

**HIGH HOPES THERAPEUTIC RIDING, INC.**

Amended and Restated Bylaws

\_\_\_\_\_, 2016<sup>1</sup>

ARTICLE I

General

1.1 Name. The name of the corporation shall be High Hopes Therapeutic Riding, Inc. (the "Corporation").

1.2 Office. The principal office of the Corporation shall be located at 36 Town Woods Road, Old Lyme, Connecticut.

1.3 Purposes. As set forth in the Certificate of Incorporation of the Corporation (the "Certificate of Incorporation"), the nature of the activities to be conducted and the purposes to be promoted or carried out by the Corporation shall be exclusively charitable, scientific or educational within the meaning of Section 501(c) (3) of the Internal Revenue Code of 1986, as the same may be amended from time to time (the "Code"), and shall include the following: to promote the well-being of individuals with disabilities through therapeutic horseback riding and other equine related activities; to foster educational techniques in the field of therapeutic riding; and to engage in any lawful act or activity in furtherance of the foregoing for which a corporation may be formed under the Connecticut Revised Nonstock Corporation Act (the "Act").

1.4 No Members. The Corporation shall have no members and shall be governed solely by a board of trustees (the "Board of Trustees" or the "Board").

1.5 Seal. The seal of the Corporation shall have inscribed upon it "High Hopes Therapeutic Riding, Inc.," the year of incorporation, and the words "Seal" and "Connecticut."

1.6 Policies and Procedures. These bylaws may be supplemented by policies and procedures adopted by the Board from time to time.

ARTICLE II

Board of Trustees

2.1 General Powers. All powers of the Corporation shall be exercised by or under the authority of, and the activities, property and affairs of the Corporation shall be managed by or under the direction of, a self-perpetuating Board of Trustees. Subject to the foregoing, the day-to-day operations of the Corporation shall be

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<sup>1</sup> Should be dated as of the effective date of the Amended and Restated Certificate of Incorporation, *i.e.*, when that document is filed with the Secretary of the State. The Board should approve and adopt these bylaws with that future effective date.

managed by a chief executive officer (the "Executive Director") retained by the Board from time to time.

2.2 Number of Trustees. The Board shall consist of not less than fifteen nor more than twenty-one persons ("Trustees" or "Trustee"), as the Board shall determine from time to time. All Trustees shall have equal voting rights and responsibilities.

2.3 Term and Election of Trustees. Except as may be provided otherwise in these bylaws, Trustees shall serve a term of three years from the date of their election, or until resignation or removal. Trustees shall be limited to three consecutive three-year terms of Board membership, but may thereafter be elected after the passage of one year. The fulfillment of an incomplete term by a Trustee shall not be considered to be a part of these term limits. The Board shall ensure that the Trustees are grouped as evenly as reasonably possible into three classes, classified as to term, each expiring in successive years. Trustees standing for office shall be elected at the Annual Meeting of Trustees (as specified in Section 3.1, the "Annual Meeting") and shall assume office upon such election.

2.4 Committees. The Board shall establish three permanent, or standing, committees: a Governance Committee, a Finance Committee, and a Development Committee. The chairs of the Finance Committee and of the Development Committee, as well as the positions of Board Secretary, Board Chair, and Board Vice Chair, shall be designated officers of the Corporation ("Officer" or "Officers") as further provided in Article IV. The membership of each committee shall be made up of at least fifty percent Trustees. The chair of the Governance Committee shall be proposed by the Board Chair; all other committee chairs shall be proposed by the Governance Committee. Committee chairs shall propose committee members. All committee chairs and members shall be appointed by a majority of all Trustees then in office, at the Annual Meeting or when otherwise determined by the Board. All committees are advisory in nature and their recommendations are subject to approval by the Board.

Governance Committee. In addition to any other duties assigned by the Board, this committee, prior to the Annual Meeting of the Board, shall present to the Board for its approval a slate of persons for election or reelection to the Board and for election or reelection as Officers.

Finance Committee and Development Committee. The duties of these committees shall be those generally associated with these functional areas, as well any other duties and responsibilities as determined and assigned by the Board.

The Board, by the vote of a majority of all Trustees then in office, may establish from time to time other committees, standing or ad hoc, with such powers and responsibilities as it deems fit.

2.5 Vacancies. Should there occur a vacancy on the Board, or should the Board determine to increase the number of Trustees as permitted under these bylaws, the position may be filled by a person proposed by the then-constituted Governance Committee and elected by a majority vote of the Board. Such Trustee shall serve for the unexpired term of his or her predecessor or, in the case of a Trustee filling a newly-created position, for the period then specified by the Board.

2.6 Resignation. A Trustee may resign at any time with immediate effect by written notice of

resignation addressed to the Chair of the Board.

2.7 Removal. The Board may remove any Trustee for any reason or for no reason by a two-thirds vote of all Trustees then in office at any properly-called meeting of the Board of Trustees, notice of which included such proposed action.

2.8 Compensation. Trustees shall not receive compensation for their service as trustees or as officers. A Trustee may be reimbursed for expenses incurred in connection with authorized actions taken in connection with the activities of the Corporation. Nothing in these bylaws shall prohibit a Trustee from serving the Corporation in other capacities or from receiving reasonable compensation for such service, subject to the Corporation's Conflicts of Interest Policy.

2.9 Honorary Trustees. The Board may at any time by majority vote elect Honorary Trustees. Honorary Trustees may attend and participate in Board meetings, except those held in Executive Session, shall receive Board mailings and notices, but may not vote and shall not be counted in determining a quorum. An Honorary Trustee may be elected as a Trustee as provided in these bylaws. All Honorary Trustees shall execute and comply with the Corporation's confidentiality, conflicts of interest and similar policies applicable to Trustees.

### ARTICLE III

#### Meetings of the Board of Trustees

3.1 Regular Meetings. The Board of Trustees shall meet at least four times per year including an Annual Meeting, which shall be the last regularly-scheduled meeting of the Board in the Corporation's fiscal year. Notice of regular meetings shall be given in writing, which may include email, at least five days, but not more than twenty-five days, before such meeting. Stipulation of a previously-distributed Board meeting calendar shall fulfill the requirement of notice. The Chair shall take all reasonable steps to ensure that an agenda of subjects to be discussed, as well as supporting materials and documents, are distributed to Trustees prior to a meeting of the Board, but such agenda shall not limit the matters that may be discussed or acted upon at such meeting.

3.2 Special Meetings. A special meeting of the Board may be called at any time by the Chair, or by not less than five Trustees in writing to the Chair stating the purpose of the meeting, in which case the Chair will promptly call such meeting, giving at least two days, but not more than twenty-five days, notice and stating the purpose of the meeting. No business other than that stated in the notice shall be transacted.

3.3 Quorum and Voting. A quorum for the transaction of business at any regular or special meeting of the Board shall be three-quarters of all Trustees then in office. Board action shall require the majority vote of the Trustees present, except as otherwise provided in these bylaws, the Certificate of Incorporation or the Act. Trustees may attend any meeting by telephone or other two-way electronic means that permits all Trustees to hear one another throughout the meeting.

3.4 Proxies and Alternates. Trustees may not vote by proxy, nor may a Trustee designate a person to represent him or her at any meeting of the Board.

3.5 Written Action without a Meeting. The Board may take any action permitted by these bylaws without a meeting provided that all Trustees receive notice of such proposed action in writing or by electronic transmission, and that all Trustees then in office execute a written consent approving such action. The writing(s) or electronic transmission(s) and consenting signatures of such action shall be filed with the Trustees' meeting minutes.

ARTICLE IV  
Officers of the Board of Trustees

4.1 Officers. Except as the Board may otherwise determine from time to time, there shall be five Officers elected by and from the Board: Chair, Vice Chair, Chair of the Finance Committee (the "Treasurer"), Chair of the Development Committee, and Board Secretary (the "Secretary"). The Officers shall be elected at the Annual Meeting and shall hold office for one year. No Trustee shall be elected to the same officer position for more than four consecutive years, unless this provision is waived by a majority vote of the Board at a properly-called meeting. Elected or reelected Officers shall assume office upon election.

4.2 Chair. In addition to any other duties established by the Board from time to time, the Chair shall be the presiding officer of the Board and shall preside at meetings of the Board, and shall be an ex-officio and voting member of all committees he or she may determine, except the Governance Committee. The Chair shall each year propose a Trustee for appointment by the Board to the position of Chair of the Governance Committee.

4.3 Vice Chair. In addition to any other duties established by the Board, the Vice Chair, in the case of the absence or the inability to act of the Chair, shall assume the duties of Chair in any and all matters set out in these bylaws.

4.4 Treasurer and Secretary. The duties of these Officers shall be those generally associated with the titles, as well as other duties determined and assigned by the Board from time to time.

4.5 Removal and Vacancies. The Board may remove any Officer from his or her officer position, for any reason or for no reason, by a two-thirds vote of all Trustees then in office at any properly-called meeting of the Board of Trustees, notice of which included such proposed action. Any vacancy among the Officers may be filled by a person proposed by the then-constituted Governance Committee and elected by a majority vote of the Board. Such Officer shall serve for the unexpired term of his or her predecessor.

ARTICLE V  
Other Provisions

5.1 Authorized Signatures and Deposit of Funds. The Board shall authorize certain Trustees,

Officers or employees, and establish the scope of these individual authorities, to manage the funds of the Corporation. These authorizations shall include, but not necessarily be limited to, the execution of purchase orders and other contracts in the name of the Corporation, the establishment and management of bank and investment accounts, and the execution and endorsement of financial instruments in the name of the Corporation. These may include checks, promissory notes, contracts, bills of sale, and leases and deeds. The Board shall keep records of and review these authorizations on a regular basis as it deems appropriate.

5.2 Books and Records. The Board shall ensure that the financial records and accounts of the Corporation are complete and correct and that they comply with all legal requirements and generally-accepted accounting principles. This oversight shall include the hiring of appropriate financial staff and the engagement of independent certified public accountants. The Board shall ensure that there are maintained at the principal offices of the Corporation customary books and records of the Corporation's activities, to include, without limitation, copies of the certificate of incorporation, these bylaws, minutes of the proceedings of the Board and of such committees as the Board may designate, annual audited financial statements, and the names and addresses of all Board members and officers of the Corporation.

5.3 Fiscal Year. The fiscal year of the Corporation shall begin on the first day of July and end on the last day of June.

5.4 Conflicts. The Board shall adopt from time to time conflicts of interest and related policies addressing obligations to the Corporation of its Trustees, Officers and employees.

5.5 Amendments. These bylaws may be amended at a properly-called meeting of the Board by a vote of two-thirds of all Trustees then in office, provided that notice of the proposed amendment, together with a copy of it, was distributed to Trustees as part of the notice of the meeting.

5.6 Exempt Activities. Notwithstanding any other provision of these bylaws, no Trustee, Officer, employee, or representative of the 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 Code and the regulations thereunder as they now exist or as they may be amended hereafter, or by an organization contributions to which are deductible under Section 170(c)(2) of the Code and the regulations thereunder as they now exist or as they may be amended hereafter. No Trustee, Officer, employee or committee member of the Corporation, no other person connected with the Corporation, and no other private individual, shall receive at any time any of the net earnings or pecuniary profit from the operations of the Corporation, provided that this shall not prevent the payment to any such person of reasonable compensation for services rendered to or for the Corporation, and no such person or persons shall be entitled to share in the distribution of any of the corporate assets upon the dissolution of the Corporation. Upon the dissolution or winding up of the affairs of the Corporation, whether voluntary or involuntary, the assets of the Corporation, after all debts have been satisfied, then remaining in the hands of the Board of Directors shall be distributed as provided in the Certificate of Incorporation.

