

ORGANIZATIONAL BY-LAWS OF
“Second Chance Thoroughbreds, Inc.”
A NONPROFIT CORPORATION

ARTICLE 1 – ORGANIZATION

1. The name of the organization shall be: **“Second Chance Thoroughbreds, Inc.”**
2. The organization shall have a corporate logo, a copy of which shall be affixed to this document when it arrives.
3. The physical address of **Second Chance Thoroughbreds, Inc.** is:
121 Dawson Hill Road, Spencer, New York 14883
4. For accounting purposes, the start of the fiscal year shall be January 1st and the end of the fiscal year shall be December 31st.

ARTICLE II – OBJECTIVES AND PURPOSES

1. Second Chance Thoroughbreds, Inc. is a 501(c)(3), tax-exempt, non-profit charitable organization registered with the Internal Revenue Service. The organization’s main focus is on retraining and rehoming of thoroughbred race horses, giving them a soft landing and further training in order to transition them to a new career post-racing. The thoroughbreds in our program come to us straight off the track (mainly Finger Lakes Race Track in Farmington, NY) and through local ads (Craigslist, Facebook, etc.). Thoroughbreds purchased from the track are those that are priced low (below \$1200) and/or need to be moved quickly. Thoroughbreds found through local ads are those that appear at risk – malnourished, living in improper conditions, owners moving/”must sell ASAP,” and those priced low enough (usually \$500 or less) that are at risk of going to auction. All thoroughbreds are evaluated upon arrival to our facility and their individual medical and nutritional needs are addressed before beginning the retraining process. Once properly let down and/or rehabbed, horses are trained for a new career based on physical and mental strengths and weaknesses. All are kept up to date on shots, coggins, hoof trimming, dental work and maintain an ideal body weight. All thoroughbreds adopted out carry a no racing/no auction/no breeding contract and Second Chance Thoroughbreds, Inc. maintains right of first refusal in order to insure the horse’s future protection and well-being. The goal of Second Chance Thoroughbreds, Inc. is to prevent thoroughbreds from ever going to auction and/or slaughter and for all thoroughbreds to be given the opportunity to be retrained for a new career once they retire from racing.
2. In order to further our goal of preventing thoroughbreds from ending up at auction/slaughter, Second Chance Thoroughbreds, Inc. works to educate the public on proper training, care, and the versatility of the breed. We hold an all-thoroughbred horse show in order to promote new careers for the breed as well as a clinic and adoption showcase to educate the public on training methods (in dressage, hunter/jumpers, and pleasure/obstacles) and on how versatile the thoroughbred can be. Throughout the year, we attend various local shows, clinics, parades and other demonstrations and always focus on creating a good example of thoroughbreds excelling off the track. Through social media we network our

horses as well as other thoroughbreds for sale on and off the track, further promoting horses before they end up at auction. We created the Social Club Initiative Gelding that offers vouchers, up to \$500 to pay a vet for gelding local colts and stallions. To date, we have gelded 20 equines, thus preventing accidental breedings, making the horses easier to handle and manage, and ultimately making them more desirable to own, improving their chances of landing in a stable environment and not at auction/slaughter.

3. No part of the net earnings of Second Chance Thoroughbreds, Inc., shall inure to the benefit of, or be distributed to its members, trustees, officers, or other private persons, 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 Article II hereof. No substantial part of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office. Notwithstanding any other provision of these articles, the Corporation shall not carry on any activities not permitted to be carried on (a) by the Corporation exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future Federal tax code, or (b) by the Corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or the corresponding section of any future Federal tax code.

ARTICLE III – MEMBERSHIP

There shall be no organizational membership.

ARTICLE IV – BOARD OF DIRECTORS

The Board may consist of only one Executive Director plus the organization's officers but must not exceed five (5) directors. The Board is responsible for setting policy and governing the organization, and holds the power to conduct the nonprofit's day-to-day business.

Additional Board members may be appointed by the seated Board of Directors.

The Board is responsible for removal of Board Members (with or without cause) and filling of any vacancies that might occur on the Board.

Board Members will not be compensated for services as Members of the Board, except that by resolution of the Board, Directors may be reimbursed for expenses incurred on behalf of Second Chance Thoroughbreds, Inc.

The Board of Directors will meet monthly and may hold its meetings at such times and places as a majority of the Directors in office determine.

Board Members will be notified by mail, telephone, or email two weeks before each regularly scheduled Board Meeting (written notice of a meeting is not required).

Special Board meetings may be called by the Executive Director or a majority of the Board Members.

A majority of the members of the Board present will constitute a quorum. Except where otherwise required by law, the Articles, or these Bylaws, the affirmative vote of a majority of the Directors present at a duly held meeting shall be sufficient for any action.

The Board will conduct its business according to Robert's Rules of Order. Duly called meetings may be held by conference call or other technological means.

The Executive Director (President) shall be the Chief Executive Officer of the Corporation. The Executive Director shall supervise and control all of the business and affairs of the Corporation. The Executive Director shall preside at all meetings of the Members and of the Board of Directors. The Executive Director shall keep copies of all records and documents of the Corporation. The Executive Director shall submit annual status reports to the Secretary and keep a file on copy. The Executive Director shall also review the annual status reports of the Treasurer. Except as otherwise provided by law, the Articles of Incorporation, or by these Bylaws, the Executive Director 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. The Executive Director shall perform other duties prescribed by the Board of Directors and all duties incidental to the office of the Executive Director.

The Vice President, if one is appointed, shall perform the duties of the President should the President be absent and when otherwise necessary, and will perform other duties as required or directed by the President.

The Secretary shall manage paperwork in relation to the Corporation or as directed by the President and Board of Directors. The Secretary shall give all notices as provided in the Bylaws or as required by law. The Secretary shall take minutes of the meetings of the Members and of the Board of Directors and keep the minutes as part of corporate records. The Secretary maintains custody of the corporate records and the logo of the Corporation and will affix the corporate logo to all documents as authorized. The Secretary shall keep a register of the mailing address of each Member, Director, Officer, and Employee of the Corporation. The Secretary shall perform duties as assigned by the President and Board of Directors and will perform all duties incidental to the office of the Secretary. The Secretary shall give all notices in accordance with the provisions of these Bylaws, the Articles of Incorporation, or as required by law and will maintain copies of all records, documents, and Bylaws of the Corporation.

The Treasurer shall have charge and custody of being responsible for all funds and securities of the Corporation. The Treasurer shall receive and give receipts for monies due and payable to the Corporation from any source. The Treasurer shall deposit all monies of the Corporation in banks, trust companies, or other depositories as provided in the Bylaws or as directed by the Board of Directors or President. The Treasurer shall write checks and disburse funds to discharge obligations of the Corporation. Funds may not be drawn from the Corporation or its accounts for greater than \$1,000.00 without the signature of the President or a Vice President in addition to the signature of the Treasurer. The Treasurer will maintain the financial books and records of the Corporation and will prepare financial reports for the President and Vice President at least annually. The Treasurer will perform other duties as assigned by the President or by the Board of Directors. If required by the Board of Directors, the Treasurer will give a bond for the faithful discharge of his or her duties in a sum and with a surety as determined by the Board of Directors. The Treasurer shall perform all of the duties incident to the office of the Treasurer.

The Secretary and Treasurer, (both positions, which can be fulfilled by the same person), shall perform all other such duties as determined by the Board.

All Officers will be members of the Board of Directors.

The Board has the right to set up committees, when deemed necessary, and outline how those committees are to function on behalf of the Organization.

ARTICLE V – TRANSACTIONS OF THE CORPORATION

Contracts

The Board of Directors may authorize any Officer or Agent of the Corporation to enter into a contract or execute and deliver any instrument in the name of and on behalf of the Corporation. This authority may be limited to a specific contract or instrument or it may extend to any number and type of possible contracts and instruments.

Deposits

All funds of the Corporation shall be deposited to the credit of the Corporation in banks, trust companies, or other depositories that the Board of Directors selects.

Gifts

The Board of Directors may accept on behalf of the Corporation any contribution, gift, bequest, or devise for the general purposes or for any special purpose of the Corporation. The Board of Directors may make gifts and give charitable contributions that are not prohibited by the Bylaws, the Articles of Incorporation, State law, and any requirements for maintaining the Corporation's Federal and State tax status.

Potential Conflicts of Interest

The Corporation shall not make any loan to a Director or Officer of the Corporation. A Member, Director, Officer, or Committee Member of the Corporation may lend money to and otherwise transact business with the Corporation except as otherwise provided by the Bylaws, Articles of Incorporation, and all applicable laws. Such a person transacting business with the Corporation has the same rights and obligations relating to those matters as other persons transacting business with the Corporation. The Corporation shall not borrow money from or otherwise transact business with a Member, Director, Officer, or Committee Member of the Corporation unless the transaction is described fully in a legally binding instrument and is in the best interests of the Corporation. The Corporation shall not borrow money from or otherwise transact business with a Member, Director, Officer, or Committee Member of the Corporation without full disclosure of all relevant facts and without the approval of the Board of Directors, not including the vote of any person having a personal interest in the transaction. Should a Member, Director, Officer or Committee Member have a financial, personal, or official interest in, or conflict (or appearance of a conflict) with any matter pending before the Board, of such nature that it prevents or may prevent that member from acting on the matter in an impartial manner, will offer to the Board to voluntarily excuse him/herself and will vacate his seat and refrain from discussion and voting on said item.

Prohibited Acts

As long as the Corporation is in existence, and except with the prior approval of the Board of Directors, no Director, Officer, or Committee Member of the Corporation shall:

- (a) Do any act in violation of the Bylaws or a binding obligation of the Corporation.
- (b) Do any act with the intention of harming the Corporation or any of its operations.
- (c) Do any act that would make it impossible or unnecessarily difficult to carry on the intended or ordinary business of the Corporation.
- (d) Receive an improper personal benefit from the operation of the Corporation.
- (e) Use the assets of this Corporation, directly or indirectly, for any purpose other than carrying on the business of this Corporation.
- (f) Wrongfully transfer or dispose of Corporation property, including intangible property such as goodwill.
- (g) Use the name of the Corporation or any substantially similar name or any trademark or trade name adopted by the Corporation, except on behalf of the Corporation in the ordinary course of the Corporation's business.
- (h) Disclose any of the Corporation business practices, trade secrets, or any other information not generally known to the business community to any person not authorized to receive it.

ARTICLE VI - DISSOLUTION

Upon the dissolution of the Corporation, assets 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 to the Federal government, or to a State or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by a Court of Competent Jurisdiction of the County in which the principal office of the Corporation is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE VII – AMENDMENTS TO THE BYLAWS

The Board of Directors may from time to time adopt, amend, or repeal any or all of the Bylaws of this Organization. However, the initial stated purpose and goal of the Organization shall never be allowed to be diminished in its original intent. A majority of vote from the Board of Directors may be cause for amendment to any or all of the Bylaws and all proposed changes must be presented to each Board Member at least one week prior to the scheduled Board Meeting.

ARTICLE VIII - MISCELLANEOUS PROVISIONS

Legal Authorities Governing Construction of Bylaws

The Bylaws shall be construed in accordance with the laws of the State of New York. All references in the Bylaws to statutes, regulations, or other sources of legal authority shall refer to the authorities cited, or their successors, as they may be amended from time to time.

Legal Construction

If any bylaw provision is held to be invalid, illegal, or unenforceable in any respect, the invalidity, illegality, or unenforceability shall not affect any other provision and the Bylaws shall be construed as if the invalid, illegal, or unenforceable provision had not been included in the Bylaws.

Headings

The headings used in the Bylaws are used for convenience and shall not be considered in construing the terms of the Bylaws.

Gender

Wherever the context requires, all words in the Bylaws in the male gender shall be deemed to include the female or neuter gender, all singular words shall include the plural, and all plural words shall include the singular.

Power of Attorney

A person may execute any instrument related to the Corporation by means of a Power of Attorney if an original executed copy of the Power of Attorney is provided to the Secretary of the Corporation to be kept with the Corporation records.

Parties Bound

The Bylaws shall be binding upon and inure to the benefit of the Members, Directors, Officers, Committee Members, Employees, and Agents of the Corporation and their respective heirs, executors, administrators, legal representatives, successors, and assigns except as otherwise provided in the Bylaws.

CERTIFICATE OF SECRETARY

I certify that I am the Secretary of Second Chance Thoroughbreds, Inc. and that the foregoing Bylaws constitute the Bylaws of the Corporation. These Bylaws were duly adopted at a meeting of the Board of Directors held on March 31, 2013.

Printed Name: Skye-Anna Lynn Nye-Smith

Date: March 31, 2013

Signature: *Maisey Louise Pautz*
Maisey Louise Pautz (May 24, 2022 10:42 EDT)

Secretary of the Corporation

Updated 12/27/2021

Euthanasia Policy

Second Chance Thoroughbreds, Inc. follows the euthanasia guidelines established by the American Association of Equine Practitioners (AAEP). In the past 12 months, no horses in our care have been euthanized. Humane euthanasia will be considered and/or performed on equines in our care only after veterinary consultation and exhaustion of all available options. Horses will be addressed on an individual basis and humane euthanasia may be considered for one or more of the following reasons:

- A horse should not have to endure continuous or unmanageable pain from a condition that is chronic and incurable.
- A horse should not have to endure a medical or surgical condition that has a hopeless chance of survival.
- A horse should not have to remain alive if it has an unmanageable medical condition that renders it a hazard to itself or its handlers.
- A horse should not have to receive continuous analgesic medication for relief of pain for the rest of its life.
- A horse should not have to endure a lifetime of continuous individual box stall confinement for prevention or relief of unmanageable pain or suffering.

The following techniques will be employed by a licensed veterinarian should humane euthanasia be required:

- Intravenous administration of an overdose of barbiturates.
- Gunshot to the brain.

Second Chance Thoroughbreds, Inc. will follow state regulation on disposal of all carcasses should humane euthanasia be required. The owner of the equine in question will determine what method of carcass disposal will be utilized prior to euthanasia. Burial on site is at the sole discretion of Second Chance Thoroughbreds, Inc.'s Executive Director, Collette Duddy.

“Deceased Animal Disposal Laws: N.Y. Agric. & Mkts. Law § 377. Disposal of dead animals:

- (1) The carcasses of large domestic animals, including but not limited to horses, cows, sheep, swine, goats and mules, which have died otherwise than by slaughter, shall be buried at least three feet below the surface of the ground or otherwise disposed of in a sanitary manner by the owner of such animals, whether the carcasses are located on the premises of such owner or elsewhere. Such disposal shall be completed within seventy-two hours after the owner is directed to do so by any peace officer, acting pursuant to his special duties, police officer, or by a designated representative of the commissioner.
- (2) Notwithstanding section forty-one of this chapter, any violation of this section shall constitute a violation. This section shall not apply to animal carcasses used for experimental or teaching purposes.”

The following is a list of people and resources we recommend should humane euthanasia need to be considered. Final decisions on euthanasia and carcass disposal are at the owner's discretion and are to be established with Second Chance Thoroughbreds, Inc. prior to euthanasia.

Our Veterinarian: Cornell
Ambulatory Clinic

Euthanasia/Cremation:
College of Veterinary Medicine

Castration Policy:

All colts and stallions shall be gelded by a licensed veterinarian within 30 days of arrival to our facility. Additionally, horses may not be turned out with others until after the gelding procedure has been performed due to safety concerns. Recently gelded horses shall be kept separate from mares for at least 15 days post-castration to ensure no accidental breedings should the gelding still contain viable sperm. As mares are not routinely spayed, all mares are adopted out with a no breeding contract.


Bylaws-Euthanasia-Castration-Policies-Revised-3-1


Final Audit Report


2022-05-24


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