

BYLAWS OF STEAMPUNK FARMS RESCUE BARN, INC.

A California Nonprofit Public Benefit Corporation

Adopted on 05/18/2018

ARTICLE 1

(a) Mission;

Steampunk Farms Rescue Barn, a recognized 501(c)(3) Farmed-Animal Sanctuary, has evolved beyond traditional sanctuary, securing new pastures in animal welfare, community engagement, and ethical advocacy. While we remain steadfast in our commitment to rescuing, rehabilitating, and providing sanctuary for abused, neglected, and abandoned animals, we now pioneer a unique model of participatory governance, inviting supporters to actively shape our mission through various Boards of Directors. Our approach intertwines compassionate animal care with innovative funding strategies, cruelty-controlled practices, and a dynamic educational platform. We offer comprehensive advocacy training, hands-on animal care experiences, and community-driven workshops, all designed to deepen the understanding and practice of sustainable stewardship and cruelty-free living. Engaging diverse groups, from scouts and students to individuals with special needs, we are not just a sanctuary but a hub of learning and transformation, empowering individuals and communities to embrace sustainable life skills, advocate effectively for animal welfare, and become active environmental stewards in this increasingly interconnected world.

(b) Director Selection;

Directors for Steampunk Farms Rescue Barn's Board are selected through an election process in which current sitting directors cast their votes. A candidate is elected when they receive a majority of these votes, ensuring that the choice of new board members aligns closely with the collective judgment of the existing board. In the event of a tie, the CEO holds the responsibility to act as a tie-breaker, allowing for a decisive outcome and maintaining board functionality. This process encourages collaborative decision-making while allowing the CEO to facilitate final decisions as needed.

(c) Board Actions:

All actions of the Steampunk Farms Rescue Barn Board of Directors require a majority vote from the directors. This majority rule ensures that board decisions reflect the consensus of a substantial portion of the board, promoting balanced and democratic decision-making aligned with the organization's mission and goals.

(d) Board Meeting Frequency and Notice:

The Board of Directors meets four times per year to review, discuss, and decide on key matters concerning Steampunk Farms Rescue Barn. Notice of each meeting is provided at least 14 days in advance, sent via email or another reliable notification method, allowing directors ample time to prepare and participate fully in discussions and decision-making.

(e) How Board Meetings Are Conducted:

Board meetings are called and organized by the Board Secretary and presided over by the CEO of Steampunk Farms Rescue Barn. This structure ensures meetings are efficiently scheduled and effectively managed, with the CEO facilitating discussions and guiding the board through agenda items to achieve informed, mission-driven decisions.

(f) Sitting Officers;

Officers of the corporation:

Frederick Tronboll	Board President and CEO
Krystal Tronboll	Board Secretary and CFO

(g) Officer Duties and Responsibilities;

Board President and CEO:

At Steampunk Farms Rescue Barn, the Board President and CEO play pivotal roles in guiding our nonprofit's mission and operations. The Board President leads governance efforts, ensures strategic alignment, and facilitates effective communication between the board and CEO, overseeing board meetings, setting agendas, and representing the board in public. Meanwhile, the CEO manages day-to-day operations, staffing, financial oversight, and implements the board's policies and strategies to keep the sanctuary on course with its mission. Together, they ensure compliance with legal and regulatory standards, engage with donors and partners, and foster a sustainable future for Steampunk Farms Rescue Barn.

Board Secretary and CFO:

At Steampunk Farms Rescue Barn, the Board Secretary and CFO fulfill essential roles that support the organization's structure and financial integrity. The Board Secretary is responsible for maintaining accurate records, documenting board meetings, and ensuring compliance with legal documentation requirements, thereby keeping the board informed and organized. The CFO, on the other hand, oversees the financial health of the organization, managing budgets, financial reporting, and ensuring adherence to fiscal policies and regulations. Together, they support transparent operations, effective decision-making, and the financial sustainability needed for Steampunk Farms Rescue Barn to thrive in its mission.

(i) Indemnification

Steampunk Farms Rescue Barn shall indemnify its directors, officers, employees, and other agents to the fullest extent permitted by California law, covering defense costs, judgments, fines, settlements, and other expenses incurred in proceedings related to their roles, provided they acted in good faith and in the corporation's best interest. This indemnification excludes cases of fraud, gross negligence, or willful misconduct. The corporation may advance legal expenses subject to repayment if indemnification is later deemed inapplicable and may secure liability insurance to further protect these individuals. These indemnification rights are non-exclusive and do not limit any additional protections provided under applicable laws or agreements.

ARTICLE X: AMENDMENTS AND RATIFICATION

These bylaws of Steampunk Farms Rescue Barn may be amended, altered, or repealed, and new bylaws may be adopted by a majority vote of the sitting Board of Directors, provided that proposed amendments are presented for consideration at least 14 days in advance of the vote. These bylaws were approved and adopted by the Board of Directors on [Insert Adoption Date] and are hereby certified as the governing policies of Steampunk Farms Rescue Barn, Inc., a California nonprofit public benefit corporation, dedicated to advancing compassionate animal rescue, care, and sustainable community engagement.



Frederick Tronboll

03/04/2025