

# **By-Laws**

## **of**

### **Rest-Stop-Ranch Inc. (July 2025)**

#### **ARTICLE I. NAME OF ORGANIZATION**

The name of the corporation is Rest-Stop-Ranch Inc.

#### **ARTICLE II. CORPORATE PURPOSE**

##### **Section 1. Nonprofit Purpose**

This corporation is organized and operated exclusively for charitable purposes, specifically to provide support for long term family caregivers, focusing on family dementia caregivers. We also offer access to wheelchair accessible gardens for respite, and horticultural therapy, a memory café and open gardens.

##### **Section 2. Specific Purpose**

Rest-Stop-Ranch provides the following programs to support the long term family caregiver.

- a. Individual Support for Long-Term Family Caregivers: year-round by appointment. Spiritual-Care Sessions and 2 hour Respite Retreats are available at no charge.
- b. Group Support for Long-Term Family Dementia Caregivers under 65, caring for people with memory loss Under 65. Year-round 2x per month.
- c. “Get Dirty in the Garden” Volunteer Horticultural Therapy: Seasonally, horticultural therapy program serves retired people and day-program individuals with autism, eager to garden in an inclusive socially supported environment.
- d. Memory Café in the Garden®: Seasonally, April-October, One Saturday per month.
- e. Sunday Stroll: Seasonally, April-October, one Sunday per month open garden.

#### **ARTICLE III. MEMBERSHIP**

##### **Section 1. Eligibility for Membership**

Rest-Stop-Ranch Inc. shall offer a non-voting membership program to individuals and families interested in supporting the corporation's charitable purposes. Membership shall be open to any person who pays the annual membership dues as determined by the Board of Directors.

##### **Section 2. Membership Rights and Benefits**

Members of Rest-Stop-Ranch Inc. shall be considered non-voting members. They shall have no voting rights in the affairs of the corporation. Members shall receive the following benefits in exchange for their annual dues:

- Free access to the gardens and programs of Rest-Stop-Ranch Inc.
- Access to the reciprocal garden program through the American Horticultural Society.

### **Section 3. Annual Dues**

The annual membership dues shall be set by the Board of Directors.

### **Section 4. Termination of Membership**

Membership may be terminated by the member at any time or by the Board of Directors for non-payment of dues or for actions deemed detrimental to the corporation, provided the member is given notice and an opportunity to be heard.

### **Section 5. Board Governance**

The affairs of the Corporation shall continue to be managed by its Board of Directors. Members shall have no rights to vote on the election or removal of directors, amendments to the bylaws, or any other matter relating to the governance of the corporation.

## **ARTICLE IV. MEETINGS OF MEMBERS**

### **Section 1. Regular Meetings**

N/A

## **ARTICLE V. BOARD OF DIRECTORS**

### **Section 1. General Powers**

The affairs of the Corporation shall be managed by its Board of Directors. The Board of Directors shall have control of and be responsible for the management of the affairs and property of the Corporation.

### **Section 2. Number, Tenure, Requirements, and Qualifications**

The number of Directors shall be fixed from time-to-time by the Directors but shall consist of no less than three (3) nor more than seven (7) including the following officers: the President, the Secretary, and the Treasurer.

The members of the Board of Directors shall, upon election, immediately enter upon the performance of their duties and shall continue in office until their successors shall be duly elected and qualified. All members of the Board of Directors must be approved by a two-thirds majority vote of the members. No vote on new members to the Board of Directors, shall be held unless a quorum of the Board of Directors is present as provided in Section 6 of this Article.

Newly elected members to the Board of Directors who have not served before shall serve initial one-year terms. At the conclusion of the initial one-year term, new members of the Board of Directors may serve additional three year terms.

Each member of the Board of Directors shall attend at least one (1) annual meeting of the Board per year.

### **Section 3. Regular and Annual Meetings**

An annual meeting of the Board of Directors shall be held at a time and day in the month of September of each calendar year and at a location designated by the President of the Board. The Board of Directors may provide by resolution the time and place, for the holding of regular meetings of the Board. Notice of these meetings shall be sent to all members of the Board of Directors no less than ten (10) days, prior to the meeting date.

### **Section 4. Special Meetings**

Special meetings of the Board of Directors may be called by or at the request of the President or any two members of the Board of Directors. The person or persons authorized to call special meetings of the Board of Directors may fix any location, as the place for holding any special meeting of the Board called by them.

### **Section 5. Notice**

Notice of any special meeting of the Board of Directors shall be given at least two (2) days in advance of the meeting by telephone or electronic methods or by written notice.

### **Section 6. Quorum**

A majority of the current members of the Board of Directors shall constitute a quorum for the transaction of business at any meeting of the Board.

Except as otherwise provided in these bylaws, 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 of Directors.

Directors may participate in any meeting of the Board of Directors by means of a conference telephone or by any means of communication by which all persons participating in the meeting are able to hear each other, and such participation shall constitute presence in person at the meeting.

### **Section 7. Forfeiture**

Any member of the Board of Directors who fails to fulfill any of his or her requirements as set forth in Section 2 of this Article by September 1<sup>st</sup> shall automatically forfeit his or her seat on

the Board. The Secretary shall notify the Director in writing that his or her seat has been declared vacant, and the Board of Directors may forthwith immediately proceed to fill the vacancy. Members of the Board of Directors who are removed for failure to meet any or all of the requirements of Section 2 of this Article are not entitled to vote at the annual meeting and are not entitled to the procedure outlined in Section 14 of this Article in these by-laws.

#### **Section 8. Vacancies**

Whenever any vacancy occurs in the Board of Directors it shall be filled without undue delay by a two-thirds majority vote of the remaining members of the Board of Directors at a regular meeting. Vacancies may be created and filled according to specific methods approved by the Board of Directors.

#### **Section 9. Compensation**

Members of the Board of Directors shall not receive any compensation for their services as Directors.

#### **Section 10. Informal Action by Directors**

Any action required by law to be taken at a meeting of the Directors, or any action which may be taken at a meeting of Directors, may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by all of the Directors following notice of the intended action to all members of the Board of Directors.

#### **Section 11. Confidentiality**

Directors shall not discuss or disclose information about the Corporation or its activities to any person or entity unless such information is already a matter of public knowledge, such person or entity has a need to know, or the disclosure of such information is in furtherance of the Corporation's purposes, or can reasonably be expected to benefit the Corporation. Directors shall use discretion and good business judgment in discussing the affairs of the Corporation with third parties. Without limiting the foregoing, Directors may discuss upcoming fundraisers and the purposes and functions of the Corporation, including but not limited to accounts on deposit in financial institutions.

Each Director shall execute a confidentiality agreement consistent herewith upon being voted onto and accepting appointment to the Board of Directors.

#### **Section 13. Parliamentary Procedure**

Any question concerning parliamentary procedure at meetings shall be determined by the President by reference to Robert's Rules of Order.

#### **Section 14. Removal.**

Any member of the Board of Directors may be removed with or without cause, at any time, by two-thirds majority vote of the members of the Board of Directors if in their judgment the best interest of the Corporation would be served thereby. Each member of the Board of Directors must receive written notice of the proposed removal at least ten (10) days in advance of the proposed action. An officer who has been removed as a member of the Board of Directors shall automatically be removed from office.

Members of the Board of Directors who are removed for failure to meet the minimum requirements in Section 2 of this Article in these by-laws automatically forfeit their positions on the Board pursuant to Section 7 of this Article, and are not entitled to the removal procedure outlined in Section 14 of this Article.

## **ARTICLE VI. OFFICERS**

The officers of this Board shall be the President, Secretary and Treasurer. All officers must have the status of active members of the Board.

### **Section 1. President**

The President shall preside at all meetings of the Board. The President shall have the following duties:

- a. He/She shall preside at all meetings of the Executive Committee.
- b. He/She shall have general superintendence and direction of all other officers of this corporation and see that their duties are properly performed.
- c. He/She shall submit a report of the operations of the program for the fiscal year to the Board members at their annual meetings, and from time to time, shall report to the Board all matters that may affect this program.

### **Section 2. Secretary**

The Secretary shall attend all meetings of the Board. The Secretary's duties shall consist of:

- a. He/She shall record all votes and minutes of all proceedings in a book to be kept for that purpose.

### **Section 3. Treasurer**

The Treasures duties shall be:

- a. He/She shall submit for the Board approval of all expenditures of funds raised, proposed capital expenditures (equipment and furniture), by the staff of the agency.
- b. He/She shall present a complete and accurate report of the finances at each meeting of the members, or at any other time upon request.

- c. It shall be the duty of the Treasurer to assist in direct audits of the funds of the program according to funding source guidelines and generally accepted accounting principles.

#### **Section 4. Election of Officers**

Board Members shall submit at the annual meeting the names of those persons for the respective offices of the Board. Officers of the Executive Committee shall be eligible to succeed themselves in their respective offices indefinitely.

#### **Section 5. Removal of Officer**

The Board of Directors with a two-thirds majority vote of the members may remove any officer of the Board of Directors and elect a successor for the unexpired term. No officer of the Board of Directors shall be expelled without an opportunity to be heard and notice of such motion of expulsion shall be given to the member in writing twenty (20) days prior to the meeting at which motion shall be presented, setting forth the reasons of the Board for such expulsion.

#### **Section 6. Vacancies**

The Board of Directors shall also be responsible for nominating persons to fill vacancies which occur between annual meetings, including those of officers. Nominations shall be sent in writing to members of the Board of Directors at least two (2) weeks prior to the next meeting at which the election will be held. The persons so elected shall hold membership or office for the unexpired term in respect of which such vacancy occurred.

### **ARTICLE VII. COMMITTEES**

#### **Section 1. Committee Formation**

The board may create committees as needed, such as fundraising, garden maintenance, public relations, data collection, etc. The Board of Directors appoints all committee chairs by two-thirds majority vote.

### **ARTICLE VIII. CORPORATE STAFF**

#### **Section 1: Executive Director**

The Board of Directors may hire an Executive Director who shall serve at the will of the Board. The decision to hire or remove an Executive Director shall require a two-thirds majority vote of the Board of Directors. The Executive Director shall have immediate and overall supervision of the operations of the Corporation, and shall direct the day-to-day business of the Corporation, maintain the properties of the Corporation, hire, discharge, and determine the salaries and other compensation of all staff members under the Executive Director's supervision, and perform such additional duties as may be directed by the Executive Committee or the Board of

Directors. The Executive Director shall make such reports at the Board meetings as shall be required by the President or the Board. The Executive Director shall be an ad-hoc member of all committees.

## **ARTICLE IX. – Conflict of Interest and Compensation**

### **Section 1: Purpose**

The purpose of the conflict of interest policy is to protect this tax-exempt organization's (Rest-Stop-Ranch Inc.) interest when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an officer or director of the Organization or might result in a possible excess benefit transaction. This policy is intended to supplement but not replace any applicable state and federal laws governing conflict of interest applicable to nonprofit and charitable organizations.

### **Section 2: Definitions**

- a. Interested Person  
Any director, principal officer, or member of a committee with governing board delegated powers, who has a direct or indirect financial interest, as defined below, is an interested person.
- b. Financial Interest  
A person has a financial interest if the person has, directly or indirectly, through business, investment, or family:
  1. An ownership or investment interest in any entity with which the Organization has a transaction or arrangement,
  2. A compensation arrangement with the Organization or with any entity or individual with which the Organization has a transaction or arrangement, or
  3. A potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which the Organization is negotiating a transaction or arrangement.

Compensation includes direct and indirect remuneration as well as gifts or favors that are not insubstantial.

A financial interest is not necessarily a conflict of interest. Under Article III, Section 2, a person who has a financial interest may have a conflict of interest only if the appropriate governing board or committee decides that a conflict of interest exists.

### **Section 3. Procedures**

- a. Duty to Disclose. In connection with any actual or possible conflict of interest, an interested person must disclose the existence of the financial interest and be given the opportunity to disclose all material facts to the directors and members of committees with governing board delegated powers considering the proposed transaction or arrangement.
- b. Determining Whether a Conflict of Interest Exists. After disclosure of the financial interest and all material facts, and after any discussion with the interested person, he/she shall leave the governing board or committee meeting while the determination of a conflict of interest is

discussed and voted upon. The remaining board or committee members shall decide if a conflict of interest exists.

c. Procedures for Addressing the Conflict of Interest

1. An interested person may make a presentation at the governing board or committee meeting, but after the presentation, he/she shall leave the meeting during the discussion of, and the vote on, the transaction or arrangement involving the possible conflict of interest.
2. The chairperson of the governing board or committee shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement.
3. After exercising due diligence, the governing board or committee shall determine whether the Organization can obtain with reasonable efforts a more advantageous transaction or arrangement from a person or entity that would not give rise to a conflict of interest.
4. If a more advantageous transaction or arrangement is not reasonably possible under circumstances not producing a conflict of interest, the governing board or committee shall determine by a majority vote of the disinterested directors whether the transaction or arrangement is in the Organization's best interest, for its own benefit, and whether it is fair and reasonable. In conformity with the above determination it shall make its decision as to whether to enter into the transaction or arrangement.

d. Violations of the Conflicts of Interest Policy

1. If the governing board or committee has reasonable cause to believe a member has failed to disclose actual or possible conflicts of interest, it shall inform the member of the basis for such belief and afford the member an opportunity to explain the alleged failure to disclose.
2. If, after hearing the member's response and after making further investigation as warranted by the circumstances, the governing board or committee determines the member has failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action.

#### **Section 4. Records of Proceedings**

The minutes of the governing board and all committees with board delegated powers shall contain:

- a. The names of the persons who disclosed or otherwise were found to have a financial interest in connection with an actual or possible conflict of interest, the nature of the financial interest, any action taken to determine whether a conflict of interest was present, and the governing board's or committee's decision as to whether a conflict of interest in fact existed.
- b. The names of the persons who were present for discussions and votes relating to the transaction or arrangement, the content of the discussion, including any alternatives to the

proposed transaction or arrangement, and a record of any votes taken in connection with the proceedings.

### **Section 5. Compensation**

- a. A voting member of the governing board who receives compensation, directly or indirectly, from the Organization for services is precluded from voting on matters pertaining to that member's compensation.
- b. A voting member of any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the Organization for services is precluded from voting on matters pertaining to that member's compensation.
- c. No voting member of the governing board or any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the Organization, either individually or collectively, is prohibited from providing information to any committee regarding compensation.

[Hospital Insert – for hospitals that complete Schedule C

- d. Physicians who receive compensation from the Organization, whether directly or indirectly or as employees or independent contractors, are precluded from membership on any committee whose jurisdiction includes compensation matters. No physician, either individually or collectively, is prohibited from providing information to any committee regarding physician compensation.]

### **Section 6. Annual Statements**

Each director, principal officer and member of a committee with governing board delegated powers shall annually sign a statement which affirms such person:

- a. Has received a copy of the conflicts of interest policy,
- b. Has read and understands the policy,
- c. Has agreed to comply with the policy, and
- d. Understands the Organization is charitable and in order to maintain its federal tax exemption it must engage primarily in activities which accomplish one or more of its tax-exempt purposes.

### **Section 7. Periodic Reviews**

To ensure the Organization operates in a manner consistent with charitable purposes and does not engage in activities that could jeopardize its tax-exempt status, periodic reviews shall be conducted. The periodic reviews shall, at a minimum, include the following subjects:

- a. Whether compensation arrangements and benefits are reasonable, based on competent survey information, and the result of arm's length bargaining.
- b. Whether partnerships, joint ventures, and arrangements with management organizations conform to the Organization's written policies, are properly recorded, reflect reasonable investment or payments for goods and services, further charitable purposes and do not result in inurement, impermissible private benefit or in an excess benefit transaction.

### **Section 8. Use of Outside Experts**

When conducting the periodic reviews as provided for in Article VII, the Organization may, but need not, use outside advisors. If outside experts are used, their use shall not relieve the governing board of its responsibility for ensuring periodic reviews are conducted.

## **ARTICLE X. IDEMNIFICATION**

### **Section 1. General**

To the full extent authorized under the laws of the State of Massachusetts, the corporation shall indemnify any director, officer, employee, or agent, or former member, director, officer, employee, or agent of the corporation, or any person who may have served at the corporation's request as a director or officer of another corporation (each of the foregoing members, directors, officers, employees, agents, and persons is referred to in this Article individually as an "indemnitee"), against expenses actually and necessarily incurred by such indemnitee in connection with the defense of any action, suit, or proceeding in which that indemnitee is made a party by reason of being or having been such member, director, officer, employee, or agent, except in relation to matters as to which that indemnitee shall have been adjudged in such action, suit, or proceeding to be liable for negligence or misconduct in the performance of a duty. The foregoing indemnification shall not be deemed exclusive of any other rights to which an indemnitee may be entitled under any bylaw, agreement, resolution of the Board of Directors, or otherwise.

### **Section 2. Expenses**

Expenses (including reasonable attorneys' fees) 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, if authorized by the Board of Directors, upon receipt of an undertaking by or on behalf of the indemnitee to repay such amount if it shall ultimately be determined that such indemnitee is not entitled to be indemnified hereunder.

### **Section 3. Insurance**

The corporation may purchase and maintain insurance on behalf of any person who is or was a member, director, officer, employee, or agent against any liability asserted against such person and incurred by such person in any such capacity or arising out of such person's status as such, whether or not the corporation would have the power or obligation to indemnify such person against such liability under this Article.

## **ARTICLE XI. BOOKS AND RECORDS**

The corporation shall keep complete books and records of account and minutes of the proceedings of the Board of Directors.

## ARTICLE XII. AMENDMENTS

### Section 1. Articles of Incorporation

The Articles may be amended in any manner at any regular or special meeting of the Board of Directors, provided that specific written notice of the proposed amendment of the Articles setting forth the proposed amendment or a summary of the changes to be effected thereby shall be given to each director at least three days in advance of such a meeting if delivered personally, by facsimile, or by e-mail or at least five days if delivered by mail. As required by the Articles, any amendment shall require the affirmative by two-thirds majority vote.

### Section 2. Bylaws

The Board of Directors may amend these Bylaws by two-thirds majority vote at any regular or special meeting. Written notice setting forth the proposed amendment or summary of the changes to be effected thereby shall be given to each director within the time and the manner provided for the giving of notice of meetings of directors.

## ADOPTION OF BYLAWS

We, the undersigned, are all of the initial directors or incorporators of this corporation, and we consent to, and hereby do, adopt the foregoing Bylaws, consisting of the ## preceding pages, as the Bylaws of this corporation.

ADOPTED AND APPROVED by the Board of Directors on this 17 day of July, 2025.

Mary MacDonald

FirstName LastName, President - Nonprofit, Inc.

Karl Ackerman

ATTEST: FirstName LastName, Treasurer - Nonprofit, Inc.

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ATTEST: FirstName LastName, Secretary - Nonprofit, Inc.