

***BYLAWS OF  
MONROE COUNTY FRIENDS OF ANIMALS***

The name of the organization is *Monroe County Animal Friends of Animals*. The date of incorporation is December 6, 2004.

The purpose is to support Monroe County government and other related groups to provide shelter, food, care, adoption, and health services for homeless dogs and cats. The main activity will be to provide volunteer services and financial support to achieve this purpose. The organization is organized exclusively for charitable and educational purposes. The organization has not been formed for the making of any profit, or personal financial gain.

The assets and income of the organization shall not be distributable to, or benefit the directors, or officers or other individuals. The assets and income shall only be used to promote the purpose described above. Nothing contained herein, however, shall be deemed to prohibit the payment of reasonable compensation to employees and independent contractors for services provided for the benefit of the organization.

This organization shall not carry on any other activities not permitted to be carried on by an organization exempt from federal income tax. The organization shall not participate in any political campaign in any manner. The organization shall not attempt to influence legislation.

**ARTICLE I MEETINGS**

**Section 1. Annual Membership Meeting.** An annual membership meeting shall be held once each calendar year for the purpose of electing directors and for the transaction of such other business as may properly come before the meeting. The annual membership meeting shall be held each March.

**Section 2. Special Membership Meetings.** Special meetings maybe requested by the President or the Board of Directors.

**Section 3. Notice.** Notice of all member meetings shall be provided under this section or as otherwise required by law. The Notice shall state the place, date, and hour of meeting, and if for a special meeting, the purpose of the meeting. Such notice shall be via e mail to Board Members and included in the MCFA calendar for the general membership and those on the e mail list.

**Section 4. Place of Meeting.** Location of member meetings will be advised through an email to Board Members and included in the MCFA calendar for the general membership and those on the general list.

**Section 5. Quorum.** A majority of the directors shall constitute at quorum at a meeting. In the absence of a quorum, a majority of the directors may adjourn the meeting to another time without further notice. If a quorum is represented at an adjourned meeting, any business may be transacted that might have been transacted at the meeting as originally scheduled. The directors present at a meeting represented by a quorum may continue to transact business until

adjournment, even if the withdrawal of some directors results in representation of less than a quorum.

**Section 6. Informal Action.** Any action required to be taken, or which may be taken, at a meeting, may be taken without a meeting and without prior notice if a consent in writing or email, setting forth the action so taken, is signed by the directors with respect to the subject matter of the vote.

## **ARTICLE II DIRECTORS**

**Section 1. Number of Directors.** The Board of Directors of the Corporation shall consist of no more than nine Directors, including the officers, as provided in Article III.

**Section 2. Qualification.** Board Members must be a current MCFA member in good standing.

**Section 3. Election and term of office.** Election of Directors shall be conducted at the annual meeting. Director candidates may be nominated by the Board or directly by the membership. If directly by the members, the nominations must be received in writing 30 days prior to the annual meeting and be signed by eight members. The election results will be counted and announced at the annual meeting from ballots cast by mail

.Paid members as of the 15<sup>th</sup> of the month prior to the month of the annual meeting are eligible to vote and considered members of record for the election. Ballots will be sent out to members on record three weeks prior to the annual meeting. Open director positions remaining unfilled by the Board at the first of the month preceding the annual member meeting will become available open positions for the general election. In determining who serves what term, the candidate(s) with the highest number of votes counted will fill expired term(s) first. After those terms are filled; candidates with the next highest vote totals will receive the uncompleted available term (s) in order of votes received. If enough eligible candidates are not running to fill the open directorships, the uncompleted term(s) will remain open and eligible for Board appointment until the succeeding annual meeting. Directors shall serve a term of three years and may serve up to one additional consecutive three-year term if elected by the membership. For the purposes of term limits, an incomplete term due to a resignation or inability to attend Board meetings will be considered a full term. Maximum number of years a Director may serve is nine years, six years elected by the membership and up to an additional three years if appointed by the Board to replace a vacant Director unexpired term. One third of the nine Directors shall be up for election each year.

**Section 4. Quorum.** A majority of directors in office shall constitute a quorum at the meeting. In the absence of a quorum, a majority of the Director's may adjourn the meeting to another time without further notice. If a quorum is represented at an adjourned meeting any business may be transacted at the meeting originally scheduled, The Directors present at the meeting represented by a quorum may continue to transact business until adjournment, even if the withdrawal of some members results in representation of less than a quorum.

**Section 5. Adverse Interest.** In the case of an adverse interest of a Board member, the Director will abstain from voting.

**Section 6. Organizational Meeting of Board.** The Board of Directors shall meet immediately after the election for the purpose of electing its new officers, appointing new committee chairpersons and for transacting such other business as may be deemed appropriate.

**Section 7. Regular Meeting.** The Board of Directors shall have one regular meeting every quarter as a minimum, the schedule of which shall be established at the annual meeting, to accomplish the business of the organization. No notice of such meetings shall be required. All regular board meetings are open to the general membership.

**Section 8. Special Meeting.** Special Director meetings may be requested by the President, Vice-President, Secretary, or any two directors. Minutes of the meeting shall be created and approved at the next member meeting. Minutes shall be sent to the Board of Directors within two weeks after the meeting.

**Section 9. Procedures.** The vote of a majority of the directors present at a properly called meeting at which a quorum is present shall be the act of the Board of Directors, unless the vote of a greater number is required by law or by these by-laws for a particular resolution. A director of the organization who is present at a meeting of the Board of Directors at which action on any corporate matter is taken shall be presumed to have assented to the action taken unless their dissent shall be entered in the minutes of the meeting. Directors may participate via phone or internet conference call if unavailable to attend in person. Voting by proxies will not be accepted. The Board shall keep written minutes of its proceedings in its permanent records.

**Section 10. Emergency Action.** Should action be required when it is not possible to assemble the Board of Directors in a properly called meeting or when the Executive committee explicitly cannot assume the powers of the full board, written or oral approval of the proposed action by a board majority may be obtained in a poll of the entire Board of Directors authorized by the President or majority of the Executive committee. Any action so taken shall be recorded in the minutes of the next properly called board meeting.

**Section 11. Informal Action.** Any action required to be taken at a meeting of directors, or any action which may be taken at a meeting of directors or of a committee of directors, may be taken without a meeting if a consent in writing setting forth the action so taken, is signed by all of the directors or all of the members of the committee of directors, as the case may be.

**Section 12. Removal / Vacancies.** A Director shall be subject to removal, by 51% of the Board of Directors currently in office with or without cause, at a meeting called for that purpose by the Board of Directors. Any vacancy that occurs on the Board of Directors, whether by death, resignation, removal or any other cause, may be appointed by the remaining Directors subject to the section on elections. A Director appointed by the Board to fill a vacancy shall serve the remaining term of his or her predecessor. A Director who has missed four consecutive meetings or six of the preceding 12 meetings will be presumed to have resigned from the Board. A Director may resign at any time and it is effective immediately. A Director who resigns may not be elected or appointed by the Board for 12 months or until the next succeeding election after one year.

**Section 13. Standing Committees.** The Standing Committees of the Corporation may be Executive, Fundraising and Public Relations, Volunteers, Facilities and Long Term planning, Rescue and finance. The Standing Committee Chairs shall be appointed by majority vote by the Board of Directors. Other committees may be added or discontinued by majority vote of the Board of Directors.

All committees shall function within the guidelines and budgets established by the Board of Directors.

**Section 14. Ad Hoc Committees.** The President may establish ad hoc committees at any time. All ad hoc committees are subject to the same rules and operating procedures as standing committees.

**Section 15. Budgets.** The Board of Directors shall approve the annual budget of the organization during the first quarter of each calendar year

**Section 16. Personnel Responsibilities.** The Board of Directors may employ and discharge employees of the organization and may prescribe their duties and compensation. The board shall discharge its duties with respect to personnel organizational matters without regard to age, sex, race, color, creed, sexual orientation, or the national origin of any person.

**Section 17. Records.** Every Director shall have the absolute right at any reasonable time to inspect and copy all books, records and documents of every kind and to inspect the physical properties of the organization.

**Section 18. Compensation.** No board member or officer or any member of a committee shall receive at any time any of the net earnings or profit from the operations of the organization. However, this shall not prevent the payment to any such person of reasonable out of pocket expenses for services rendered to or for the organization.

**Section 19. Married Couples.** No couple, husband and wife may serve as a Director at the same time.

**Section 20. Accounts Review.** The Board of Directors shall provide for an annual review of the accounts of the corporation. Said review may be provided by qualified volunteer individuals, public accounting businesses or a CPA firm.

### ARTICLE III OFFICERS

**Section 1. Number of Officers.** The officers of the corporation shall be a President, one or more Vice-Presidents (as determined by the Board of Directors), a Recording Secretary, a Corresponding Secretary, and a Treasurer.

#### 1. **Duties of the President**

- a. Serves as the chair of the Board of Directors and chief operating officer of the corporation.
- b. Preside at the annual and other special meetings of the Corporation and Board of Directors.

- c. Present at the Annual Meeting of the Corporation a summary of the prior year activities.
- d. Break any tie votes by the Board of Directors.
- e. Write and distribute copies of the agenda to each board member.
- f. Be responsible for securing a meeting place for the meetings of the Corporation.
- g. Assist the newly elected President.

**2. Duties of the Vice-President**

- a) Assume the office of the President to fulfill an incomplete term.
- b) In the event of the absence of the President, assume the duties of the President, and perform such special assignments as the President may request.
- c) Be responsible for developing, directing and publicizing all programs for the general and special meetings.

**3. Duties of the Treasurer**

- a) Be entrusted with all funds of the Corporation and maintain appropriate accounts with a local bank
- b) Report the financial status of the Corporation at the annual and general meetings.
- c) Prepare and submit for the ensuing year an annual budget to the Board of
- d) Directors prior to the March meeting.
- e) Upon request, make available for review, all Corporation financial records and receipts.
- f) File all reports required by Federal and State governments, including IRS Form 990.
- g) Assist the newly elected Treasurer.
- h) Check any incoming mail to the Corporation Post Office Box and distribute as required

**4. Duties of the Secretary**

- a) Record minutes of all meetings of the Corporation, and distribute copies of the minutes to all members.
- b) Record minutes of all meetings of the Board of Directors and distribute copies
- c) of the minutes to all Board members within one week of the meeting.
- d) Maintain a permanent file of Corporation records and make these records available at the annual and all special meetings of the Corporation and Board of Directors.
- e) Assist the newly elected Secretary.

**Section 2. Term of Office.** The officers of the Corporation will serve for a minimum of two years and may serve one additional year if elected to do so by a majority of the Directors then in office. Officers are elected by a majority vote of the Directors then in office at or before the next Board of Directors meeting following the Annual Meeting

**Section 3. Removal or Vacancy.** The Board of Directors shall have the power to remove an officer or agent of the corporation. Any vacancy that occurs for any reason may be filled by the Board of Directors.

**ARTICLE IV  
CORPORATE SEAL, EXECUTION OF INSTRUMENTS**

The corporation shall not have a corporate seal. All instruments that are executed on behalf of the corporation which are acknowledged and which affect an interest in real estate shall be executed by the President or any Vice-President and the Secretary or Treasurer. All other instruments executed by the corporation, including a release of mortgage or lien, may be executed by the President or any Vice-President. Notwithstanding the preceding provisions of this section, any written instrument may be executed by any officer(s) or agent(s) that are specifically designated by resolution of the Board of Directors.

## **ARTICLE V MISCELLANEOUS**

**Section 1 Membership and Dues.** The corporation will recruit new members and volunteers to assist the officers/directors in administering the corporation activities and projects.

1. The amount of dues per individual or family membership shall be established by a majority vote of the Board of Directors.
2. New member dues are payable at the time of registration and shall run for twelve (12) months thereafter.
3. The fiscal year shall run from January 1 through December 31.

**Section 2 Funding.** The corporation will be funded by donations, fund-raising activities, grants and dues. Officers, directors, members and volunteers who donate their time and services will not receive any remuneration from this corporation.

## **ARTICLE V AMENDMENT TO BYLAWS**

1. The By-Laws may be amended at the Annual Meeting of the Corporation provided that
  - a. such amendment has been presented in writing to the Recording Secretary of the Corporation or a replacement as assigned by the President, two months prior to the Annual Meeting, and
  - b. the proposed Amendment has been included on the agenda for the meeting.
2. A majority vote of the ballots cast by the membership will be required for the adoption of all amendments.

## **ARTICLE VI DISSOLUTION**

In the event of the dissolution of the organization, the assets shall be applied and distributed as follows:

All liabilities and obligations shall be paid, satisfied and discharged, or adequate provision shall be made therefor. Assets not held upon a condition requiring return, transfer, or conveyance to any other organization or individual shall be distributed, transferred, or conveyed, in trust or otherwise, to an organization, organized under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, of a similar or like nature to this organization, as determined by the Board of Directors prior to dissolution.

### **Certification**

I certify that the foregoing is a true and correct copy of the bylaws of the above-named corporation, duly adopted by the Board of Directors on March 30, 2020.

---

James Barrett  
President

---

Carol Gramarossa  
Secretary