Docusign Envelope ID: 379F3FC1-88C7-86C5-823F-6836A1C1A203

BYLAWS OF THE

EQUINE ASSISTED GROWTH AND LEARNING ASSOCIATION

Eagala

A Utah Nonprofit Corporation

Exempt under Section 501(c)(3) of the Internal Revenue Code

Adopted: June 27, 2026
Effective: June 27, 2026

PREAMBLE

These Bylaws constitute the governing document of the Equine Assisted Growth and Learning Association ("Eagala" or the "Corporation"), a Utah nonprofit corporation. They are adopted to establish clear, durable governance structures that serve the organization's mission, protect its integrity, and prevent the concentration of authority in any single individual or faction.

Eagala exists to advance the Eagala Model® of equine-assisted psychotherapy and learning through education, training, research, ethical standards, and professional development. Sound governance is the foundation upon which that mission is carried out.

These Bylaws prioritize: institutional authority over personal authority; transparent and accountable processes; independence of oversight functions; orderly succession; and the long-term health of the profession Eagala serves.

ARTICLE I — NAME, PURPOSE, AND GOVERNING PRINCIPLES

Section 1.1 — Name

The name of this organization is the Equine Assisted Growth and Learning Association (the "Corporation"). The Corporation may conduct business under the trade name "Eagala."

Section 1.2 — Principal Office

The Corporation's principal office shall be located in the State of Utah. The Board of Directors may change the principal office by resolution.

Docusign Envelope ID: 379F3FC1-88C7-86C5-823F-6836A1C1A203

Section 1.3 — Purpose

The Corporation is organized exclusively for charitable and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code (the "Code"), including:

- Promoting and advancing the Eagala Model® of equine-assisted psychotherapy and learning;
- Developing and administering certification standards for practitioners;
- Providing education, training, and professional development;
- Conducting and disseminating research related to the Eagala Model®;
- Establishing and enforcing ethical standards for certified practitioners; and

No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, any director, officer, or other private person, except for reasonable compensation for services rendered and reimbursement of expenses.

Section 1.4 — Governing Principles

The Board of Directors shall govern the Corporation in accordance with the following principles:

1. Institution over individual. Authority derives from role and process, not reputation, tenure, or personal relationships.
2. Distributed oversight. No single individual or faction may dominate governance, operations, or the nomination of future leadership.
3. Independence. Oversight and decision-making functions shall be exercised by directors free of material conflicts of interest.
4. Transparency and accountability. Material decisions shall be documented, reasoned, and reviewable by stakeholders as appropriate.
5. Succession readiness. Leadership transitions shall be planned, orderly, and governed by written process, not informal agreement.
6. Mission primacy. All governance decisions shall be evaluated against their impact on Eagala's mission and the practitioners and communities it serves.

ARTICLE II — PROFESSIONAL COMMUNITY AND ASSOCIATES

Section 2.1 — No Voting Members

The Corporation shall have no voting members within the meaning of the Utah Revised Nonprofit Corporation Act ("UNCA"). All governance authority resides in the Board of Directors. This structure shall not preclude the Corporation from engaging its professional community in an advisory, nominating, or programmatic capacity as described below.

Section 2.2 — Professional Community

The Corporation recognizes the community of individuals who hold current Eagala certifications, have completed Eagala training, or are otherwise affiliated with the Eagala Model® (the "Professional Community"). Members of the Professional Community are not voting members of the Corporation but:

Docusign Envelope ID: 379F3FC1-88C7-86C5-823F-6836A1C1A203

- Shall be eligible to apply for service on the Board of Directors or its committees;
- Shall be eligible to serve as Community-at-Large Advisors to the Governance and Nominating Committee, as provided in Article V; and
- Shall be invited to participate in periodic professional forums, surveys, and consultations organized by the Board.

Section 2.3 — Stakeholder Engagement

The Board shall gather input from the Professional Community Community when appropriate and needed on strategic direction, certification standards, and major policy standards.

ARTICLE III — BOARD OF DIRECTORS

Section 3.1 — Authority

The Board of Directors (the "Board") is the governing body of the Corporation and exercises all powers not reserved by law, the Articles of Incorporation, or these Bylaws. The Board is responsible for:

- Setting organizational strategy and mission priorities;
- Hiring, evaluating and if appropriate and needed, removing the Executive Director ("ED");
- Approving the annual budget and financial policies;
- Ensuring legal and regulatory compliance;
- Protecting and stewarding the organization's assets and intellectual property; and
- Maintaining the integrity of the governance process itself.

Section 3.2 — Size of the Board

The Board shall consist of not fewer than three (3) nor more than fifteen (15) directors. The Board shall strive to maintain a size that enables effective deliberation, broad representation, and committee participation.

Section 3.3 — Definition of Independent Director

An "Independent Director" is a director who meets all of the following criteria:

- Is not, and has not been within the preceding three (3) years, an employee of the Corporation;
- Is not an immediate family member of any officer or employee of the Corporation ("immediate family" means spouse, domestic partner, parent, child, sibling, or the equivalent by law or adoption);
- Does not receive material compensation from the Corporation, other than reasonable reimbursement of expenses incurred in the performance of director duties;
- Does not have a material business relationship with the Corporation, including but not limited to:

Docusign Envelope ID: 379F3FC1-88C7-86C5-823F-6836A1C1A203

  - Receiving programmatic, contractual, or grant-funded revenue through an entity the director owns, controls, or in which the director serves as an officer, executive, or key decision-maker; or
  - Benefiting indirectly from contracts, subcontracts, or funding streams administered or materially influenced by the Corporation.

Independence status shall be assessed annually by the Governance and Nominating Committee and disclosed in the Board's governance records. A director who loses independent status shall promptly disclose this to the Governance and Nominating Committee Chair.

Section 3.4 — Composition and Diversity

In recruiting directors, the GNC and Board shall seek to maintain a board composition that reflects:

- Geographic, gender, racial, ethnic, and cultural diversity consistent with the communities Eagala serves.
- Diversity of professional background, including mental health, equine industry, nonprofit management, law, finance, and other relevant fields;
- A balance between individuals with deep Eagala Model® expertise and those with general governance and organizational experience; and

Section 3.5 — Terms and Term Limits

Directors shall serve two (2)-year terms. No director may serve more than three (3) consecutive terms (maximum of six (6) consecutive years). After serving three consecutive terms, a director must be absent from the Board for at least one (1) full calendar year before becoming eligible for re-appointment.

Section 3.6 — Chair Independence and Role Separation

The Chair of the Board must at all times be an Independent Director. The Chair shall not simultaneously serve as the Corporation's ED. The Chair's role is to facilitate Board deliberation, ensure governance integrity, and serve as the primary liaison between the Board and the CEO/ED.

Section 3.7 — Qualifications

Directors shall be adults of legal age in Utah. Directors shall have demonstrated commitment to the Corporation's mission and the capacity to fulfill fiduciary duties of care, loyalty, and obedience. Prior Eagala certification is not required for service as a director.

Section 3.8 — Resignation

A director may resign at any time by providing written notice to the Chair and the Secretary. Resignation is effective upon receipt unless a later date is specified.

Section 3.9 — Removal

A director may be removed for cause by a two-thirds (2/3) vote of the remaining directors then in office, after providing written notice to the director at least fourteen (14) days prior to the vote and an opportunity to respond in writing or in person before the vote.

"Cause" includes, without limitation: breach of fiduciary duty; material ethics violations; breach of confidentiality; retaliation against any person for good-faith reporting; conduct materially harmful to the Corporation's mission, reputation, or legal standing; or failure to participate in Board functions after written notice and a reasonable opportunity to cure.

Section 3.10 — Vacancies

Vacancies on the Board, arising by resignation, removal, death, or any other reason, shall be filled by a majority vote of the remaining directors, following a nomination process conducted by the GNC. A director appointed to fill a vacancy serves the remainder of the unexpired term.

ARTICLE IV — OFFICERS OF THE BOARD

Section 4.1 — Officers

The elected officers of the Board shall be: Chair; Vice Chair;; Secretary; and Treasurer. The ED, designated as a corporate officer, is an appointed (not elected) officer and serves at the pleasure of the Board.

Section 4.2 — Election and Terms

Officers shall be elected annually by the Board from among its directors. Officers serve one-year terms and may be re-elected, subject to their continued service as directors and to the overall term limits in Section 3.6.

Section 4.3 — Chair

The Chair presides at all meetings of the Board, ensures that Board deliberations are fair and orderly, serves as primary liaison to the ED, and performs such other duties as the Board assigns. The Chair must be an Independent Director (Section 3.7).

Section 4.4 — Vice Chair

The Vice Chair assists the Chair and assumes the Chair's duties in the Chair's absence. It is the expectation (though not a mandatory requirement) that the Vice Chair will succeed to the Chair upon expiration of the Chair's term, subject to the Vice Chair's continued eligibility and Board approval.

Section 4.6 — Secretary

The Secretary is responsible for ensuring that accurate minutes of all Board and committee meetings are recorded and maintained; that proper notice is given for all meetings; that the Corporation's records are maintained in accordance with law and policy; and that the Corporation's filings with state and federal authorities are made on time.

Section 4.7 — Treasurer

The Treasurer oversees the financial affairs of the Corporation on behalf of the Board; chairs or serves on the Finance and Audit Committee; reviews financial reports presented to the Board; and ensures that appropriate financial controls and auditing processes are maintained. The Treasurer shall not be an employee of the Corporation.

Docusign Envelope ID: 379F3FC1-88C7-86C5-823F-6836A1C1A203

Section 4.8 — Executive Director

The Board shall, in its discretion, employ an ED to manage the Corporation's day-to-day operations. The ED reports to and serves at the pleasure of the full Board, and shall not serve simultaneously as Chair. The ED may attend Board meetings and provide information and recommendations but shall have no vote. The terms of the ED's engagement, compensation, and performance evaluation shall be documented and reviewed at least annually by the Board.

Section 4.9 — Removal of Officers

Any elected officer may be removed from their officer role (while remaining a director) by a two-thirds (2/3) vote of directors then in office, upon notice and an opportunity to respond.

ARTICLE V — COMMITTEES

Section 5.1 —Standing Committees

The Board shall maintain at least the following two standing committees when possible. These committees may not be dissolved or consolidated by Board resolution alone: any structural change requires a Bylaws amendment under Article XII.

7. Governance and Nominating Committee ("GNC")
8. Finance and Audit Committee ("FAC")
9. Ethics, Standards, and Certification Integrity Committee ("ESCIC")

Section 5.2 — General Committee Principles

Unless otherwise specified in these Bylaws:

- Each standing committee shall be chaired by an Independent Director.
- No director may simultaneously chair more than one standing committee.
- Each committee shall operate under a written charter, approved by the Board, that defines the committee's authority, composition, meeting frequency, and reporting obligations.
- Committees provide oversight, investigation, and recommendations within their charter authority but do not supplant or bypass the authority of the full Board on matters reserved to the Board.
- Committee meetings shall be documented with written minutes maintained by the Secretary or the committee's designated recorder.

Section 5.3 — Ad Hoc Committees and Task Forces

The Board may establish additional committees or task forces for specific purposes by resolution. Such bodies shall have clearly defined mandates, timelines, and reporting structures. No ad hoc body may be delegated authority reserved to the Board or to a standing committee.

Section 5.4 — Advisory Board

The Board may establish an Advisory Board consisting of individuals whose expertise, experience, or community standing may benefit the Corporation. Advisory Board members serve in an advisory capacity only and hold no fiduciary, voting, or governance authority. Advisory Board

Docusign Envelope ID: 379F3FC1-88C7-86C5-823F-6836A1C1A203

appointments and the scope of advisory engagement shall be governed by a written charter approved by the Board.

ARTICLE VI — MEETINGS OF THE BOARD

Section 6.1 — Regular Meetings

The Board shall hold at least four (4) regular meetings per year. The schedule of regular meetings shall be established by the Board at the beginning of each year. Regular meetings may be held in person, by telephone or video conference, or by any other means by which all participants can hear one another.

Section 6.2 — Special Meetings

Special meetings of the Board may be called by the Chair, by the ED in consultation with the Chair, or by any three (3) directors. At least five (5) business days' notice shall be provided for a special meeting, except in genuine emergencies when twenty-four (24) hours' notice is sufficient. The purpose of a special meeting shall be stated in the notice, and no other business shall be transacted.

Section 6.3 — Notice

Notice of meetings shall be provided in writing (including by email) to each director at least five (5) business days in advance of regular meetings and as provided in Section 6.2 for special meetings. Notice shall include the agenda, time, place (or access information), and any materials requiring advance review.

Section 6.4 — Quorum

A majority of directors then in office shall constitute a quorum for the transaction of business. If a quorum is not present, the meeting shall be adjourned. No proxy voting is permitted.

Section 6.5 — Voting and Action

Except where a higher vote is required by law, the Articles of Incorporation, or these Bylaws, all actions of the Board shall be decided by the affirmative vote of a majority of directors present at a meeting at which a quorum exists.

The Board may act without a meeting by unanimous written consent of all directors then in office, documented in writing signed by all directors and filed in the corporate records.

Section 6.6 — Participation by Remote Means

Directors may participate in any meeting by telephone, video conference, or other means by which all participants can simultaneously communicate with each other. Such participation shall constitute presence at the meeting for quorum and voting purposes.

Section 6.7 — Executive Sessions

The Board may hold executive sessions (without the ED or other staff present) as needed to address personnel matters, legal strategy, or other sensitive topics. The Chair may call an

Docusign Envelope ID: 379F3FC1-88C7-86C5-823F-6836A1C1A203

executive session, or any director may request one. Actions taken in executive session are subject to the same documentation requirements as other Board actions.

Section 6.8 — Minutes

The Secretary (or designated recorder) shall prepare and maintain written minutes of all Board meetings, including: date, time, and location; directors present and absent; key discussions and any dissenting views on contested matters; all motions and vote outcomes; and any conflicts of interest disclosed. Minutes shall be circulated in draft form and approved at the next regular meeting.

ARTICLE VII — GOVERNANCE SAFEGUARDS AND CONFLICT OF INTEREST

Section 7.1 — No Inherent Authority

No individual holds governance authority by virtue of prior role, reputation, tenure, informal influence, or relationship to the Corporation's founders. All authority is institutional and role-based.

Section 7.2 — Conflict of Interest Policy

The Corporation shall maintain a written Conflict of Interest Policy, approved by the Board, that at minimum:

- Defines conflicts of interest and related-party transactions;
- Requires annual disclosure by all directors and officers of actual and potential conflicts;
- Establishes a process for recusal from Board or committee deliberations and votes in which a conflict exists;
- Prohibits interested directors from attempting to influence the deliberation or outcome of any vote in which they have a conflict; and
- Documents all conflict determinations and recusals in the meeting minutes.

The Conflict of Interest Policy shall be consistent with IRS Form 990 requirements and Utah nonprofit law.

Section 7.3 — Compensation of Directors

Directors shall serve without compensation for their Board service. The Board may authorize reasonable reimbursement of out-of-pocket expenses incurred in the performance of Board duties. No director may receive compensation from the Corporation in any capacity without prior approval of a majority of disinterested directors, disclosed in the Board minutes.

Section 7.4 — Honorary and Emeritus Roles

The Board may, by resolution, confer honorary titles such as "Chair Emeritus," "Founder's Circle," or "Senior Advisor" upon individuals for recognition purposes. Such titles confer no fiduciary duty, no voting rights, and no governance authority. Honorary designations may be revoked by a two-thirds (2/3) vote of the Board.

Docusign Envelope ID: 379F3FC1-88C7-86C5-823F-6836A1C1A203

Section 7.5 — Whistleblower and Anti-Retaliation Protection

The Corporation shall maintain a written Whistleblower Policy that protects any director, officer, employee, contractor, or community member who in good faith reports a concern about illegal activity, financial impropriety, ethics violations, or violations of these Bylaws. Retaliation against any person for good-faith reporting is strictly prohibited and constitutes grounds for removal of a director, termination of an employee, or other appropriate action.

Section 7.6 — Document Retention

The Corporation shall maintain a Document Retention and Destruction Policy governing the retention, storage, and disposal of organizational records. Board minutes, financial records, conflict disclosures, and governance documents shall be retained for at least seven (7) years or as required by law, whichever is longer.

Section 7.7 — Annual Self-Evaluation

The Board shall conduct an annual self-evaluation, administered by the GNC, assessing: Board composition and independence; committee effectiveness; director engagement and participation; governance process quality; and compliance with these Bylaws and governance policies. Results shall be presented to the full Board and used to guide recruitment and governance improvement.

Section 7.8 — Governance Policies

The Board shall maintain written policies governing, at minimum: conflicts of interest; whistleblower protection; document retention; executive compensation; and financial controls. These policies shall be reviewed and affirmed (or updated) at least every three (3) years.

ARTICLE VIII — INTELLECTUAL PROPERTY AND STANDARDS

Section 8.1 — Institutional Ownership

All curriculum, certification standards, examination materials, trademarks, trade names, logos, training materials, research outputs, and other intellectual property developed by or for the Corporation are institutional assets of the Corporation. No individual director, officer, employee, contractor, or community member may claim ownership of such assets by virtue of their role, tenure, or contribution to development.

Section 8.2 — Stewardship

The Board shall ensure that institutional intellectual property is protected, properly licensed, and stewarded through Board-approved processes. Material changes to certification standards or training curricula shall be approved by the ESCIC and ratified by the Board.

Section 8.3 — Departing Personnel

Upon resignation or removal of any director, officer, employee, or contractor, all institutional materials, data, records, and intellectual property in their possession shall be returned or transferred to the Corporation promptly. No departing individual retains any license, right, or interest in institutional assets by virtue of prior service.

Docusign Envelope ID: 379F3FC1-88C7-86C5-823F-6836A1C1A203

ARTICLE IX — FINANCIAL MANAGEMENT

Section 9.1 — Fiscal Year

The fiscal year of the Corporation shall be the calendar year (January 1 through December 31), or such other period as the Board may establish by resolution.

Section 9.2 — Budget

The Board shall approve an annual operating budget before the start of each fiscal year. Material deviations from the approved budget exceeding fifteen percent (15%) of any line item or ten percent (10%) of total operating expenses shall be reported to the FAC and require Board approval.

Section 9.3 — Financial Reports

The CEO/ED shall provide the Board with written financial reports at least quarterly, including income statements, balance sheets, and cash flow statements. The Treasurer shall present a summary of the Corporation's financial condition at each regular Board meeting.

Section 9.4 — Independent Audit

Given the Corporation's revenue level, the Board shall commission an annual independent audit by a licensed certified public accountant. The auditor shall be engaged by the FAC (subject to full Board approval), report directly to the FAC, and present findings to the full Board. The same audit firm shall not serve for more than seven (7) consecutive years without competitive review.

Section 9.5 — Internal Controls

The Board shall ensure that the Corporation maintains written internal financial controls, including policies for: authorization of expenditures; check signing and wire transfer approvals; expense reimbursement; credit card usage; and segregation of duties to the extent practicable given staffing levels.

Section 9.6 — Contracts and Obligations

The Board shall designate in writing those officers or staff authorized to execute contracts and incur financial obligations on behalf of the Corporation, and shall specify any monetary thresholds requiring Board approval. Contracts with related parties shall be subject to the Conflict of Interest Policy.

ARTICLE X — INDEMNIFICATION AND INSURANCE

Section 10.1 — Indemnification

The Corporation shall indemnify each current and former director, officer, employee, and agent (an "Indemnitee") against expenses (including attorneys' fees), judgments, fines, and amounts paid in settlement actually and reasonably incurred in connection with any threatened, pending, or completed action, suit, or proceeding to which the Indemnitee is made a party by reason of their service to the Corporation, to the fullest extent permitted by the Utah Revised Nonprofit Corporation Act and consistent with Section 501(c)(3) of the Code.

Docusign Envelope ID: 379F3FC1-88C7-86C5-823F-6836A1C1A203

Section 10.2 — Conditions

No indemnification shall be provided: (a) where the Indemnitee acted in a manner found by a court to constitute willful misconduct, gross negligence, or a knowing violation of law; (b) for claims arising from the Indemnitee's receipt of improper personal benefit; or (c) where indemnification is prohibited by applicable law.

Section 10.3 — Insurance

The Corporation shall maintain directors and officers liability insurance in amounts and from carriers deemed appropriate by the FAC, and shall also maintain such other insurance coverage as is appropriate to the Corporation's operations and risk profile.

ARTICLE XI — DISSOLUTION

Section 11.1 — Dissolution

The Corporation may be dissolved by a two-thirds (2/3) vote of the directors then in office, subject to compliance with the Utah Revised Nonprofit Corporation Act and applicable federal law.

Section 11.2 — Distribution of Assets

Upon dissolution, after payment of or provision for all liabilities, the remaining assets shall be distributed to one or more organizations exempt from federal income tax under Section 501(c)(3) of the Code, selected by the Board, whose purposes are consistent with Eagala's mission. No part of the Corporation's assets shall inure to the benefit of any private individual. The Board shall not distribute assets to any organization controlled by a former director or officer of Eagala without the prior approval of the Utah Attorney General or a court of competent jurisdiction.

ARTICLE XII — AMENDMENTS

Section 12.1 — Amendment Authority

These Bylaws may be amended by a two-thirds (2/3) vote of the directors then in office, provided that:

- Written notice of the proposed amendment, including the text of the proposed change and the reasons for it, has been provided to all directors at least fourteen (14) calendar days before the vote; and
- The amendment has been reviewed by the GNC before the vote, with the GNC's written recommendation (in favor, against, or neutral) provided to all directors with the notice.

Section 12.3 — Interpretation

Questions of interpretation arising under these Bylaws shall be resolved by the GNC in the first instance, with appeal to the full Board. In case of genuine ambiguity, the interpretation most consistent with the Governing Principles in Section 1.4 shall be preferred.

Docusign Envelope ID: 379F3FC1-88C7-86C5-823F-6836A1C1A203

ARTICLE XIII — GENERAL PROVISIONS

Section 13.1 — Parliamentary Authority

In matters of parliamentary procedure not covered by these Bylaws or applicable law, the Board may refer to the most current edition of Robert's Rules of Order as a guide, though adherence is not mandatory.

Section 13.2 — Nondiscrimination

The Corporation shall not discriminate in the delivery of services, granting of certifications, employment, or governance on the basis of race, color, national origin, ancestry, religion, sex, gender identity, sexual orientation, disability, age, veteran status, or any other characteristic protected by applicable federal or state law.

Section 13.3 — Severability

If any provision of these Bylaws is held invalid or unenforceable, that provision shall be modified to the minimum extent necessary to make it valid, or if it cannot be so modified, it shall be severed, and the remaining provisions shall remain in full force and effect.

Section 13.4 — Entire Governance Document

These Bylaws, together with the Articles of Incorporation and the policies adopted pursuant to these Bylaws, constitute the governing framework of the Corporation. In the event of a conflict between these Bylaws and the Articles of Incorporation, the Articles shall control. In the event of a conflict between these Bylaws and any Board-adopted policy, these Bylaws shall control.

Section 13.5 — Applicable Law

These Bylaws shall be governed by and construed in accordance with the laws of the State of Utah, including the Utah Revised Nonprofit Corporation Act, and applicable federal law governing organizations exempt under Section 501(c)(3) of the Internal Revenue Code.

CERTIFICATION OF ADOPTION

The undersigned, being the duly elected officers of the Equine Assisted Growth and Learning Association, hereby certify that the foregoing Bylaws were duly adopted by the Board of Directors of the Corporation at a duly noticed meeting at which a quorum was present, or by written consent of all directors, effective as of the date set forth below.

Chair of the Board: Lisa Gatti

Signed by:
Lisa Gatti
A859398A6204499...

Secretary: Helena Rouhe

Signed by:
Helena Rouhe
DDBC33E2BA20473...

Date Adopted: June 27, 2026