**Article I**

**Name**

* 1. Name

The name of this corporation shall be EQ Farm. The business of the corporation may be conducted as EQ Farm.

**Article II**

**Purposes and Powers**

2.01 Purposes

EQ Farm 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 the future Federal tax code.

EQ Farm’s purpose is to provide foster care to horses and to facilitate activities that bring horses and humans together for personal growth and learning opportunities.

Our program includes foster horses care for local horse rescues and equine assisted learning activities.

At times, per the direction of the board of directors, we may provide internship or volunteer opportunities and engage in fund raising activities to raise funds for the care and maintenance of the horses and to facilitate equine assisted personal growth and learning opportunities for individuals and groups.

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 was 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 are not 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 – EQ Farm is a Virginia non-profit private foundation within the meaning of section 509(a), recognized as tax exempt under Section 501(c)(3) of the United States Internal Revenue Code.

(b) Exempt Activities Limitation – Not withstanding 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, by any organization contributions 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 Article of Incorporation and these Bylaws.

(c) Distribution upon Dissolution – Upon termination or dissolution of the EQ Farm Corp., 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 the EQ Farm Corp. 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 the EQ Farm Corp. 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 Virginia.

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 the EQ Farm Corp., then the court shall direct the distribution of its assets lawfully available for distribution to the Treasurer of the State of Virginia 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

EQ Farm Corporation shall have a board of directors consisting of at least 5 and no more than 8 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.

4.02 Powers

All corporate powers shall be exercised by or under the authority of the board and the affairs of EQ Farm Corp. shall be managed under the direction of the board, except as otherwise provided by law.

4.03 Director Election and Terms

(a) All directors shall be elected by a simple majority vote of the board to serve a two year term, with three renewable terms, not to exceed eight years.

(b) 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.

(c) After reaching the full term limit, the directors must be off the board for a period of one year before being re-elected.

4.04 Qualifications 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.

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.

1. 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 a simple majority vote of the board of directors for cause or no cause, if before any meeting of the board, the directory in question is given written notification of the board’s intention to discuss his/her case and is given the opportunity to be heard at the meeting of the board.

4.07 Board of Directors Meetings

(a) Regular Meetings – The board of directors shall have a minimum of four regular meetings each calendar year at times and places fixed by the board. 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 CEO, Chair, Secretary, 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 Virginia 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 the 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 Chair or Secretary 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 directors participating may simultaneously hear each other during the meeting, including in person, internet video meeting or by telephonic conference call.

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 or other functions that represent EQ Farm Corp.

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**

**Committees**

5.01 Committees

The board of directors may, by the resolution adopted by a majority of the directors then in office, designate one or more committees, each consisting of two or more directors, to serve at the pleasure of the board. Any committee, to the extent provided in the resolution of the board, shall have all the authority of the board, except that no committee, regardless of board resolution may:

1. Take any final action on matters which also requires board members’ approval or approval of a majority of all members.
2. Fill vacancies on the board of directors in any committee which has the authority of the board.
3. Amend or repeal bylaws or adopt new bylaws.
4. Appoint any other committees of the board of directors or the members of these committees.
5. Expend corporate funds to support a nominee for director.
6. Approve any transaction to which the corporation is a party and one or more directors have a material financial interest or between the corporation and one or more of its directors or between the corporation or any person in which one or more of its directors have a material financial interest.

5.2 Meeting and Action of Committees

Meetings and action of the committees shall be governed by and held and taken in accordance with, the provisions of Article IV of these bylaws concerning meetings of the directors, with such changes in the context of those bylaws as are necessary to substitute the committee and its members for the board of directors and its members, except that the time for regular meetings of committees may be determined either by resolution of the board of directors or by resolution of the committee. Special meetings of the committee may also be called by resolution of the board of directors. Notice of special meetings of committees shall also be given to any and all alternate members, who shall have the right to attend all meetings of the committee. Minutes shall be kept of each meeting of any committee and shall be filed with the corporate records. The board of directors may adopt rules for the governing of the committee not inconsistent with the provision of these bylaws.

5.3 Informal Action by the Board of Directors

Any action required or permitted to be taken by the board of directors at a meeting may be taken without a meeting if consent in writing, setting forth the action so taken, shall be agreed by the consensus of a quorum. For purposes of this section an email transmission from an email address on record constitutes a valid writing. The intent of this provision is to allow the board of directors to use email to approve actions, as long as a quorum of board members gives consent.

**Article VI**

**Officers and Executives**

6.01 Board Officers

The officers of the corporation shall be a board chair and secretary, both of whom shall be chosen by, and serve at the pleasure of, the board of directors. Each board officer shall have the authority and shall perform the duties set forth in these bylaws or by resolution of the board or by direction of an officer authorized by the board to prescribe the duties and authority of other officers. The board may also appoint additional officers as it deems expedient for the proper conduct of the business of the corporation, each of whom shall have such authority and shall perform such duties as the board of directors may determine. One person may hold only one office.

6.02 Term of Office

Each officer shall serve a two year term of office, with three renewable terms, not to exceed eight years. Each board officer’s term of office shall begin upon the adjournment of the board meeting at which elected and shall end upon the adjournment of the board meeting during which a successor is elected.

6.03 Removal and Resignation

The board of directors may remove an officer at any time, with or without cause. Any officer may resign at any time by giving written notice to the corporation without prejudice to the rights, if any, of the corporation under any contract to which the officer is a party. Any resignation shall take effect at the date of the receipt of the notice or at any later time specified in the notice, unless otherwise specified in the notice. The acceptance of the resignation shall not be necessary to make it effective.

6.04 Board Chair

The principle role of the board chair is to manage and provide leadership to the board of directors. The chair is accountable to the board and acts as a direct liaison between the board and the Chief Executive Officer.

Specifically, the duties and responsibilities of the Chair are as follows:

* To provide independent advice and counsel to the CEO
* To ensure that the directors are properly informed and that such information is provided to enable directors to form appropriate judgments
* To develop and set the agendas for the meeting of the board
* To act as Chair at the meetings of the board
* To recommend an annual schedule of the date, time, and location of board meetings
* To review and sign minutes of board meetings
* To call special meetings of the board where appropriate
* To actively engage in spearheading fundraising efforts for EQ Farm
* To represent EQ Farm with affiliates and donors
* To ensure that every board member contributes either financially or in-kind volunteer work to EQ Farm

6.05 Secretary

The secretary shall keep or cause to be kept a book of minutes of all meetings and actions of directors and committees of directors. The minutes of each meeting shall state the time and place that it was held and such other information as shall be necessary to determine the actions taken and whether the meeting was held in accordance with the law and these bylaws. The secretary shall cause notice to be given of all meetings of directors or committees as required by the bylaws. The secretary shall have such other powers and perform such other duties as may be prescribed by the board of directors of the board chair. The secretary may appoint, with the approval of the board, a director to assist in performance of all or part of the duties of the secretary.

6.06 Chief Executive Officer

The Chief Executive Officer is responsible for all management decisions and for implementing the organization’s long and short-term strategic plan established by the Board of Directors.

6.07 Chief Financial Officer

The Chief Financial Officer (CFO) shall be responsible for the oversight of the financial condition and affairs of the corporation. The CFO shall oversee and keep the board informed of the financial condition of the corporation and of audit or financial review results. In conjunction with other directors or officers, the CFO shall oversee budget preparation and shall ensure that appropriate financial reports, including an account of major transactions and the financial condition of the corporation, are made available to the board of directors on a timely basis or as may be required by the board of directors. The CFO shall provide a financial report at each board meeting. The CFO shall perform all duties properly required by the board of directors or the board president. The CFO may appoint, with approval of the board a qualified fiscal agent or member of the staff to assist in performance of all or part of the duties of the CFO.

6.08 Other Officers

The board of directors may designate additional officer positions of the corporation and may appoint and assign duties to other non-director officers of the corporation.

6.09 Board Members

The members of the board of directors of EQ Farm will attend all board meetings and if a meeting is missed, the board member must notify the chair or the CEO to be excused.

The board of directors will provide strategic direction for the organization.

Board members will investigate and vote upon issues using personal conscience and conviction, while supporting the majority decisions on all issues once decided by the Board of Directors.

The members of the board of directors will maintain confidentiality regarding all of the board’s executive sessions and meetings, to include business negotiations and ethics investigations.

Members of the board of directors are responsible for personal expenses they incur for EQ Farm meetings and events. Unless prior authorization is given, board members will provide their own transportation, lodging, and entertainment costs for all EQ Farm meetings and events.

Members of the board of directors will display integrity, consideration, and respect when interacting with each other and affiliates, donors, and all others associated with EQ Farm Corporation.

6.10 Conflict of Interest

Members of the board of directors will serve EQ Farm as a whole, rather than any special interest group, committee, or constituency.

Members of the board of directors will disclose any actual or potential conflict of interest issues.

To avoid any conflict of interest, or the appearance of such, board members will notify EQ Farm board of directors prior to the event in questions, or in a timely manner.

Members of the board of directors will conduct their responsibilities ethically and avoid using the position to advance personal agendas and business interests above the interests of EQ Farm. Without board knowledge and approval, receiving gifts or services for personal benefit as a result of the board position is strictly prohibited.

Board members will uphold EQ Farm standards and ethics and represent themselves in a way that is positive to the EQ Farm organization.

Members of the board of directors will speak on behalf of the board of directors or EQ Farm only with authorization. Board members will clearly delineate when representing or not representing the board and EQ Farm to avoid confusion when expressing opinions, statements, or other public appearances in relation to EQ Farm Corporation.

**Article VII**

**Contracts, Checks, Loans, Indemnification and Related Matters**

7.01 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 CEO or other person to whom the corporation has delegated authority to execute such documents in accordance with policies approved by the board.

7.02 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 CEO and the Chair of the board or by other officers or agents from time to time to be determined by resolution of the board.

7.03 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 or a designated committee may select.

7.04 Loans

All loan requests for EQ Farm must be approved by a majority of the board of directors and signed by the CEO and Chair of the board.

7.05 Indemnification

The corporation shall indemnify a director of 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.

**Article VIII**

**Miscellaneous**

8.01 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 committees of the board. In addition, the corporation shall keep a copy of the corporation’s Articles of Incorporation and Bylaws as amended to date.

8.02 Fiscal Year

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

8.03 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.

8.04 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 EQ Farm Corporation not to discriminate on the bases of race, creed, ancestry, marital status, gender, sexual orientation, age, physical disability, veteran’s status, political service or affiliation, color, religion, or national origin.

8.05 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:

1. That no amendment shall be made to these Bylaws that 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,
2. 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.

**Article IX**

**Counterterrorism and Due Diligence Policy**

In furtherance of its exemption by contributions to other organizations, domestic or foreign, EQ Farm Corporation 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 used.

Although adherence and compliance with the US Department of the Treasury’s publication the “Voluntary Best Practices for US Based Charities” is not mandatory, EQ Farm Corp. 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.

EQ Farm Corp. shall also comply and put into practice federal guidelines, laws, and limitations 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 X**

**Document Retention Policy**

10.01 Purpose

The purpose of this document retention policy is establishing standards for document integrity, retention, and destruction and to promote the proper treatment of EQ Farm Corp. records.

10.02 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 unreasonable if good housekeeping is not performed. A mass of records also makes it more difficult to find permanent records.

From time to time, EQ Farm Corp. 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. EQ Farm Corp. expects all officers, directors, and employees to comply fully with any published records retention or destruction policies and schedules, provided that all officers, directors, and employees should note the following general exception to any stated destruction schedule: If you believe, or if the EQ Farm Corp. 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

1. Corporate documents – Corporate records include the corporation’s Articles of Incorporation, Bylaws and IRS Form 1023 and Application for Exemption. Corporate records should be retained permanently. IRS regulations require that Form 1023 be available for public inspection upon request.
2. 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.
3. 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 for seven years. Other employment and personnel records should be retained for seven years.
4. Board and board committee materials – Meeting minutes should be retained in perpetuity in the corporation’s minute book. A clean copy of all other board and board committee materials should be kept for no less than three years by the corporation.
5. 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.
6. 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.
7. 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.
8. 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.

1. 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.
2. Correspondence – Unless correspondence falls under another category listed elsewhere in this policy, correspondence should generally be saved for two years.
3. 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.
4. Insurance – Expired insurance policies, insurance records, accident reports, claims, etc. should be kept permanently.
5. 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:

1. 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 email, as covered elsewhere in this policy.

**Article XI**

**Transparency and Accountability**

**Disclosure of Financial Information with the General Public**

11.01 Purpose

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

1. Indicate which documents and materials produced by the corporation are presumptively open to staff and/or public
2. Indicate which documents and materials produced by the corporation are presumptively closed to staff and/or public
3. Specify the procedures whereby the open/closed status of documents and materials can be altered

11.02 Financial and IRS documents (The Form 1023 and the Form 990)

EQ Farm Corp. shall provide its Internal Revenue forms 990, 1023, and bylaws, conflict of interest policy, and financial statement to the general public for inspection free of charge.

11.03 Means and Conditions of Disclosure

EQ Farm Corp. shall make “widely available” the aforementioned documents on its internet website to be viewed by the general public.

1. 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).
2. The website shall clearly inform readers that the document is available.
3. EQ Farm shall not charge a fee for downloading the information.
4. EQ Farm shall inform anyone requesting the information where this information can be found, including the web address.

11.04 IRS Annual Information Returns (Form 990)

EQ Farm 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 directors via hard copy at least ten days before the form 990 is filed with the IRS.

11.05 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 material 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.

11.06 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 staff records shall be made available to the board when requested.

11.07 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 donor records shall be made available to the board when requested.

**Article XII**

**Code of Ethics and Whistleblower Policy**

12.01 Purpose

EQ Farm Corporation requires and encourages directors, officers, 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 EQ Farm Corp. to adhere to all laws and regulation 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.

12.02 Reporting Violations

If any director, officer, staff or employer reasonably believes that some policy, practice, or activity of EQ Farm Corporation is in violation of law, a written complaint must be filed by that person with the board chair.

12.03 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.

12.04 Retaliation

Said person is protected from retaliation only if she/he brings the alleged unlawful activity, policy, or practice to the attention of EQ Farm Corp. and provides EQ Farm Corp. 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.

EQ Farm Corp. shall not retaliate against any director, officer, staff or employee who in good faith has made a protest or raised a complaint against some practice of EQ Farm Corp. or of another individual or entity with whom EQ Farm Corp. 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.

EQ Farm Corp. shall not retaliate against any director, officer, or staff or employee who discloses or threatens to disclose to a supervisor of public body, any activity, policy, or practice of EQ Farm Corp. 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 animals in care of EQ Farm Corp.

12.05 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.

12.06 Handling of Reported Violations

The board chair 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 its appointed committee and appropriate corrective action shall be taken if warranted by the investigation.

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

**Article XIII**

**Amendment of Articles of Incorporation**

13.01 Amendment

Any amendment to the Articles of Incorporation may be adopted by approval of two-thirds vote of the board of directors.

**CERTIFICATE OF ADOPTION OF BYLAWS**

I do hereby certify that the above stated bylaws of EQ Farm Corp. were amended and approved by EQ Farm Corp.’s Board of Directors on Wednesday, May 31, 2017 and constitute a complete copy of the Bylaws of the corporation.

Secretary \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_

Date \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_