giving the notice by electronic means. Oral notice shall be deemed to have been given at the time it is communicated in person or by telephone or wireless to the recipient or to a person at the office of the recipient who the person giving the notice has reason to believe will promptly communicate it to recipient.

Section 3.10. Meetings by Conference Telephone. Members of the Board of Trustees may participate in a meeting through use of conference telephone or similar communications equipment, so long as all members participating in such meeting can hear one another. Participation in a meeting through telephonic means constitutes presence in person at such meeting.

Section 3.11. Rights of Inspection. Every Trustee shall have the absolute right at any reasonable time to inspect and copy all books, records and documents of every kind and to inspect the physical properties of the corporation.

Section 3.12. Committees. The Board of Trustees may, by resolution or resolutions passed by a majority of the whole Board of Trustees, designate one or more committees, each committee to consist of two or more of the Trustees of the corporation.

Section 3.13. Compensation. The Board of Trustees shall receive no compensation for their services as a Trustee.

ARTICLE IV OFFICERS OF THE BOARD OF TRUSTEES

Section 4.01. Officers. The officers of the Board of Trustees shall be a Board Chair, one or more Vice Chairs, a Secretary and a Treasurer. The corporation may also have, at the discretion of the Trustees, one or more Assistant Secretaries, one or more Assistant Treasurers, and such other officers as may be elected in accordance with Section 5.02. Any number of offices may be held by the same person.

Section 4.02. Election. Officers shall be elected by the Board of Trustees and shall hold their offices until their successors are appointed.

Section 4.03. Removal and Resignation. Any officer may be removed, with cause, by the Board of Trustees at any time.

Any officer may resign at any time by giving written notice to the corporation but without prejudice to the rights, if any, the corporation may have under any contract to which the officer is a party. Any such resignation shall take effect at the date of the receipt of such notice or at any later time specified therein and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

Section 4.04. Vacancies. A vacancy in any office because of death, resignation removal, disqualification or any other cause shall be filled by the Board of Trustees.

ARTICLE V INDEMNIFICATION

The corporation shall, to the maximum extent permitted by law, indemnify each of its Trustees and officers against expenses, judgments, fines, settlements and other amounts actually and reasonably incurred in connection with any proceeding arising by reason of the fact any such person is or was a Trustee or officer of the corporation and shall advance to such Trustee or officer expenses incurred in defending any such proceeding to the maximum extent permitted by law. For the purposes of this article VI, a "Trustee" or "Officer" of the corporation, or is or was serving at the request of the corporation as a trustee or officer of another corporation, or other enterprise, or was a trustee or officer of a corporation which was a predecessor corporation of the corporation or of another enterprise at the request of such predecessor corporation.

ARTICLE VI OTHER PROVISIONS

Section 6.01. Amendment of By-Laws. Subject to the provisions of section 55-10-20 et seq. of the General Statutes of the State of North Carolina, these By-Laws may be amended or repealed and new By-Laws adopted by a majority of the Board of Trustees.

Section 6.02. Fiscal Year. The fiscal year of the corporation shall be the calendar year.

Section 6.03. Seal. The Board of Trustees shall provide a corporate seal, which shall be in the form of a circle and shall have inscribed thereon the name of the corporation and the words “Corporate Seal.”

**UNANIMOUS WRITTEN CONSENT
OF THE BOARD OF DIRECTORS OF
UNITED STATES EQUINE RESCUE LEAGUE, INC.**

The undersigned, constituting all of the Trustees of United States Equine Rescue League, Inc., a North Carolina nonprofit corporation, in accordance with the authority provided in § 55A-8-21 of the North Carolina Nonprofit Corporation Act (the “Act”), hereby adopt the following resolutions and consent to taking the following actions without a meeting of the Board:

WHEREAS Amy Woodard, Jennifer Malpass, Susan White and Deanna Gould have resigned as Trustees of the corporation, leaving Jennifer Hack and Bruce Wagman as the sole remaining Trustees of the corporation;

WHEREAS Section 3.01 of the Bylaws of this corporation states that the Board of Trustees shall consist of no fewer than three and no more than fifteen Trustees until changed by amendment to the Bylaws;

WHEREAS § 55A-8-03 of the Act provides that “[a] board of directors shall consist of one or more natural persons, with the number specified in or fixed in accordance with the articles of incorporation or bylaws”;

WHEREAS § 55A-8-11 of the Act provides that, “[i]f the directors remaining in the office constitute fewer than a quorum of the board,” any vacancy may be filled “by the affirmative vote of a majority of all the directors, or by the sole director, remaining in office”;

WHEREAS § 55A-10-20 of the Act states that, “[i]f a corporation has no members entitled to vote thereon, its incorporators, until directors have been chosen, and thereafter its board of directors, may adopt one or more amendments to the corporation's bylaws The amendment shall be approved by a majority of the directors in office at the time the amendment is adopted”;

WHEREAS the Board hereby wishes to amend the corporation’s Bylaws to: (i) allow for fewer than three Trustees; (ii) expressly permit the Board to vote by unanimous written consent, consistent with the Act; and (iii) expressly permit the Board to take action by electronic means, in compliance with § 55A-8-21 and § 55A-1-70 of the Act;

NOW, THEREFORE, IT IS RESOLVED that the Bylaws of the corporation are hereby amended as follows:

Section 3.01 shall be restated in its entirety as follows:

Section 3.01. Number of Trustees. The Board of Trustees shall consist of no fewer than one and no more than fifteen Trustees until changed by amendment to these By-Laws.

The Board of Trustees may fix the number of Trustees from time to time by a resolution of the Board.

There shall be added a Section 3.14 and a Section 3.15 as follows:

Section 3.14. Action Without a Meeting of the Board. Any action required or permitted by the North Carolina Nonprofit Corporation Act or these Bylaws to be taken at a board of Trustees' meeting may be taken without a meeting if the action is taken by all members of the Board. The action shall be evidenced by one or more written consents signed by each Trustee before or after such action, describing the action taken, and included in the minutes or filed with the corporate records reflecting the action taken.

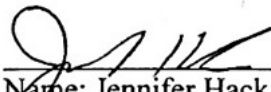
Section 3.15. Action by Electronic Means. In accordance with § 55A-1-70 of the North Carolina Nonprofit Corporation Act, the corporation may conduct any lawful transaction by electronic means, including actions of the Board that may be taken without a meeting in electronic form and delivered by electronic means.

RESOLVED FURTHER that the number of Trustees is hereby fixed at two, until such time that the Board resolves otherwise;


RESOLVED FURTHER that the officers of this corporation are hereby authorized and directed to take such steps and execute and deliver such documents as the officers deem necessary, appropriate, or convenient to carry out the foregoing resolutions, and any actions heretofore taken by the officers to further the purposes of the foregoing resolutions prior to the date of this Unanimous Written Consent are hereby ratified, approved, and confirmed.

IN WITNESS WHEREOF, the undersigned Trustees of the corporation have signed this Unanimous Written Consent on the dates set forth opposite their respective signatures below. This Consent may be executed in counterparts.

Dated: 6/6/19


Name: Jennifer Hack,
Trustee & President & Secretary

Dated: 7/9/19


Name: Bruce Wagman, Trustee