

By-Laws of the Regional Animal Shelter

I. Name and Mission Statement:

- a. The name shall be: Regional Animal Shelter Inc. (hereinafter "Corporation"), incorporated in NYS under the same name on 3/28/2002.

The Corporation will operate only as a not-for-profit under the IRS 501(c)3 guidelines, and shall have and exercise all powers conferred upon such organizations under NYS laws for non-profit corporations. No part of any profit, residue or remainder shall inure to the benefit of any member or individual.

- b. The Mission shall be: (a) To provide immediate shelter and care for any or all homeless or abused animals, and either reunite these animals with their owners, find them new homes, or shelter them until such a time as they are redeemed, adopted, or humanely dealt with. We intend to provide services 24 hours a day, 7 days a week, and respond to the public and municipalities that we serve. (b) To actively promote animal and owner education, training, and public awareness.

II. Principal Office

- a. Address of the corporation is:
Physical: 117 West Fulton St. Gloversville, NY 12078
Mailing: PO BOX 1274, Gloversville, NY 12078
- b. The Corporation may also have office at other places, within the state of incorporation or outside the state where it is qualified to do business, as the business and activities may require and as The Board of Directors may from time to time designate.

III. Records

The books and records of the Corporation shall be maintained at the Principal Office.

- a. Right to Examine Such Records: Every Officer and/ or Director of the Corporation has the right to examine, in person, or by his or her attorney, for any purpose and at such place as the records are kept, the records of the Corporation, by contacting the Board or current Shelter Manager for an appointment.
- b. Any request to copy such materials must be made, in writing, to the Secretary of the Corporation, specifically stating the records to be copied, and including a requested nominal fee per page.

IV. Officers and Directors

- a. The Board of Directors shall consist of not less than 5, but no more than 9 voting members, elected as in section 7(d). From this membership, Officers shall be elected as in section 7(d).
- b. The Officers of the Board of Directors shall include the following 4 positions: The President, Vice President, Treasurer, and Secretary.

V. Voting Rights

- a. Only members of the Board of Directors shall be entitled to Vote. : Volunteers are welcomed and encouraged to join any of the standing committees of the Board of Directors and actively participate in the ongoing operation of the Shelter, but only the current Board of Directors shall be entitled to vote.
- b. No salaried employees or managers of the Corporation may be a voting member of the Board of Directors.

VI. Meetings of the Board of Directors

- a. The Annual Meeting shall be held in January of each year at such a time and place as the Board of Directors shall designate. Presented at this meeting will be the annual reports of each Office and each Committee, and the Board members and officers for the year will be installed.
- b. The regular monthly meetings shall be held on the 3rd Tuesday @ 6:30pm of each month, at a place and time designated by the Board of Directors, and the time and place may be changed, upon notice, by such Board with a simple majority of the then Board of Directors.
- c. A quorum shall be met when at least 50% of the Board of Directors are present at regularly scheduled meetings, or at any interim meetings.
- d. Special or emergency meetings may be called by the President of the Board, by the Chairperson(s) of a Committee, on 48 hour notice to the entirety of the Board of Directors, and must state the reason for meeting.
- e. Minutes of all meetings will be made available by the next monthly meeting, and thereafter at the principal location of the Corporation.
- f. Approval of operational issues coming before the Board in the ordinary course of the Corporation's business shall require a simple majority of the Board of Directors. Changes to the Shelter Policy, votes which would require the authorization of an expenditure of funds in excess of \$500.00 or changes to these By-laws shall require a two-thirds majority vote of the Board of Directors.

VII. The Board of Directors

- a. **Role.** The Board is responsible for the overall policy and direction of the Corporation, and will delegate responsibility for the day-to-day operations of the management, staff and committees of the Corporation. The Board shall receive no compensation other than reasonable reimbursement for expenses, and no member shall be personally held responsible for Board actions. The Board may appoint Committees and/or agents to act on its behalf, and may prescribe their functions and duties. The Board is fiscally responsible to oversee all funds and functions, and can change policy and authorize the expenditure of funds only as described in article 6(f).
- b. **Size.** The board shall always have no less than 5, no more than 9, and shall always be an odd number. In the unlikely event that the number of Board Members shall fall below 5, all functions of the Corporation shall continue to be maintained by the Board of Directors, until additional Board members are either elected or appointed.

- c. **Terms.** The term of the first Board elected at the first regular annual meeting shall be three (3) years for three Board Members, two (2) years for three Board Members, and one (1) year for three Board Members. At the expiration of the term of each Board Member, a successor shall be elected for a term of three years. A Board Member shall not run for a consecutive term but may run for election after one (1) years' time. In the case of an exceptional Board Member, the Board may recommend upon a two-thirds vote that person to the Nominating Committee that the Board Member be considered for another consecutive term.
- d. **Election of Board Members.** A Nominating Committee will be formed at the September meeting of each year. The Committee will consist of three members in good standing from either: Board of Directors, or past Board Members who currently sit on the Advisory Council, all of whom are not up for election for Board terms or Office. One person on the Committee shall have served the previous year to ensure continuity. The Coordinator of the Nominating Committee will be responsible for counting ballots. The Nominating Committee will present a slate of candidates in writing to the Secretary before the October monthly meeting, and said slate shall be forwarded to all voting members at the October meeting. Board Members shall be elected at the November meeting by ballot vote for terms that will start in January. All Board Members elected in November are eligible for office at that time.
- e. **Election of Officers.** Nominations for new Officers shall be made at the November meeting by the Nominating Committee. New officers shall be elected at the December meeting by majority ballot vote, and shall be inducted at the Annual Meeting in January of the following year. All records and materials of each Officer, and all correspondence will be passed to the new Board before the January meeting each year.
- i. **President.** The role of the President is to keep order, remain impartial, and protect the non-profit objectives of the Corporation and ensure that all Board Members have a full and fair opportunity to be heard. The President shall preside at all meetings, and shall have all the powers and duties normally appurtenant to the office of the President. At the direction of the Board of Directors, the President shall have the authority to co-sign, along with the Treasurer, all financial documents pertaining to the Corporation. The President is a non-voting member, unless the President's vote is needed to break a tie.
 - ii. **Vice President.** Shall have all powers of the President in the event of absence, incapacity, or death. Shall retrieve all mail and distribute it to the appropriate parties along with the Treasurer. The Vice President is a voting member, unless acting as President.
 - iii. **Treasurer.** Shall prepare monthly and annual reports to present to the Board and for filing with various government agencies; shall handle all incoming bills and expenditures and shall account for all funds donated, contracted, or otherwise received by the Corporation; shall, at the discretion of the Board, have the authority to co-sign along with the President, all financial documents pertinent to corporate matters. Shall retrieve all mail and distribute it to the appropriate parties along with the Vice President. The fiscal year of the Corporation shall normally be January 1st through December 31st each year. The Treasurer is a voting member.
 - iv. **Secretary.** Shall serve as the Board Secretary and maintain minutes of Board meetings; shall record and archive all organizational documents. Shall keep written copies of all contracts with municipalities and, if needed, annually produce new updated contracts. Maintains all Regional Animal Shelter records along with list of Members and their information. The Secretary is a voting member.

- v. **Coordinators.** Shall oversee the functions of the committees of the Corporation. Each committee shall have at least one Board Member, as well as any affiliated member with an interest or experience in each area. Shall submit monthly reports of Committee's activities to the Board of Directors at its regularly scheduled meetings; no Committee is authorized to act separately from the Corporation or represent that they may act independently of the Board.
- f. **Preemption.** Notwithstanding any other provisions of these Bylaws, no Director, officer, employee, 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 and its Regulations of §201 of the New York State Not-for-Profit Corporation Law as they now exist or as they may hereafter be amended.
- g. **Earnings.** No Director, officer, or employee of or member of a committee of or person connected with the Corporation, or any other private individual shall receive at any time any of the net earnings or pecuniary profit from the operations of the Corporation, provided that this shall not prevent the payment to any such person of such reasonable compensation for services rendered to or for the Corporation in effecting any of its purposes as shall be fixed by the Board of Directors; and no such person or persons shall be entitled to share in the distribution of any of the corporate assets upon the dissolution of the Corporation. All Directors of the Corporation shall be deemed to have expressly consented and agreed that upon such dissolution or winding up of the affairs of the Corporation, whether voluntary or involuntary, the assets of the Corporation, after all debts have been satisfied, then remaining in the hands of the Board of Directors shall be distributed, transferred, conveyed, delivered, and paid over in such amounts and to a charitable organization or organizations as would then qualify under the provisions of Section 501(c)(3) of the Internal Revenue Code, as the Board of Directors may determine, or as may be determined by a court of competent jurisdiction upon application of the Board of Directors, for the exclusive use of such organization's exempt and charitable purposes.
- h. **Contracts and Services.** The Directors and officers of the Corporation may not be interested directly or indirectly in any contract relating to or incidental to the operations conducted by the Corporation pursuant to the Corporation's Conflict of Interest Policy. However, such Directors may freely make contracts, enter transactions, or otherwise act for and on behalf of the Corporation, notwithstanding that they may also be acting as individuals, or as trustees of trusts, or as agents for other persons or corporations, or may be interested in the same matters as shareholders, Directors, or otherwise; provided, however, that any contract, transaction, or act on behalf of the Corporation in a matter in which the Directors or officers are personally interested as shareholders, Directors, or otherwise shall be at arm's length and not violative of the proscription in the Certificate of Incorporation against the Corporation's use or application of its funds for private benefit; and shall not be in conflict with the conflict of interest policy adopted by the Corporation; and provided further that no contract, transaction, or act shall be taken on behalf of the Corporation if such contract, transaction, or act is a prohibited transaction or would be violative of any resulting tax exemption under Section 503 or Section 507 of the Internal Revenue Code and its Regulations as they now exist or as they may hereafter be amended.
- i. **Vacancies.** Whenever a vacancy exists, nominations for a new Officer shall be made by the last Nominating Committee, to be selected first from the list of active Board Members then in good standing, and shall be for the remainder of the unfulfilled term of office; the vacancy will be filled by an election at a regular monthly meeting, and by a simple majority of the remainder of the Board. In the event of termination, resignation, or absence, the remaining Board will use these same guidelines to fulfil the term of office then vacant. If any member of the Board is absent for three consecutive meetings with no explanation they will be assumed to have resigned and their position will be filled at the next scheduled meeting, following the standard nominating procedure. Any Board Member that leaves the area for an

extended time and so notifies the Board shall not be removed absent a two-thirds vote by the Board Members eligible to vote.

j. Indemnification of Officers and Directors

- a. **Construction and Intent.** It is the intent of the provisions of this Article III, Section 15 that the Corporation grant to its officers and Directors indemnification to the fullest extent provided by law, including not only all the rights of indemnification stated in Article 7 of the Not-for-Profit Corporation Law, but in addition thereto all other rights to indemnification and advancement of expenses allowable under law. For the purposes of this Article III, Section 15, the term "Officers and Directors" shall include each individual described in Section (b) below. In the event of any ambiguity, the following provisions of this Section 15 shall be construed as liberally as possible in order that the Corporation's officers and Directors may be so indemnified to the maximum extent permitted by law.
- b. **Persons Indemnified.** It is the intent of this Article III, Section 15 that the indemnifications described in this section be extended to, and that the term "officers and Directors" shall include, each and any person made or threatened to be made a party to any action, whether civil or criminal, including any action or threatened action by or in the right of the Corporation, by reason of the fact that he, his testator or intestate is or was a Director, officer, committee member, agent or administrator of this Corporation or is or was serving another Corporation, or any partnership, joint venture, trust, employee benefit plan or other enterprise in any capacity at the request of the Corporation.
- c. **Statutory Indemnification Mandatory.** The Corporation shall indemnify any and all of its officers and Directors made or threatened to be made a party to an action or proceeding, whether civil or criminal, as described in and to the fullest extent permitted in Article 7 of the Not-for-Profit Corporation Law, as currently existing or as hereafter amended.
- d. **Additional Indemnification.** The indemnification and advancement of expenses granted above shall not be deemed exclusive of any other rights to which an officer or Director of the Corporation seeking indemnification or advancement of expenses may be entitled. In addition thereto, the Corporation shall indemnify its officers and Directors against any and all expenses, damages, fines or costs in any legal action commenced or threatened involving such person's service to the Corporation, including but not limited to, indemnification of each such person made or threatened to be made a party to an action by or in the right of the Corporation against judgments, fines, costs, amounts paid in settlement and reasonable expenses, including attorneys' fees, actually and necessarily incurred as a result thereof. All such indemnification shall be as complete as possible and to the fullest extent allowable under the laws of the State of New York.
- e. **Expenses.** Any and all expenses incurred in defending any civil or criminal action or proceeding, or threatened action or proceeding, shall be paid or provided for by the Corporation in advance of the final disposition of such action or proceeding and as such expenses are incurred, upon request of such person and upon receipt of a written undertaking by or on behalf of such person to repay such amounts, if he is ultimately found not to be entitled to indemnification, and/or to repay any amounts so advanced in excess of the amount allowed by any court, where court authorization is required.

- f. **Non-Exclusivity**. Nothing contained in this Section 15 shall limit the right to indemnification and advancement of expenses to which any Director or Officer would be entitled by law in the absence of this Section 15, or shall be deemed exclusive of any other rights to which such person seeking indemnification or advancement of expenses may have or hereafter may be entitled under law, any provision of the Certificate of Incorporation, or the Bylaws, any agreement approved by the Board of Directors, or a resolution of Directors; and the adoption of any such resolution or entering into any of such agreement approved by the Board of Directors is hereby authorized.
- g. **Continuity of Rights**. The indemnification and advancement of expenses provided by or granted pursuant to this Section 15 shall: (i) apply with respect to acts or omissions occurring prior to the adoption of this Section 15 to the fullest extent permitted by law, and (ii) survive the full or partial repeal or restrictive amendment hereof with respect to events occurring prior thereto.

VIII. Advisory Council:

An advisory council may be comprised of 4-8 people who are not Board Members, but shall be appointed by the Board of Directors; the Council shall oversee and advise the Board on any issues, which may include but are not limited to the following: professional skills, advice, community interface, corporate developments, and special projects. The advisory council shall attend regular meetings. Said council, if formed, shall prepare a comprehensive report for the Board of Directors with its suggestions. The Advisory Council may attend Executive Sessions and Special Meetings if requested by the Board of Directors.

IX. Amendments to the By-Laws:

These bylaws shall be reviewed at least each 1st quarter annually and may be amended when necessary by two-thirds majority vote by the Board of Directors. Proposed amendments and changes must be submitted in writing, to the Board of Directors, no less than thirty (30) days prior to the next meeting. Following a majority vote, any changes will be recorded and filed by the Secretary, and incorporated into the Bylaws at the principal office.

X. Dissolution

The Corporation may be dissolved at any time, with a three-quarter majority vote of the Board of Directors; barring written objections from at least two-thirds of the members, and with at least sixty (60) days advance notice, the Corporation will be dissolved at the next regular or annual meeting after such notice or when such dissolution is permitted by law or court order as may be applicable

XI. Investments

The Corporation shall have the right to retain all or any part of any securities acquired by it in whatever manner, and to invest and reinvest any funds held by it, according to the judgment of the Board of Directors, provided, however, that no action shall be taken by or on behalf of the Corporation if such action is a prohibited transaction or would result in the denial of any tax exemption under the Internal Revenue Code and its Regulations as they now exist or as they may hereafter be amended.

XII. Effective Date

These bylaws shall be effective upon adoption, and shall constitute the Official bylaws of the Regional Animal Shelter, Inc. until such a time as they are amended or the organization ceases to exist.

These bylaws are adopted and effective as of this date: (3/28/2002; amended 6/15/2010)
_____ (8/01/2015) amended

Signed: President _____
Robin Markert

Vice President _____
Lorrie Venneman

Treasurer _____
Renee Earl

Secretary _____
Marti Young