



**BYLAWS OF  
THE LONGEARS SAFEHOUSE  
(FORMERLY EDGEWOOD LONGEARS SAFEHOUSE)  
A New Mexico Nonprofit Corporation**

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#### **ARTICLE I: OFFICE**

- 1.1 Registered Office and Registered Agent. The registered office of the corporation shall be located in the State of New Mexico at such place as may be fixed from time to time by the Board of Directors upon filing of such notices as may be required by law.
- 1.2 Other Offices. The corporation may also have other offices at other places, within the state of New Mexico or outside of New Mexico, as its business may require and as the Board of Directors may designate.
- 1.3 Principal Office. The principal office of the corporation for transaction of business is currently located at 1048 County Line Road, Edgewood, NM 87015.

## **ARTICLE II: PURPOSE**

### **2.1 Objectives and Purposes**

The objectives and purposes of the corporation are as follows:

- (a) Work with law enforcement offices, Indian tribes, other rescues/organizations and private citizens to rescue donkeys (and other long ears) from abusive situations or neglect and provide a safe refuge for the purpose of rehabilitation, care, and training of these equines.
- (b) Facilitate adoption or retirement as deemed appropriate for the donkeys.
- (c) Educate the public through written publications, Internet presentations (using, for example, social media), workshops, clinics, and lessons on donkey care, handling and training.
- (d) Provide a safe transitory environment for donkeys and other long ears, as directed by the Board, where these equines can be rehabilitated physically and mentally to overcome the traces of abuse and neglect and which is also a place for people to spend time with or assist with the care of the donkeys, in a manner that promotes healing for both.
- (e) Be a resource for persons interested in learning more about donkeys.
- (f) Improve the lives and appreciation of donkeys everywhere through education and by raising public awareness of welfare issues related to donkeys.
- (g) Provide (other) charitable efforts as directed by the Board.

## **ARTICLE III: BOARD OF DIRECTORS**

3.1 Numbers and Powers. The management of all the affairs, property, and interests of the corporation shall be vested in a Board of Directors consisting of no fewer than three (3) and no more than five (5) persons. The exact number of Directors shall be determined by the presiding Directors. In addition to the powers and authorities expressly conferred upon it by these Bylaws and Articles of Incorporation, the Board of Directors may exercise all such powers of the corporation and do all such lawful acts and things as are not by statute or by the Articles of Incorporation or by these Bylaws otherwise prohibited.

3.2 Change of Number. The number of directors may at any time be increased or decreased by amendment of these Bylaws, but no decrease shall have the effect of shortening the term of any incumbent director.

3.3 Vacancies. All vacancies in the Board of Directors, whether caused by resignation, death or otherwise, may be filled by the affirmative vote of a majority of the remaining directors even though less than a quorum of the Board of Directors. A director elected to fill any vacancy shall hold office for the unexpired term of his or her predecessor and until a successor is elected and qualified.

3.4 Terms of Offices. 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 offices may end upon resignation or upon removal from office as defined by these Bylaws, the law, or the Articles of Incorporation. All Directors subsequent to the founding Directors shall serve a term of office of two years. Election of the Directors will follow the rules set out by the law, these Bylaws, and the Articles of Incorporation.

**3.5 Founding Directors.** The following persons shall be known as Founding Directors: Dorothea Lotter, Andrew Cross and Joan Menter. They are designated as Founding Directors for their role in establishing this corporation.

**3.6 Regular Meetings.** Regular meetings of the Board of Directors may be held at the registered office of the corporation or at such other place or places, either within or without the State of New Mexico, as the Board of Directors may from time to time designate. Meetings can also take place over the Internet via social media or by electronic mail. The annual meeting shall be held in January of each year, with time and place as the Board of Directors shall designate by written notice. In addition to the annual meeting, communication among the members of the Board of Directors is encouraged and practiced on a regular basis, and additional meetings are held, with proper notice, whenever a situation arises that requires resolution by the Board of Directors. If a board member is unable to attend the meetings of the organization (including Internet gatherings or communications) for any reason and misses two (2) or more consecutive meetings or fails to respond to internet communications, this may be cause for removal from the Board of Directors.

**3.7 Special Meetings.** Special meetings of the Board of Directors may be called at any time by the President or upon written request by any two directors. Such meetings shall be held at the registered office of the corporation or at such other place or places as the directors may from time to time designate.

**3.8 Notice.** Notice of all special meetings of the Board of Directors (and of all other meetings other than the annual meetings to be held at the place and time designated in Section 3.7) shall be given to each director 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.

**3.9 Quorum.** A quorum shall consist of no less than fifty percent (50%) of the total number of members of the Board of Directors and shall be necessary and sufficient at all meetings to constitute a quorum for the transaction of business.

**3.10 Executive and Other Committees.** The Board of Directors may appoint, from time to time, from its own number, standing or temporary committees consisting each of no fewer than two (2) Directors. Such committees may be vested with such powers as the Board may determine by resolution passed by a majority of the full Board of Directors, provided however, that no such committee shall have the authority of the Board of Directors in reference to:

- (a) Amending, altering, or repealing these Bylaws;
- (b) Electing, appointing, or removing any Director or officer of the corporation;
- (c) Amending the Articles of Incorporation.
- (d) Adopting a plan of merger or consolidation with another corporation.



(e) Authorizing the sale, lease, exchange or mortgage, of all or substantially all of the property and assets of the corporation;

(f) Authorizing the voluntary dissolution of the corporation or revoking proceeds therefor; or

(g) Amending, altering, or repealing any resolution of the Board of Directors which by its term provides that it shall not be amended, altered, or repealed by such committee.

All committees so appointed shall keep regular minutes of the transactions of their meetings and shall cause them to be recorded in books kept for that purpose in the office of the corporation. The designation of any such committee and the delegation of authority thereto, shall not relieve the Board of Directors of any responsibility imposed by law.

3.11 Removal. Any director may be removed at any time, with or without cause, with a unanimous vote to remove. Any officer may resign at any time by giving notice to the Board of Directors. Resignation shall be effective on the date of notice unless a later date is specified in the notice.

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

3.13 Advisory Board Members. In addition to the Board of Directors as specified in the Bylaws, certain persons may be asked to serve as Advisory Board Members. These would include professionals in equine care and training, business professionals (i.e., bankers, lawyers), accountants, and other persons whose area of expertise would be of benefit to the organization in an advisory capacity. Advisory Board Members shall receive all minutes, meeting notices and other documents the same as a regular Board Member, and be invited to attend all meetings, but they shall not be voting members of the Board.

3.14 Parliamentary Procedure. The business of the Corporation shall be conducted in accordance with *Roberts' Rules of Order*.

#### **ARTICLE IV: OFFICERS**

4.1 Designations. The officers of the corporation may include a President, Vice President, a Secretary and a Treasurer. All officers shall be elected by the Board of Directors and hold office until their resignation or until the Board of Directors votes on their replacement and successors are elected and qualified. Any two or more offices may be held by the same person, except the offices of President and Secretary.

4.2 The President. The President shall preside at all meetings of the Board of Directors, shall have general supervision of the affairs of the corporation, and shall perform such other duties as are incident to the office or are properly required of the President, subject to the supervision of the Board of Directors. 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.

4.3 Vice President. During the absence or disability of the President, the Vice President shall exercise all the functions of the President. The Vice President shall have such powers and discharge such duties as may be assigned to him or her from time to time by the Board of Directors. 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.

4.4 Secretary. The Secretary shall issue notices for all meetings, except for notices of special meetings the Board of Directors which are called by the requisite number of directors, shall keep minutes of all meetings, shall have charge of the seal and the corporate books, and shall make such reports and perform such other duties as are incident to the office, or are properly required of the Secretary by the Board of Directors.

4.5 The Treasurer. The Treasurer shall have the custody of all monies and securities of the corporation and shall keep regular books of account, as directed by the Board of Directors. The Treasurer shall disburse the funds of the corporation in payment of the just demands against the corporation or as may be ordered by the Board of Directors (taking proper vouchers for such disbursements) and shall provide the Board of Directors from time to time as may be required, an complete account of all transactions undertaken as Treasurer and of the financial condition of the corporation. The Treasurer may be bonded and the cost of such bond shall be borne by the Corporation.

4.6 Executive Director. The Board may select an Executive Administrator who may or may not be a member of the Board of Directors, who shall be responsible for the administration and conduct of the business and affairs of the corporation pursuant to guidelines established by the Board. The Executive Administrator shall have full authority for direction of the employees of the corporation, if any. The Executive Administrator, if selected, may be compensated for his or her services in that capacity in such amount and manner as the Board of Directors shall determine. The Executive Administrator, if so directed by the Board, the Secretary/Treasurer, or the Executive Committee may collect or dispose Corporation funds. If directed to handle funds, the Executive Administrator may be bonded and the cost of such bond shall be borne by the Corporation.

4.7 Delegation. If any officer of the corporation is absent or unable to act and no other person is authorized to act in such officer's place by the provisions of these Bylaws, the Board of Directors may from time to time delegate the powers or duties of such officer to any other officer or any director or any other person it may select.

4.8 Vacancies. Vacancies in any office arising from any cause may be filled by the Board of Directors at any regular or special meeting of the Board.

4.9 Other Officers. The Board of Directors may appoint such other officers or agents as it shall deem necessary or expedient, who shall hold their offices for such terms and shall exercise such powers and perform such duties as shall be determined from time to time by the Board of Directors.

4.10 Loans. No loan shall be made by the corporation to any officer.

4.11 Term - Removal. The officers of the corporation shall hold office until their successors are chosen and qualified. Any officer or agent elected or appointed by the Board of Directors may be removed at any time, with or without cause, by the affirmative vote of a majority of the whole Board of Directors, but such removal shall be without prejudice to the contract rights, if any, of the person so removed.

4.12 Bonds. The Board of Directors may, by resolution, require any and all of the officers to provide bonds to the corporation, with surety or sureties acceptable to the Board,



conditioned for the faithful performance of the duties of their respective offices, and to comply with such other conditions as may from time to time be required by the Board of Directors.

4.13 Checks and Balances. The Treasurer and President or Executive Administrator must co-sign any checks, drafts, promissory notes, orders for payment of money, and other evidence of indebtedness of the corporation that exceed that amount of two hundred dollars (\$200). Any checks for under the amount of two hundred (\$200) may be signed by either the President or Executive Administrator or the Treasurer solely.

4.14 Depositories. The monies of the corporation shall be deposited in the name of the corporation in such bank or banks or trust company or trust companies as the Board of Directors shall designate, and shall be drawn from such accounts only by check or other order for payment of money signed by such persons, and in such manner, as may be determined by resolution of the Board of Directors.

## **ARTICLE V: FISCAL YEAR**

5.1 Fiscal year. The corporation's fiscal year shall be from January 1st through December 31st.

## **ARTICLE VI: BOOKS AND RECORDS**

6.1 Records. The corporation shall keep correct and complete books and records of account and shall keep minutes of the proceedings of its Board of Directors; and shall keep at its registered office or principal place of business, or at the office of its transfer agent or registrar, a record of its directors, giving the names and addresses of all directors. 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 Director upon request.

6.2 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. 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 VII: DISSOLUTION**

7.1 Dissolution. The Longears Safehouse may be dissolved by a unanimous vote of the Board of Directors at an annual or special meeting.

7.2 Disbursement of Assets. Upon dissolution of The Longears Safehouse, 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 or educational purposes, and at the time must



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.

**7.3 Prohibition Against Sharing Corporate Profits and Assets.** No 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 provision 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, providing that such compensation is otherwise permitted in 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.

#### **ARTICLE VIII: BYLAWS AMENDMENTS**

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

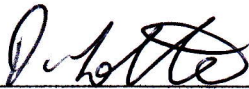
#### **ARTICLE IX: ARTICLES OF INCORPORATION AMENDMENTS**

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

#### **ARTICLE X: WRITTEN CONSENT OF DIRECTORS ADOPTING BYLAWS**

We, the undersigned, are all of the persons named as founding Directors in these Bylaws of The Longears Safehouse (formerly Edgewood Longears Safehouse), a New Mexico non-profit corporation, and pursuant to the authority granted to the Directors by these Bylaws to take action by unanimous written consent without a meeting.

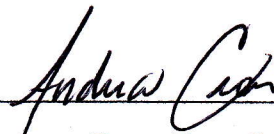
Adopted by resolution of the corporation's Founding Directors on 9/24/2013, 2013.



Dorothea Lotter, Founding Director

9/24/2013

Date



Andrew Cross, Founding Director

9/24/2013

Date



Joan Menter, Founding Director

9-24-13

Date