

ORGANIZING DOCUMENT

BYLAWS AND ARTICLES OF INCORPORATION OF Oaks Restorative Ranch Articles of Incorporation

Article 1- Name

The name of this non-profit organization shall be: Oaks Restorative Ranch

Article 2 - Business Location

The address of the principal office of this organization shall be: 10180 Creek Rd, Oak View, CA 93022. Kali Brooks is the name of the initial agent for service of process and the address is 10180 Creek Rd, Oak View, CA 93022.

Article 3 - Purpose

This corporation is a nonprofit public benefit corporation and is not organized for the private gain of any person. It is organized under the Nonprofit Public Benefit Corporation Law for public and charitable purposes. These purposes will be carried out in the following manner:

To serve and support individuals, families, animals, and the community, through equine and other animal assisted interaction, and other activities.

Article 4 - Exemption Requirements

The following shall operate as boundaries for the operations and activities of the corporation:

- 4.1 No part of the net earnings of the organization shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that the organization 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 Article 3 hereof.
- 4.2 No substantial part of the activities of the corporation shall constitute the carrying on of propaganda, or otherwise attempting to influence legislation, or any initiative or referendum before the public, and the corporation shall not participate in, or intervene in (including by publication or distribution of statements), any political campaign on behalf of, or in opposition to, any candidate for public office.
- 4.3 Notwithstanding any other provision of this document, the organization shall not carry on any other activities not permitted to be carried on by an organization exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code or corresponding section of any future tax code, or by an organization, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or corresponding section of any future tax code.

Article 5 - Membership/Board Of Directors

The corporation will not have members.

The management of the affairs of the corporation shall be vested in a board of directors, as defined by the corporation's bylaws. No director shall have any right, title, or interest in or to any property of the corporation except in the case of lending for use to further the the purposes set forth in Article 3. The number of directors constituting the initial board of directors is three(3).

Article 6 - Personal Liability

To the fullest extent permitted under California law no officer or director or volunteer of this corporation shall be personally liable for the debts or obligations of this corporation, nor shall any of the property of the officers, directors, or volunteers be subject to the payment of the debts or obligations of this corporation.

Article 7 - Duration/Dissolution

The duration of the corporate existence shall be perpetual until dissolution.

Upon the dissolution of the organization, assets of the corporation shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or shall be distributed unto similar organizations for further community benefit, under the discretion of the board of directors at the time of dissolution.

Article 8 - Government

The government of this organization and the management of its affairs shall be vested in a Board of Directors. The Board of Directors shall conduct its business according to the Articles of Incorporation and the Constitution and Bylaws of this organization.

Article 9 - Non-profit Status and Liquidation

Oaks Restorative Ranch is not organized for profit. In the event of liquidation or dissolution of the organization, the organization assets, after payment of its just debts and obligations, shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or shall be distributed unto similar organizations for further community benefit, under the discretion of the board of directors at the time of dissolution.

Article 10 - Amendment

This Constitution and Bylaws may be amended provided the proposed amendment shall have been presented in writing to all board members at least 30 days in advance of its actualization. Amendments to this Constitution and Bylaws shall be by two-thirds vote of the Board Members.

BYLAWS

Section 1 - Board of Directors

The government of this organization and the management of its affairs shall be vested in a Board of Directors consisting of not less than three persons. The Board of Directors shall be the executive committee whose purpose is to vote on major instances concerning the nonprofit.

- 1.1 Duration: Members of the executive committee of the Board of Directors shall serve indefinitely or until dissolution of the organization. In rare cases a board member may be dismissed if they have violated a value listed herein, and if qualifying, may be voted out by a two-thirds vote, or following procedure listed in number 6 below. A board member may step down as needed with reasonable notice of at least 30 days before the next meeting.
- 1.2 Qualifications: Members of the Board of Directors shall be committed to benefiting the community through our stated purposes.
- 1.3 Election: A member of the Board of Directors may submit name(s) of candidates to serve as future members of the Board of Directors. Directors shall be elected by a two-thirds vote of the Board of Directors.
- 1.4 Resignation: Any Director of this organization may resign at any time by giving written notice to the Executive Director of this organization. The resignation of any director shall take effect at the time, if any specified therein, or if no time is specified therein, upon receipt thereof by the officer of this organization to whom such written notice is given; and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.
- 1.5 Vacancies: Any vacancy in the Board of Directors caused by death, resignation, removal, or any other cause, shall be filled by a vote of the remaining directors (though less than a quorum), in this case the Executive Director may vote and be considered in this decision. Each director so chosen shall hold office indefinitely or until his or her successor shall be duly elected and qualified, unless sooner displaced.
- 1.6 Removal: A member of the Board of Directors may be removed, either with or without cause, at any time, by a vote of a majority of the total number of directors, at a special meeting of the Board of Directors called for the purpose, and the vacancy in the Board of Directors caused by any such removal shall be filled in a manner specified in number 5 above.
- 1.7 Additional Board Members: The Board of Directors may add to its number as it sees fit upon a two-thirds vote of all Board Members, with a limit of five members and to be always kept at an odd number of three or five, respectively.

Section 2 - Advisors

The Board of Directors will not appoint advisors to an Advisory Board, but may consult volunteers who specialize in providing consultation and expertise in areas related to Oaks Restorative Ranch. Any recommendations, decisions or expenditures made by these volunteers must first be approved by a majority vote of the Board of Directors and are not entitled to compensation or reimbursement, unless voted in favor of beforehand.

Section 3 - Meetings

- 3.1 Board meetings, other than the annual meetings, shall be held as deemed necessary by the Executive Director in accord with the other members of the Board of Directors. Notice shall be given to all members of the Board prior to the meeting.
- 3.2 Annual meetings shall be held each year at a time and place determined by the Executive Director for the purpose of electing officers (if needed), reviewing financial records, adopting budgets, voting on instances, and conducting any other business deemed necessary. Notice shall be given to all members of the Board and any volunteer consultants (Section 2) prior to the annual meeting.
- 3.3 Board meetings and/or special meetings, as needed, may be conducted by call, e-mail, text, or other similar means. Notice shall be given to all members of the Board prior to the meeting.
- 3.4 *Robert's Rules of Order* (Newly revised edition - in Brief) is referenced for parliamentary guidelines of procedure for business meetings of the organization, as needed.

Section 4 - Quorum

A quorum for the purpose of conducting business shall be set at two-thirds of the members of the Board of Directors.

Section 5 - Officers

Duties of the Officers:

- 5.1 Executive Director: The Executive Director is also the founder of said organization, and shall remain the Executive Director indefinitely or until the dissolution of the organization and may not be voted out. The Executive Director will not be vulnerable to dismissal by vote, and may not vote on instances except in the election of a new Board Member as noted on Article I.5. The Executive Director is responsible for the day to day actions of the organization and will bring any related instances to the Board of Directors for review, advisement, and for the purpose of voting to make a decision.
- 5.2 Chair: The Chair shall perform such duties as the office may require. Any member of the board may act as the Chair as needed.
- 5.3 Secretary: The Secretary shall be responsible for keeping accurate minutes of the transactions and decisions made at the business meetings of the organization, care for its correspondence and provide copies to each of the members of the Board of Directors within 10 days of each meeting. The Secretary shall perform such other duties as the office may require. Any member of the board may act as the Secretary as needed.
- 5.4 Treasurer: The Treasurer shall keep the books and records of the organization unless otherwise kept by another hired or volunteer party. The Treasurer will be responsible for preparing and filing all annual tax reporting unless otherwise completed by another hired or volunteer party as approved by the Executive Director.
- 5.5 Directors: All directors are voting members. This does not include any volunteer advisors or the Executive Director. Any Board member may perform duties of the other members in case of the absence or disability of the other members. All members shall perform such other duties as the office may require.

Section 6 - Contracts, Checks, Loans and Deposits

- 6.1 Contracts: The Board of Directors may authorize any officer to enter into a contract on behalf of the organization. Such authority may be general or confined to specific instances and must be documented adequately for reference.
- 6.2 Checks: All checks issued in the name of the organization shall be signed by a person(s) as designated by the Board of Directors.
- 6.3 Loans: No loans shall be contracted on behalf of the organization and no evidence of indebtedness shall be issued in its name unless authorized by the Board of Directors. Such authority may be general or confined to a specific instance and will be documented adequately for reference.
- 6.4 Deposits: All funds of the organization shall be deposited in a timely fashion to the credit of the organization in such banks or depositories as designated by the Board of Directors. The Board shall delegate the person(s) to endorse, assign and deliver checks and other orders for the payment of money to the organization as needed.

Section 7 - Fiscal Year

The fiscal year of this organization shall be the calendar year.

Section 8 - Compensation

No Board member shall be paid for services rendered to Oaks Restorative Ranch and/or any of the other ministry activities listed in Article 3 of the Articles of Incorporation unless approved by two-thirds of the Board of Directors.

Section 9 - Fiscal Responsibility

The financial records of the organization shall be carefully maintained to assure accuracy and compliance with all governmental regulations and to provide the utmost in financial responsibility. The Board of Directors shall have access to the books and records of the organization, as needed.

Section 10 - Personal Liability

The members of the Board of Directors shall not be personally liable for any organization obligations.

Section 11 - Indemnification of Directors and Officers

Each director and officer, whether or not then in office, shall be indemnified by the organization against all costs and expenses reasonably incurred by or imposed upon him/her in connection with or arising out of any action, suit, or proceeding in which he/she may be involved by reason of their being, or having been, a trustee, director or officer of the organization.

The undersigned certifies that the forgoing Articles of Incorporation and Bylaws were duly adopted by the Board of Directors on February 10, 2022.

A handwritten signature in cursive script that reads "Kali Brooks". The signature is written in black ink and is positioned above a horizontal line.

Executive Director of Oaks Restorative Ranch