

HOFCARE ESSENTIALS FOUNDATION INC.
FEIN: 82-4804815

BYLAWS

ARTICLE I – NAME

Section 1 – Name

The name of the corporation shall be Hoofcare Essentials Foundation Inc.

ARTICLE II – PURPOSES AND POWERS

Section 1 – Purpose

The Hoofcare Essentials Foundation Inc. 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 any future Federal tax code. The corporation will promote the integrity of the farrier industry by supporting the educational and charitable needs of the industry.

Section 2 – Powers

The corporation shall have the power, directly or indirectly, alone or in conjunction or cooperation with others, to do all lawful acts which may be necessary or convenient to affect the charitable purposes, for which the corporation is 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 not limited to, the acceptance of contributions from the public and private sectors, whether financial or in-kind contributions.

Section 3 – Nonprofit Status and Exempt Activities Limitation

1. Nonprofit Legal Status. Hoofcare Essentials Foundation Inc. is a State of Florida non-profit public benefit corporation, recognized as tax exempt under Section 501(c)(3) of the United States Internal Revenue Code.
2. Exempt Activities Limitation. Notwithstanding 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, or by any organization contributions to 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 Articles of Incorporation and these Bylaws.
3. Distribution Upon Dissolution. Upon termination or dissolution of the Hoofcare Essentials Foundation Inc. 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

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organization or organizations have a charitable purpose which, at least generally, includes a purpose similar to the terminating or dissolving corporation.

4. The organization to receive the assets of the Hoofcare Essentials Foundation Inc. 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 Hoofcare Essentials Foundation Inc. 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 Florida.
5. If 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 Hoofcare Essentials Foundation Inc. then the court shall direct the distribution of its assets lawfully available for distribution to the Treasurer of the State of Florida to be added to the general fund.

ARTICLE III - SPONSORSHIP

Section 1 – Sponsorship Categories

The categories of sponsorship shall include:

1. **EDUCATIONAL PARTNERS** – Educational Partners may be any individual, company, or organization who have paid the annual Educational Partnership payment to the Hoofcare Essentials Foundation Inc. They shall also receive sponsorship and partnership benefits as determined by the Board of Directors.
2. **PATRONS** – Patrons may be any individual, company, or organization who have consistently demonstrated their willingness to support the mission and objectives of the Hoofcare Essentials Foundation Inc. Examples of Patrons include farriers, veterinarians, clinicians, horse owners, trainers, grooms, or others interested in providing educational value to the farrier and/or veterinary community. They shall receive sponsorship benefits as determined by the Board of Directors.

ARTICLE IV – BOARD OF DIRECTORS

Section 1 – Number of Directors

Hoofcare Essentials Foundation Inc. shall have a Board of Directors consisting of at least five (5) and no more than seven (7) directors.

Section 2 – Powers

All corporate powers shall be exercised by or under the authority of the Board and the affairs of the Hoofcare Essentials Foundation Inc. shall be managed under the direction of the Board except as otherwise provided by law.

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Section 3 – Terms

All directors shall be lifetime appointees.

Section 4 – Qualifications and Election of Directors

To be eligible to serve as a director on the Board of Directors, the individual must be 18 years of age.

Section 5 – Vacancies

The Hoofcare Essentials Foundation 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 Hoofcare Essentials Foundation Board of Directors for the balance of the term of the director being replaced.

Section 6 – Removal of Directors

A director may be removed by 100% vote of the Board of Directors then in office (not include the director being removed), if:

1. The director is absent and unexcused from two or more meetings of the Board of Directors in a twelve-month period. The Board Chairperson is empowered to excuse directors from attendance for a reason deemed adequate by the Board of Directors.
2. Or, for cause, if before any meeting of the Board at which a vote on removal will be made the director in question is given electronic or written notification of the Board's intention to discuss her/his case and is given the opportunity to be heard at a meeting of the Board.

Section 7 – Board of Directors Meetings

1. **Regular Meetings.** The Board of Directors shall have a minimum of six (6) regular meetings each calendar year at times and places fixed by the Board. Board meetings shall be held upon four (4) days' notice by first-class mail, electronic mail, or facsimile transmission or forty-eight (48) hours' notice delivered personally or by telephone. If sent by mail, facsimile transmission, or electronic mail, the notice shall be deemed to be delivered upon its deposit in the mail or transmission system. Notice of meetings shall specify the place, day, and hour of meeting. The purpose of the meeting need not be specified.
2. **Special Meetings.** Special meetings of the Board may be called by the Chairperson, Vice Chairperson, Secretary, Treasurer, 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.
3. **Waiver of Notice.** Any director may waive notice of any meeting, in accordance with the State of Florida law.

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Section 8 – Manner of Acting

1. Quorum. No votes shall be taken by the Board at any meeting at which 100% of directors are not present either in person or through proxy.
2. Proxy. Should a director be unable to attend a meeting where a vote will be taken, they may cast their vote(s) by notifying either the Chairperson or the Vice-Chairperson of their decision.
3. Participation. Except as required otherwise by law, the Articles of Incorporation, or these Bylaws, directors may participate in a regular or special meeting by any means of communication by which all directors participating may simultaneously hear each other during the meeting, including in person, proxy, internet video meeting or by telephonic conference call.

Section 9 – 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.

Section 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, Guidelines and Standard Operating Procedures, and state law.

Section 11 – Director Emeritus

An honorary status of Director Emeritus will be offered to a maximum of six (6) industry leaders who are held in high esteem by the Board of Directors. These directors will be invited to attend Board meetings/calls, but not required to attend. They will be sent minutes of meetings for their review. Any concerns that these directors may have about the direction of the Foundation should be directed to the Chairperson for Board of Directors consideration.

ARTICLE V – COMMITTEES

Section 1 – 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 or sponsors or other interested persons, 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;

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2. Fill vacancies on the Board of Directors in any committee which as the authority of the Board;
3. Amend or repeal Bylaws or adopt new Bylaws;
4. Amend or repeal any resolution of the Board of Directors which by its express terms is not so amendable or repealable;
5. Appoint any other committees of the Board of Directors or the members of these committees;
6. Expend corporate funds to support a nominee for director;
7. Approve any transaction:
 - a. To which the corporation is a party and one of more directors have a material financial interest; or
 - b. 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.

Section 2 – Meetings 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.

Section 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 e-mail transmission from an e-mail 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.

ARTICLE VI – OFFICERS

Section 1 – Board Officers

The officers of the corporation shall be a Board Chairperson, Vice-Chairperson, Secretary, and Treasurer, all of whom shall be chosen by, and serve at the pleasure of, the Board of Directors.

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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 Vice-Chairpersons and such other 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 two or more Board offices, but no Board officer may act in more than one capacity where action of two or more officers is required.

Section 2 – Term of Office

Each officer shall serve a one-year term of office or until a successor has been elected or appointed.

Section 4 – Chairperson

The Board Chairperson shall be the chief volunteer officer of the corporation. The Board Chairperson shall lead the Board of Directors in performing its duties and responsibilities, including, if present, presiding at all meetings of the Board of Directors, and shall perform all other duties incident to the office or properly required by the Board of Directors.

Section 5 – Vice-Chairperson

In the absence or disability of the Board Chairperson, the ranking Vice-Chairperson or Vice-Chairperson designated by the Board of Directors shall perform the duties of the Board Chairperson. When so acting, the Vice-Chairperson shall have all the powers of and be subject to all the restrictions upon the Board Chairperson. The Vice-Chairperson shall have such other powers and perform such other duties prescribed for them by the Board of Directors or the Board Chairperson. The Vice-Chairperson shall normally accede to the office of Board Chairperson upon the completion of the Board Chairperson's term of office.

Section 6 – 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 and 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 or the Board Chairperson. The Administrator may be appointed by the Board of Directors as Assistant Secretary and assist in performance of all or part of the duties of the Secretary. The Assistant Secretary position will be a non-voting position on the Board of Directors.

Section 7 – Treasurer

The Treasurer shall be the lead director for oversight of the financial condition and affairs of the corporation. The treasurer 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 Treasurer 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 Treasurer shall perform all duties properly required by the Board of Directors

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or the Board Chairperson. The Administrator may be appointed by the Board of Directors as Assistant Treasurer and assist in performance of all or part of the duties of the Treasurer. The Assistant Treasurer position will also be a non-voting position on the Board of Directors.

ARTICLE VII – ELECTIONS

Section 2 – Voting Procedures for Directors

Directors are to be elected by 100% affirmative vote of the Board of Directors casting a vote, either by mail or electronic ballot.

Section 3 – Voting Procedures for Officers

The Chairperson, Vice Chairperson, Secretary, and Treasurer will be elected by a 100% affirmative vote of the Board of Directors.

ARTICLE VIII – ADMINISTRATOR

Section 1 – Title

The Administrator shall be the Chief Executive Officer of the corporation.

Section 2 – Hiring and Termination

The Administrator is to be contracted annually by a 100% affirmative vote of the Board of Directors; and can only be terminated in the same manner.

Section 3 – Duties

Duties of the Administrator shall be:

1. To serve as custodian of the records of the corporation, including sponsorship records.
2. To preside at Regular and Special Meetings of the Board of Directors in the absence of the Chairperson and Vice-Chairperson.
3. To conduct the correspondence of the Association.
4. To notify members of all meetings.
5. To serve as a non-voting member of all Committees and Task Forces of the corporation.
6. To serve as the non-voting Assistant Secretary of the Board of Directors
 - a. To be responsible for the recording and certifying of the minutes of all Regular and Special Meetings of the Board of Directors and the Annual & Special Meetings of the corporation.
7. To serve as the non-voting Assistant Treasurer of the Board of Directors.

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- a. To be responsible for the financial records of the Association and for all receipts and disbursements. All vouchers and invoices accompanying them will be maintained for a period of not less than seven (7) years.
 - b. To execute the financial policies of the Association, as defined by the Board of Directors, with the concurrence of the Treasurer and the Finance Committee, including depositing all monies of the Association in an institution approved by the Board of Directors.
8. To be responsible for the hiring of staff for the office of the Association.
 9. To be responsible for the implementation of Public and Professional Relations.
 10. To keep the Corporate Seal, and to execute documents requiring the signature of the Corporate Secretary.

ARTICLE IX – CONTRACTS, CHECKS, LOANS, INDEMNIFICATION AND RELATED MATTERS

Section 1 – 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 Treasurer or other persons to whom the corporation has delegated authority to execute such documents in accordance with policies approved by the Board.

Section 2 – 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 such officer or officers, agent or agents, of the corporation and in such manner as shall from time to time be determined by resolution of the Board. The Board shall review and approve any expenditure greater than \$200.

Section 3 – 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 of the Board may select.

Section 4 – Loans

No loans shall be contracted on behalf of the corporation and no evidence of indebtedness shall be issued in its name unless authorized by resolution of the Board. Such authority may be general or confined to specific instances.

Section 5 – Indemnification

1. Mandatory Indemnification. The corporation shall indemnify a director or 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

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corporation against reasonable expenses incurred by him or her in connection with the proceedings.

2. Permissible Indemnification. The corporation shall indemnify a director or former director made a party to a proceeding because he or she is or was a director of the corporation, against liability incurred in the proceeding, if the determination to indemnify him or her has been made in the manner prescribed by the law and payment has been authorized in the manner prescribed by law.
3. Advance for Expenses. Expenses incurred in defending a civil or criminal action, suit or proceeding may be paid by the corporation in advance of the final disposition of such action, suit or proceeding, as authorized by the Board of Directors in the specific case, upon receipt of (i) a written affirmation from the director, officer, employee or agent of his or her good faith belief that he or she is entitled to indemnification as authorized in this article, and (ii) an undertaking by or on behalf of the director, officer, employee or agent to repay such amount, unless it shall ultimately be determined that he or she is entitled to be indemnified by the corporation in these Bylaws.
4. Indemnification of Officers, Agents and Employees. An officer of the corporation who is not a director is entitled to mandatory indemnification under this article to the same extent as a director. The corporation may also indemnify and advance expenses to an employee or agent of the corporation who is not a director, consistent with State of Florida law and public policy, provided that such indemnification, and the scope of such indemnification, is set forth by the general or specific action of the Board or by contract.

ARTICLE X – MISCELLANEOUS

Section 1 – 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.

Section 2 – Fiscal Year

The fiscal year of the corporation shall be from January 1 to December 31 of each year. The Board of Directors shall be responsible for the creation and adoption of an annual budget.

Section 3 – Conflict of Interest Policy

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.

Section 4 – 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,

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national origin, and sexual orientation. It is the policy of Hoofcare Essentials Foundation Inc. not to discriminate on the basis of race, creed, ancestry, marital status, gender, sexual orientation, age, physical disability, veteran's status, political service or affiliation, color, religion, or national origin.

Section 5 – Bylaw Amendment

These Bylaws may be amended, altered, repealed, or restated by a vote of 100% in the affirmative 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 which 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 all amendments be consistent with the Articles of Incorporation.
3. That the amendment has been presented to the Board of Directors thirty (30) days prior to the vote to amend.

ARTICLE XI – COUNTERTERRORISM AND DUE DILIGENCE POLICY

In furtherance of its exemption by contributions to other organizations, domestic or foreign, Hoofcare Essentials Foundation Inc. 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 utilized. Although adherence and compliance with the US Department of the Treasury's publication the "Voluntary Best Practice for US. Based Charities" is not mandatory, Hoofcare Essentials Foundation Inc. 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. Hoofcare Essentials Foundation Inc. shall also comply and put into practice the federal guidelines, suggestion, laws, and limitation 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 XII – DOCUMENT RETENTION POLICY

Section 1 – Purpose

The purpose of this document retention policy is establishing standards for document integrity, retention, and destruction and to promote the proper treatment of Hoofcare Essentials Foundation Inc. records.

Section 2 – Policy

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 unreasonably if good housekeeping is not performed. A mass of records also makes it more difficult to

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find pertinent records. From time to time, Hoofcare Essentials Foundation Inc. 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.

2. Exception for Litigation Relevant Documents. The Hoofcare Essentials Foundation Inc. 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 the Hoofcare Essentials Foundation Inc. 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.
3. Minimum Retention Periods for Specific Categories
 - a. Corporate Documents. Corporate records include the corporation's Articles of Incorporation, By-Laws and IRS Form 1023 and Application for Exemption. Corporate records should be retained permanently. IRS regulations require that the Form 1023 be available for public inspection upon request.
 - b. 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 (7) years from the date of filing the applicable return.
 - c. 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 or individual employees under applicable state and federal statutes. The corporation should also keep in the employee's personnel file all final memoranda and correspondence reflecting performance reviews and actions taken by or against personnel. Employment applications should be retained for seven (7) years. Retirement and pension records should be kept permanently. Other employment and personnel records should be retained for seven years.
 - d. 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

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Board Committee materials should be kept for no less than seven (7) years by the corporation.

- e. 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.
- f. Legal Files. Legal counsel should be consulted to determine the retention period of particular documents, but legal documents should be kept permanently.
- g. 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 seven (7) years.
- h. 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.
- i. 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.
- j. Correspondence. Unless correspondence falls under another category listed elsewhere in this policy, correspondence should generally be saved for seven (7) years.
- k. 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 seven (7) years. Any inventories of products, materials, and supplies and any invoices should be kept for seven years.
- l. Insurance. Expired insurance policies, insurance records, accident reports, claims, etc. should be kept permanently.
- m. Audit Records. External audit reports should be kept permanently. Internal audit reports should be kept for seven (7) years.

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- n. Electronic Mail. E-mail that needs to be saved should be either:
 - i. 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 e-mail, as covered elsewhere in this policy.

ARTICLE XIII – SEXUAL AND OTHER UNLAWFUL HARASSMENT POLICY

Section 1 – Purpose

Sexual and other unlawful harassment is a violation of Title VII of the Civil Rights Act of 1964 (Title VII), as amended, as well as many state laws. Harassment based on a characteristic protected by law, such as race, color, ancestry, national origin, gender, sex, sexual orientation, gender identity, marital status, religion, age, disability, veteran status, or other characteristic protected by state or federal law, is prohibited. It shall be the Hoofcare Essentials Foundation’s policy to provide a work environment free of sexual and other harassment. To that end, harassment of Hoofcare Essentials Foundation’s employees by board members, management, supervisors, coworkers, or nonemployees who are in the workplace is absolutely prohibited. Further, any retaliation against an individual who has complained about sexual or other harassment or retaliation against individuals for cooperating with an investigation of a harassment complaint is similarly unlawful and will not be tolerated. Hoofcare Essentials Foundation Inc. will take all steps necessary to prevent and eliminate unlawful harassment.

Section 2 – Definitions

1. “Unlawful harassment” is conduct that has the purpose or effect of creating an intimidating, hostile, or offensive work environment; has the purpose or effect of substantially and unreasonably interfering with an individual’s work performance; or otherwise adversely affects an individual’s employment opportunities because of the individual’s sponsorship in a protected class. Unlawful harassment includes, but is not limited to, epithets; slurs; jokes; pranks; innuendo; comments; written or graphic material; stereotyping; or other threatening, hostile, or intimidating acts based on race, color, ancestry, national origin, gender, sex, sexual orientation, marital status, religion, age, disability, veteran status, or other characteristic protected by state or federal law.
2. Sexual Harassment. While all forms of harassment are prohibited, special attention should be paid to sexual harassment. “Sexual harassment” is generally defined under both state and federal law as unwelcome sexual advances, requests for sexual favors, and other verbal or physical conduct of a sexual nature where:
 - Submission to or rejection of such conduct is made either explicitly or implicitly a term or condition of any individual’s employment or as a basis for employment decisions; or
 - Such conduct has the purpose or effect of unreasonably interfering with an individual’s work performance or creating an intimidating, hostile, or offensive work environment.

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Section 3 – Details

Other sexually oriented conduct, whether intended or not, that is unwelcome and has the effect of creating a work environment that is hostile, offensive, intimidating, or humiliating to workers may also constitute sexual harassment. While it is not possible to list all those additional circumstances that may constitute sexual harassment, the following are some examples of conduct that, if unwelcome, may constitute sexual harassment depending on the totality of the circumstances, including the severity of the conduct and its pervasiveness:

- Unwanted sexual advances, whether they involve physical touching or not;
- Sexual epithets, jokes, written or oral references to sexual conduct, gossip regarding one’s sex life, comments about an individual’s body, comments about an individual’s sexual activity, deficiencies, or prowess;
- Displaying sexually suggestive objects, pictures, or cartoons;
- Unwelcome leering, whistling, brushing up against the body, sexual gestures, or suggestive or insulting comments;
- Inquiries into one’s sexual experiences; and
- Discussion of one’s sexual activities.

All employees should take special note that, as stated above, retaliation against an individual who has complained about sexual harassment and retaliation against individuals for cooperating with an investigation of sexual harassment complaint is unlawful and will not be tolerated at Hoofcare Essentials Foundation Inc.

Section 4 - Complaint Procedure

Any employee who believes he or she has been subject to or witnessed illegal discrimination, including sexual or other forms of unlawful harassment, is requested and encouraged to make a complaint. They may complain directly to their immediate supervisor or department manager, the HR director, or any other member of management with whom they feel comfortable bringing such a complaint. Similarly, if they observe acts of discrimination toward or harassment of another employee, they are requested and encouraged to report this to one of the individuals listed above. No reprisal, retaliation, or other adverse action will be taken against an employee for making a complaint or report of discrimination or harassment or for assisting in the investigation of any such complaint or report. Any suspected retaliation or intimidation should be reported immediately to one of the persons identified above. All complaints will be investigated promptly and, to the extent possible, with regard for confidentiality. If the investigation confirms conduct contrary to this policy has occurred, Hoofcare Essentials Foundation Inc. will take immediate, appropriate, corrective action, including discipline, up to and including immediate termination or removal of a director or officer of the Board of Directors.

ARTICLE XIV – TRANSPARENCY AND ACCOUNTABILITY

Disclosure of Financial Information with the General Public

Section 1 – Purpose

By making full and accurate information about its mission, activities, finances, and governance publicly available, Hoofcare Essentials Foundation Inc. 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 the public;

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2. indicate which documents and materials produced by the corporation are presumptively closed to staff and/or the public;
3. specify the procedures whereby the open/closed status of documents and materials can be altered.
4. The details of this policy are as follow:

Section 2 – Financial and IRS Documents (Form 1023 and Form 990)

Hoofcare Essentials Foundation Inc. shall provide its Internal Revenue forms 990, 990-T, 1023 and 5227, Bylaws, Conflict of Interest Policy, and financial statements to the general public for inspection free of charge.

Section 3 – Means and Conditions of Disclosure

Hoofcare Essentials Foundation Inc. shall make “Widely Available” the aforementioned documents on its internet website: www.HoofcareEssentials.com to be viewed and inspected 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 and provide instructions for downloading it.
3. Hoofcare Essentials Foundation Inc. shall not charge a fee for downloading the information. Documents shall not be posted in a format that would require special computer hardware or software (other than software readily available to the public free of charge).
4. Hoofcare Essentials Foundation Inc. shall inform anyone requesting the information where this information can be found, including the web address. This information must be provided immediately for in-person requests and within seven (7) days for mailed requests.

Section 4 – Annual Information Returns (Form 990)

Hoofcare Essentials Foundation Inc. 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 Director’s via (hard copy or email) at least 10 days before the Form 990 is filed with the IRS.

Section 5 – Board of Directors

1. All Board deliberations shall be open to the public except where the Board passes a motion to make any specific portion confidential.

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2. 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.
3. All papers and materials 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.

Section 6 – Staff Records

1. All staff records shall be available for consultation by the staff member concerned or by their legal representatives.
2. No staff records shall be made available to any person outside the corporation except the authorized governmental agencies.
3. Within the corporation, staff records shall be made available only to those persons with managerial or personnel responsibilities for that staff member, except that
4. Staff records shall be made available to the Board when requested.

Section 7 – Donor Records

1. All donor records shall be available for consultation by the members and donors concerned or by their legal representatives.
2. No donor records shall be made available to any other person outside the corporation except the authorized governmental agencies.
3. 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 ;
4. Donor records shall be made available to the Board when requested.

ARTICLE XV – CODES OF ETHICS AND WHISTLEBLOWER POLICY

Section 1 – Purpose

Hoofcare Essentials Foundation Inc. 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 Hoofcare Essentials Foundation Inc. to adhere to all laws and regulations 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.

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Section 2 – Reporting Violations

If any director, officer, staff or employee reasonably believes that some policy, practice, or activity of Hoofcare Essentials Foundation Inc. is in violation of law, a written complaint must be filed by that person with the Board Chairperson or Vice-Chairperson.

Section 3 – Acting in Good Faith

Anyone filing a complaint concerning a violation or suspected violation must be acting in good faith and have reasonable grounds for believing the information disclosed indicates a violation. Any allegations that prove not to be substantiated and which prove to have been made maliciously or knowingly to be false shall be subject to civil and criminal review.

Section 4 – Retaliation

Said person is protected from retaliation only if she/he brings the alleged unlawful activity, policy, or practice to the attention of Hoofcare Essentials Foundation Inc. and provides the Hoofcare Essentials Foundation Inc. 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. Hoofcare Essentials Foundation Inc. 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 Hoofcare Essentials Foundation Inc. or of another individual or entity with whom Hoofcare Essentials Foundation Inc. 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. Hoofcare Essentials Foundation Inc. shall not retaliate against any director, officer, staff or employee who disclose or threaten to disclose to a supervisor or a public body, any activity, policy, or practice of Hoofcare Essentials Foundation Inc. 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 environment.

Section 5 – 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.

Section 6 – Handling of Reported Violations

The Board Chairperson or Vice-Chairperson 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, staffs or employees and they shall have the opportunity to ask questions about the policy.

ARTICLE XVI – AMENDMENT OF BYLAWS

Section 1 – Amendment

Any amendment to the Bylaws may be adopted by approval of 100% of the Board of Directors, provided the proposed amendment has been submitted to the Board of Directors at least thirty (30) days prior to the meeting.

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CERTIFICATE OF ADOPTION OF BYLAWS

I do hereby certify that the above stated Bylaws of Hoofcare Essentials Foundation Inc. were adopted on April 16, 2018 and amended by the Hoofcare Essentials Foundation Inc. Board of Directors on May 8, 2023 and constitute a complete copy of the Bylaws of the corporation.

Bryan J. Quinsey

Bryan J. Quinsey
Date: May 8, 2023

Adopted by Board of Directors Resolution on April 16, 2018
Amended by Board of Directors Resolution on May 27, 2020
Amended by Board of Directors Resolution on October 17, 2022
Amended by Board of Directors Resolution on May 8, 2023