

BYLAWS

ARTICLE I

The name of this association shall be Carl W. Nelson Animal Shelter Inc.

ARTICLE II

MISSION STATEMENT

The Carl W. Nelson Animal Shelter is committed to the purpose of caring for and arranging for the adoption of animals in need, providing humane education to the community, advancing the reduction of the homeless animal population through spay and neuter programs, and encouraging the humane treatment and extended life of all animals through involvement in our community.

ARTICLE III

FISCAL YEAR

The fiscal year of this association shall begin on January 1st and end on December 31st.

ARTICLE IV

MEMBERSHIP

SECTION 1 Dues for memberships to the Carl W. Nelson Animal Shelter Inc. are as follows:

- a. Individual Member \$15/year
- b. Family Members \$25/year
- c. Lifetime Member \$250
- d. Junior (17 years & younger) \$10/year
- e. Senior (60 yrs & older) \$10/year
- f. Business \$100/year

SECTION 2 The dues shall be paid annually and shall be paid on or before March 1st for the current year.

SECTION 3 The board of directors may terminate or refuse membership, by written notice, to any individual for cause at any time. "Cause" shall be defined as, but not limited to, any act which the Board of

Directors determines to be contrary to the best interests of the Association or contrary to the good order and operations of the Association.

SECTION 4 All members age 18 and older shall be entitled to one vote on each matter submitted to a vote of the members.

ARTICLE V

MEETINGS

SECTION 1 Regular membership meetings will be held quarterly on the third Wednesday beginning in January.

SECTION 2 Board meetings will be held once a month to conduct business.

SECTION 3 ANNUAL MEETING: The annual meeting for the purpose of electing Directors shall be held in April of each year.

SECTION 4 SPECIAL MEETINGS: Special meetings of the Board of Directors or Membership may be called by the President or by the Secretary, upon the request of any Board Member. Notice of the time and place of all Special Meetings shall be given to each Director or member by the Secretary at least 3 days in advance of such meeting.

SECTION 5 QUORUM: Members/Directors present at a properly noticed meeting shall constitute a quorum to do business.

ARTICLE VI

BOARD OF DIRECTORS

SECTION 1 The Carl W. Nelson Animal Shelter shall be under the Management of a Board of Directors that shall be vested with full power to manage and control the affairs of the association. The Board shall consist of at least 9 and not more than 15 Directors, each of whom shall be an active member of the association. New directors shall be elected by majority vote of sitting directors from those

nominated by the nominating committee. Each director shall serve for a period of 3 years. Each director shall hold office until their successor shall have been elected and any director may be re-elected to serve successive terms.

- a) At each annual meeting there shall be elected Directors equal in number to those whom terms have expired.

SECTION 2

If a person ceases to be a Director during their term, a successor shall be chosen by the Board to serve until that term is up. Failure of a Director to attend three consecutive regular meetings of the Board may result in the removal of them from the Board upon a vote by the majority of the board members for this removal.

SECTION 3

The Executive Committee of the Board of Directors shall consist of the President, Vice President, Secretary, and Treasurer. The Executive Committee shall have and may exercise all the powers of the Board of Directors when the board is not in session, except such powers, as the board may specifically assigned to any other committee or officer of the organization.

SECTION 4

A Nominating Committee, whose purpose is to recommend nominations for directors to be elected to a new term, shall be appointed at least 2 months prior to the elections. The President of the Board shall appoint at least 3 directors to serve on the nominating committee. The nominating committee shall make at least as many nominations, of active members, for director as the number of directors to be elected. At least 30 days before the vote, the Nominating Committee shall present its Nominations to the board.

SECTION 5

The Board shall elect Directors from the nominees presented by the Nominating Committee.

ARTICLE VII

OFFICERS

SECTION 1 The directors shall elect annually from their number a President, Vice President, Secretary, and Treasurer.

- SECTION 2 a) Principal duties of the President shall be to preside at all meetings of the Board of Directors, all regular & special meetings of the members, and to generally supervise the affairs of the organization. The President shall sign certificates, contracts and all legal documents, and set the agenda for all meetings.
- b) Principal duties of the Vice President shall be to discharge duties of the President in the event of the absence or disability for any cause.
- c) Principal duties of the Secretary shall be to keep a record of the proceedings of the Board of Directors and any regular or special meetings of the regular membership meetings. The Secretary shall notify members of all meetings and will systematically keep all records belonging to the organization.
- d) Principal duties of the Treasurer shall be to keep and account for all moneys, credits and property of any and every nature of the society which shall come into their hands. The Treasurer will keep an accurate account of all moneys received and disbursed. The treasurer will give a written financial report monthly to the board.

ARTICLE VIII

SECTION 1 The Board of Directors may establish dues or fees as required for the operation of the organization.

SECTION 2 None of the earnings shall be distributed to any member, officer or director of the organization, except that the corporation shall be authorized and empowered to pay reasonable compensation for

services rendered.

ARTICLE IX

The bylaws of this association may be amended by a majority vote of the Board of Directors. Written notice of the intention to amend the bylaws shall be given to the Directors at least 10 days prior to the meeting where the amendments of the bylaws will be discussed

ARTICLE X

At the annual meeting of each year the Board will give an accurate written statement of the financial condition of the organization.

ARTICLE XI

DISSOLUTION

SECTION 1 In the event of dissolution, any remaining assets shall be distributed to organizations organized and operated exclusively for charitable or educational purposes as shall at the time qualify as except organizations under Section 501©(3)of the Internal Revenue Service Code of 1954.

ARTICLE XII

These bylaws are effective upon the date of their adoption and supersede all former bylaws of this association.

ARTICLE XIII

All membership and board meetings shall be conducted according to the rules in the latest edition of Robert's Rules of Order.

ARTICLE XIV

FOR THE PROTECTION OF DIRECTORS AND OFFICERS

No director or officer for the time being of the association shall be liable for the acts, receipts, neglects or defaults of any other director, officer or employee of for any loss, damage or expense happening to the animal shelter through the insufficiency or deficiency of title to any property acquired by the association or for or on behalf of the association or for the insufficiency or deficiency of any security in or upon which any of the moneys of

or belonging to the association shall be placed out or invested or for any loss or damage arising from the bankruptcy, insolvency or tortuous act of any person including any person with whom any moneys, securities or effects shall be lodged or deposited or for any loss, conversion, misapplication or misappropriation of or any damage resulting from any dealings with any moneys, securities or other assets belonging to the association or for any other loss, damage or misfortune whatever which may happen in the execution of the duties of the director's or officer's respective office or trust or in relation thereto unless the same shall happen by or through the director's or officer's own willful neglect or default.

**An active member is defined as one who has shown a genuine interest in the organization by their actions and deeds. Either they have attended meetings regularly or often; volunteered hours at the shelter, or made contributions toward the betterment of the shelter for the animals. They must have a paid membership.

Adopted this 19th day of July 2006.

Deb Flint, President

Rosemary Aney, Secretary

Nichole Sauer, Vice President

Char Walter, Treasurer