

Bylaws
Old McDarling's Farm Rescue & Sanctuary, Inc.

Article I
Name and Purpose

Section 1.

Name: The name of the organization shall be Old McDarling's Farm Rescue & Sanctuary, Inc., or more commonly Old McDarling's Farm, herein after referred to as Rescue & Sanctuary.

Section 2.

Insignia: The insignia of the organization shall consist of the name of the organization. In addition, there shall be a graphic accompanying these words, which may be requested as a legal trademark.

Section 3.

Principal Location: The principal location of the organization shall be the address of the registered agent of Old McDarling's Farm: 2210 Briars Way, Lusby, MD 20657. The organization may have other subsidiary locations as deemed necessary by the Board.

Section 4.

Purposes: The purpose of the organization shall be:

- A. To provide animal rescue & sanctuary to livestock, poultry & fowl in need.
- B. To provide rescue, safety & respite to livestock, poultry & fowl, where they can live out their lives with dignity and without pain.

Section 5.

Status: The Rescue & Sanctuary shall operate as a not-for-profit corporation. No part of the earnings, operating or otherwise, shall inure to the benefit of, or be distributable to, its officers, directors, 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 the missions statement. No substantial portion of the organization's activities shall be devoted to attempting to influence legislation, and the corporation shall not intervene in any political campaign on behalf of any candidate for public office. The officers of the organization, speaking or acting as private individuals not representing the organization, are not enjoined from such activities. The organization shall not engage in any activities not permitted for an organization: a) except from federal income taxation under Section 501(c) of the Internal Revenue Code of 1954 or other corresponding provisions of said code and, b) contributions to which are deductible under Section 170(c) of the Internal Revenue Code of 1954, or corresponding provisions of said code.

Section 6.

Revision of Bylaws: The Board of Directors shall adopt and may, from time to time, revise these Bylaws as may be required to carry out the purposes of the organization. The Bylaws may not be changed in any way that would conflict with the original philosophy and purposes of the organization or that would violate the organization's not-for-profit status. The Board of Directors will propose revisions of these bylaws. Revision of bylaws requires a vote of two-thirds of the Board of Directors. The Articles of Incorporation will always control if there is any conflict with the Bylaws.

Article II
Membership

Section 1.

Membership: Voting membership shall consist solely of the Board of Directors. Advice, recommendations and other input from volunteers is encouraged but is non-binding on the Board of Directors in all areas. The Board of Directors is solely responsible for all corporate governance.

Article III
Board of Directors

Section 1.

Board Size, Role, Compensation: The Board of Directors may vary between a minimum of four (4) and a maximum of six (6). The Board is responsible for corporate governance, overall policy, selection of both corporate officers within the Board of Directors and Board members. The President may assign duties to the other Board members, such as, but not limited to: responsibility for foster, intake and adoption teams, etc. Board members shall not, by reason of their office, be entitled to receive salary or compensation for duties inherent to the office. Directors may not vote on any Rescue & Sanctuary issues or other matters which involve a direct conflict of interest. A direct conflict of interest exists when so declared by a simple majority vote of the entire Board of Directors.

The Board may also appoint non-voting volunteer positions and committees which shall advise and report directly to the Board. Such non-voting volunteers shall serve at the pleasure of the Board.

Section 2.

Terms: All Board members shall serve one (1) year terms and are eligible for re-election. There are no term limits.

Section 3.

Board Meetings: Meetings of the Board of Directors shall be held at least quarterly at a time and place designated by the Directors. A quorum for a Board meeting shall be a majority of the Board of Directors. Each Director shall have one vote. Board meetings are open to all volunteers of Old McDarling's Farm, except sensitive agenda items, when the Board shall meet in Executive Session, such as legal or financial matters, as so designated by any Board Officer or a simple majority of the Board. Due to space limitations, reasonable prior notice is required to attend.

Section 4.

Order of Business: So far as the nature and needs of the meeting permit, the order of business at a meeting of the Board of Directors shall be as follows:

Approval of Minutes of the last meeting

Unfinished Business

Reports of the President/Vice-President, Secretary, Treasurer, Directors and Committee Chairs

New Business

Executive Session Agenda Items (if required)

Adjournment

Section 5.

Annual Meeting: One Annual Meeting shall be held each year on a date determined by the Board of Directors. Written notice of each Annual Meeting shall be published on the website (www.oldmcdarlingsfarm.com) at least 30 days prior to the date of the meeting.

Section 6.

Special Board Meetings: Special Board Meetings may be called by the President, Vice-President, Treasurer or the Secretary upon their own request or the receipt of a written request signed by at least two other members of the Board. Written notice of such a meeting shall be sent by the Secretary to each Board member at least 14 days, and no more than 30 days, prior to the date of the meeting. The notice of the meeting shall state the purpose of the meeting and no other Rescue & Sanctuary business may be transacted at that meeting. The quorum for said meeting shall be a majority of the members of the Board of Directors.

Section 7.

Emergency Meetings: Such advance written notice may be waived for special issues in which time is of the essence. These emergency meetings may be scheduled by any Board member with reasonable notice by any means practical to all Board members: telephone, email, or personal contact.

Section 8.

Eligibility: To be eligible to serve on the Board of Directors an individual must be currently participating in Rescue & Sanctuary activities and nominated by a Board member. Election of Board members will be on an as needed basis and carried by a simple majority of the Board at any formal Board Meetings, whether regular or special. There are no proxies. All such elections shall take place during a regular meeting of the Directors, called in accordance with the provisions of these Bylaws.

Section 9.

Limitations: Only one (1) person from an individual household may be nominated to, or serve on the Board of Directors at one time unless discussed and approved by the majority of the Board. Each Board member must attend a minimum of 75 percent of the Board meetings in one year unless the Board of Directors grants a waiver for special circumstances.

Section 10.

Advisors: The Board of Directors may appoint advisors to assist the Board.

Advisors shall have served Rescue in some capacity or demonstrate an extensive knowledge of livestock animals in an area that would be of assistance to Rescue & Sanctuary. Advisors may attend meetings, but have no voting rights.

Section 11.

Removal from the Board: A director may be removed from office when the Board of Directors concludes that the Director is not serving in such a way as to further the purposes of Rescue & Sanctuary. Formal notice requirement is the same as for Special Board Meetings. Removal from office will be by majority of the Board. Any resignation shall be in writing, directed to the Secretary or President and is effective upon receipt.

Section 12.

Quorum: A quorum shall consist of at least forty percent of all Board members for business transactions to take place and motions to pass.

Article IV
Officers

Section 1.

Number Type: There shall be four (4) officers of the Board of Directors. These officer positions are President, Vice-President, Secretary, and Treasurer. Should more than one Officer position be vacant, any Officer may accept a second Officer position except those of President and Vice-President, which shall be exclusive.

The President shall preside at all Board Meetings. Should the President be unable to serve the Vice-President shall do so in their place. Should the Vice-President also be unavailable then the Secretary shall preside.

Descriptions: The duties of each officer position is as follows:

- A. President and Vice-President. The President shall preside at meetings or may assign that duty to the Vice-President. The Vice-President shall preside at all meetings and perform all required presidential duties in the President's absence. The President is entitled to delegate tasks appropriate to each Board members position. The President and Vice- President oversee the entire operation of Rescue & Sanctuary, including, but not limited to, the intake of farm animals, placement of animals in foster and adoptive homes, fundraising, events, appointment of committee chairs, with the exception of the nominating committee, and record keeping. The President and Vice-President may attend all committee meetings, but are not empowered to vote on committee business.
Both the President and the Vice-President shall have signatory powers on all Rescue & Sanctuary bank accounts and investments. The President and Vice President are entitled to view all financial work products of the Treasurer and any outside professional accountants.
- B. Secretary: The Secretary shall keep a record of all Rescue & Sanctuary meetings. The Secretary shall provide Board members with copies of Board meeting minutes prior to the next Board meeting, notify the Board of upcoming meetings and attend to the production, storage and dissemination of all correspondence as directed by the Board.
- C. Treasurer: The Treasurer shall take care of all monies belonging to Rescue & Sanctuary and shall have primary responsibilities for such monies. The Treasurer shall deposit same in a bank satisfactory to the Board in the name of Rescue and shall maintain books that shall be open to inspection by the Board at all times. The Treasurer shall submit a written report of the financial status of Rescue at each Board meeting and shall render a statement of Rescue finances for the previous fiscal year at the Annual Meeting. The Treasurer shall have signatory powers on all accounts in conjunction with the President and Vice- President..

- D. Member at Large: All non-Officer Board members shall be known as “Members at Large” and shall accept specific duties as assigned by the President, such as Intake, Foster, and Adoption Teams, etc. The President may not assign duties to two Board members of the same household, responsibilities for Old McDarling's Farm assets, such as money, property, merchandise, etc.

Section 3.

Veterinary Consultant: The Board of Directors shall strive at all times to appoint a Veterinary Consultant, DVM, to advise the Board on all relevant medical matters. Such a consultant may attend all relevant Board meetings as needed but is not a member of the Board.

Section 4.

Term, Election: All officers shall serve a term of one (1) year with all elections at a Board Meeting. Any Board member may nominate themselves or another Board member. Election shall be by a majority of all Board members present. There are no proxies and no term limits.

Article V **Vacancies**

Section 1.

Vacancies: Should any vacancy occur mid-term of any officer position, or if the Board has less than the required four (4) members, either the Secretary or President shall receive nominations for any replacements and an election held at either a Special Board Meeting or next regular Board meeting, as the case may be. Retiring members are required to turn over to their successors all properties and records relating to their former position within fourteen (14) days of them leaving the position.

Committees

Section 1.

Committees: The Board of Directors may appoint a Committee Chair to head any committee that the Board deems necessary to advance the work of Rescue & Sanctuary. The Committee Chair may select committee members to serve on the committee. All committees are subject to the final authority of the Board of Directors, which must approve its activities and set its budget.

Section 2.

Termination of Committee Appointments: Any committee appointment may be

terminated by a majority vote of the Board of Directors with written notice to the appointee. The Board of Directors will appoint a successor to fill the vacancy.

Section 3.

Dissolution of Committees: The Board of Directors may disband a committee at any time by a vote of the Board.

Article VII
Annual Report

Section 1.

Annual Report: The Board of Directors is obligated to have available to the community all reports required pursuant to the not-for-profit corporation law of the State of Maryland.

Employees

Section 1.

Article VIII

Employees: The Board of Directors may employ agents to perform duties for, and on behalf of Rescue & Sanctuary. Hiring and compensation for such persons shall require a unanimous vote of approval by the Board of Directors. No Director may serve as a paid employee of Rescue & Sanctuary while serving on the Board of Directors.

Article IX
The Official Year

Section 1.

The Official Year: Rescue & Sanctuary's Official Year shall coincide with the Fiscal Year. The Rescue Fiscal Year shall begin on the first day of January of each calendar year and end on the 31st day of December of the same year.

Article X
Amendments/Dissolution/Certification

Section 1.

Amendments: These Bylaws may be amended when necessary by two-thirds majority of the Board of Directors. Proposed amendments must be submitted to the Secretary to be sent out with regular Board announcements.

Section 2.

Dissolution of Rescue & Sanctuary: Rescue & Sanctuary may be dissolved at any time by a unanimous vote of the Board of Directors. In the event of dissolution of Rescue & Sanctuary other than for purposes of voluntary or involuntary reorganization or by requirement of the law, none of the property of Rescue & Sanctuary, nor any of the proceeds thereof, nor any of the assets of Rescue shall be distributed to any members of Rescue, but after payment of the debts of Rescue, its property and assets shall be given to a charitable organization or organizations for the benefit of livestock animals. The Board of Directors shall choose the recipient(s).

Section 3.

Approval: These Bylaws were approved at a meeting of the current Board of Directors by a unanimous vote on 01/10/2019.

DATE: _____.

SECRETARY: _____ .