

# **Friends of Megan Animal Rescue, Inc.**

## **By-Laws**

### **Article I: Name and Purpose**

1. **Name:** The name of the organization shall be "Friends of Megan Animal Rescue, Inc." [hereafter, the "Corporation"]. It shall be a nonprofit organization incorporated under the laws of the Commonwealth of Virginia.

2. **Purpose:** the Corporation is organized exclusively for charitable, scientific and educational purposes. The purpose of the Corporation is

- to prevent cruelty to animals, and
- to provide rehabilitative care for abused and abandoned animals, and
- to seek suitable homes for such animals
- To educate owners and potential owners on the proper care and feeding of their animals

### **Article II: Membership**

1. The Corporation shall have no members.

### **Article III: Board of Directors**

1. **Board role, size, and compensation:** The board is responsible for overall policy and direction of the association, and delegates responsibility of day-to-day operations to the staff and committees. The board shall have up to 7, but not fewer than 3 members. The board receives no compensation.

2. **Terms:** All board members shall serve five-year terms. There are no term limits.

3. **Meetings and notice:** The board shall meet at least once annually, at an agreed upon time and place. An official board meeting requires that each board member have written notice at least two weeks in advance.

4. **Attendance at meetings:** Attendance is not limited to physical presence at a meeting, but includes telephone or video-conference participation. The secretary shall arrange for telephone and/or video-conference capability upon the request of any board member.

5. **Board elections:** During the last meeting of each fiscal year of the Corporation, the board of directors shall elect Directors to replace those whose terms will expire at the end of the fiscal year. This election shall take place during a regular meeting of the directors, called in accordance with the provisions of these bylaws.

6. **Officer elections:** During the last meeting of each fiscal year of the Corporation, the board of directors shall elect new officers. Officers shall have no term limits.

7. **Election procedures:** New directors shall be elected by a majority of directors attending such a meeting, provided there is a quorum. Directors so elected shall serve a term beginning on the first day of the next fiscal year.

8. Quorum: A quorum must be attended by at least forty percent of board members for business transactions to take place and motions to pass.

9. Officers and Duties: There shall be four officers of the board, consisting of a President, Vice President, Secretary and Treasurer. Their duties are as follows: The President shall convene regularly scheduled board meetings, shall preside or arrange for the Vice President to preside, in the event he/she is unable to attend. The Secretary shall be responsible for keeping records of board actions, including overseeing the taking of minutes at all board meetings, sending out meeting announcements, distributing copies of minutes and the agenda to each board member, assuring that corporate records are maintained, and acknowledging all donations to the Corporation. The Treasurer shall make a report at each board meeting. The Treasurer shall complete and file all forms required by the Commonwealth of Virginia and the Internal Revenue Service in accordance with its status as a non-profit 501(c) 3 entity, keep an accurate record of the Corporation's accounts, assist in the preparation of the budget, help develop fund-raising plans, and make financial information available to board members and the public, as requested or required.

10. All Board Members shall use their best efforts to create good will for the Corporation, publicize the Corporation's activities in whatever manner is available to them, work to secure donations to the Corporation, assist in the Corporation's endeavors whenever possible, and otherwise work toward the viability and financial health of the Corporation.

11. The Board shall have the authority to establish committees, as needs, to assist in carrying out the Corporation's goals and policies.

12. Vacancies: When a vacancy on the board exists mid-term, the Secretary must receive nominations for new members from present board members two weeks in advance of a board meeting. These nominations shall be sent out to board members with the regular board meeting announcement, to be voted upon at the next board meeting. These vacancies will be filled only to the end of the particular board member's term.

13. Resignation, termination, and absences: Resignation from the board must be in writing and received by the secretary. A board member shall be terminated from the board due to excess absences, more than two unexcused absences from board meetings in a row. A board member may be removed for other reasons by a three-fourths vote of the remaining directors.

14. Special meetings: Special meetings of the board shall be called upon the request of the President, or two-fifths of the board. The Secretary shall send out notices of special meetings to each board member at least two weeks in advance.

15. Conflict of Interest Policy: In the unlikely event that a director or officer has a financial interest in any matter coming before the board of directors, the board shall ensure that (a) the interest of such officer or director is fully disclosed to the board of directors; (b) no interested officer or director may vote or lobby on the matter or be counted in determining the existence of a quorum at the meeting of the board of directors at which such matter is voted upon; (c) any transaction in which an officer or director has a financial interest or personal

interest shall be duly approved by the members of the board of directors not so interested or connected as being in the best interested of the organization; (d) payments to the interested officer or director shall be reasonable and shall not exceed fair market value; (e) the minutes of the meetings at which such votes are taken shall record such disclosure, abstention, and rationale for approval.

#### **Article IV: Executive Director**

1. Executive Director: The Executive Director is selected by the board. The Executive Director shall be responsible for the day to day operations of the Corporation's animal rescue activities, including, but not limited to, carrying out the organization's goals and policies. The Executive Director shall keep accurate records of expenditures incurred in carrying out this function, and shall provide a record of such expenditures to the Treasurer, upon request. The Executive Director will attend all board meetings (except when the Board meets in executive session), report on the progress of the organization, answer questions of the board members and carry out the duties described in the job description. The board can designate other duties as necessary.

2. Resignation or incapacity of Executive Director: If the Executive Director resigns or becomes incapable of carrying out his or her duties, as determined by the President, the President shall promptly schedule a meeting of the Board to choose the Executive Director's temporary replacement or permanent successor. At this meeting, the Directors may vote to dissolve the Corporation with no more than one dissenting vote.

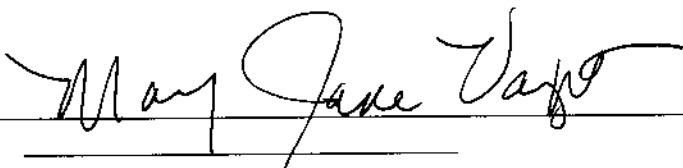
#### **Article V: Amendments**

1. Amendments: These bylaws may be amended at any time by a unanimous vote of the complete board of directors at a single meeting, or at a regularly scheduled meeting with no more than one dissenting vote. Except for amendments by unanimous vote of the complete board, any proposed amendments must be submitted to the secretary to be sent out at least two weeks prior to a regularly scheduled meeting.

#### **Certification**

These bylaws were approved at a meeting of the board of directors by unanimous vote on

11/3/2014.

  
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Secretary

Date 11/3/2014