

Shelby County Animal Rescue Foundation
BY LAWS

ARTICLE ONE – NAME

1.01 The title and name of the Foundation shall be the Shelby County Animal Rescue Foundation (SCARF) and the mailing address for the organization shall be P.O. Pox 671, Sidney, OH 45365.

ARTICLE TWO – PURPOSE

2.01 The mission of the Foundation is to raise funds to support the Shelby County Animal Shelter in safe adoptions, education & community outreach concerning abused and neglected animal, medical procedures, eliminating euthanasia of adoptable animals, and maintaining best practices.

2.02 In furtherance of an in order to accomplish the purposes of the Foundation, the Foundation shall have the power to do any and all acts and things and to exercise any and all powers which now or hereafter may be lawful under the Provision of Chapter 1702, Ohio Revised Code.

2.03 Said organization exclusively for charitable, religious, educational, and scientific purposes, including, for such purposes, the making of distributions or organizations that qualify as exempt organizations under section 501(c)3 of the Internal Revenue Code, or corresponding section of any future federal tax code.

ARTICLE THREE – BOARD OF DIRECTORS

3.01 General Powers – The Board of Directors shall have control of and be responsible for the management of the affairs and property of the Foundation. The Board is responsible for operating the Foundation in a financially responsible manner. The Board will consist of a minimum of five and a maximum of thirteen members, all service without compensation.

3.02 Board Members – Upon adoption of these bylaws, it will be understood that all Board Members will serve until such time as they provide a letter to the President of the Board of Directors resigning from the Board. One Board Member shall be chosen to step down from the Board at a rate of at least one Board Member every three (3) years.

3.03 New Directors – New Directors shall be elected by a majority vote by the Board of Directors for a term of three (3) years. The Director shall take office immediately following the annual meeting of the Directors and shall hold office for a term of three (3) years.

He/she will remain a Director as long as the conditions in article 3.04 are met. At the expiration of the Director's term of office, he/she must step down for one (1) year and may then be re-elected to the position of Director for a state three (3) year term.

3.04 Qualifications and Responsibilities – A Director must: attend regular and special meetings; accept the responsibility for chairing a standing and/or a special committee and report to all Board Members at a regular or special meeting, progress of that committee; adhere to the principles and purpose of this Foundation as set forth in Article 2.

3.05 Resignation – Any Director may resign by tendering a written resignation to the President or Secretary. Such a resignation shall take effect immediately. Any member of the Board of Directors who shall be absent for three (3) consecutive regular or special meetings without previously obtaining permission for such absence from the President, shall be deemed to have resigned as a Director upon the affirmative vote of the majority of the Board present at the meeting.

3.06 Removal – The Board of Directors, by a majority vote may remove any Director from the Board of Directors with or without cause.

3.07 Vacancies – In the case of a vacancy in the Board of Directors, the Board of Directors may appoint a successor who shall take office immediately and hold the office for the unexpired term of the Director or position he/she is appointed.

ARTICLE FOUR – BOARD MEETINGS

4.01 Regular Meetings – Regular meetings of the Board of Directors shall be held monthly without notice other than this bylaw. All meetings of the Board of Directors shall be held at locations designated by the Board of Directors at least two weeks prior to the meeting being considered for cancellation.

4.02 Special Meetings – The President or any two Directors may call special meetings of the Board of Directors. Notice of special meeting (date, time, and location) will be given to each Board member via email at the member's email address of record not less than two (2) days prior to the meeting.

4.03 Quorum – A majority of greater than fifty percent (50%) of the current Board of Directors shall constitute a quorum for the transaction of business at any meeting. But a lesser number shall have power to adjourn to a specified later date without notice. The act of a majority of the Directors present at a meeting at which a quorum is present shall be the act of the Board of Directors.

4.04 Method of Voting – Voting on any question or in any election may be by voice, vote, or show of hands unless the presiding officer shall order or any board member shall

demand the vote be by written ballot. Any director may vote either in person or by proxy. Such proxy must be executed in writing or in email format by the Director and be filed with the President or Vice President.

4.05 Emergency Situations – In the event that an emergency situation presents itself between meetings where a vote by the Board of Directors is required, the following process shall be used: The President (or in the absence of the President, the Vice President) shall bring up the issue via an email to all Directors; the item will then be brought up for a vote by a motion of a Director; the motion shall be seconded by another Director; open discussion will be held; and a vote shall be called by the President. All Directors have 24 hours to respond to the vote via email to the President (or Vice President) for his/her vote to be counted.

4.06 Rules of Procedure – To the extent applicable, Robert’s Rules of Order, Revised, shall govern the conduct of any procedure at all meetings; all meetings shall be conducted by an agenda.

4.07 Executive Session – Nothing herein shall prohibit the Board from entering an executive session closed to the public at meetings to discuss sensitive and/or confidential matters.

ARTICLE FIVE – OFFICERS

5.01 The Officers of the Foundation – Shall be President, Vice President, Secretary, Treasurer, and such officers as may be elected in accordance with the provisions of this Article. The Officers will be elected in June of each year. These Officers shall be elected by the Board of Directors at a meeting to be held immediately following the Annual Meeting. The Office shall be elected for a term of one (1) year and may be re-elected up to, but no more than four (4) years, step down for one (1) year, and may then be re-elected to that same position again. They shall serve until the successors are elected.

5.02 President – The President shall be an executive officer of the Foundation. The President shall preside at all meetings of the Board of Directors.

5.03 Vice President – The Vice President shall, in the absence or disability of the President, perform the duties of the President and act in the President’s stead.

5.04 Secretary – The Secretary shall give due notice of the time, agenda, and place of all meetings, preserve the record of the proceedings of the Board of Directors, and perform such other duties as usually expected of such office. At the expiration of his/her term of office, he/she shall deliver all books, papers, and property of the Foundation in his/her possession to the President, or to his/her successor.

5.05 Treasurer – The Treasurer shall have charge and custody of the financial records of the Foundation. The Treasurer of a Board-designated representative shall disburse the funds of the Foundation as may be ordered by the Board, and shall report to the Board of Directors at monthly meetings, or whenever they may require it, an account of all transactions as Treasurer and of the financial condition of the Foundation. At the expiration of his/her term of office, he/she shall deliver all books, papers, and property of the Foundation in his/her possession to the President, or to his/her successor.

ARTICLE SIX – COMMITTEES

6.01 The Executive Committees – Shall consist of the Officers (President, Vice President, Secretary, and Treasurer) of the Foundation. The Committee shall act between meetings of the Board and shall possess all the powers of the Board regarding the conduct of the day-to-day business of the Foundation. It shall have no power to approve or terminate Directors or to fill vacancies on the Board or in offices. The Executive Committee shall set all policies and procedures for the Foundation.

6.02 Finance Committee – The Finance Committee is responsible for ensuring that Shelby County Animal Rescue Foundation’s financial statements and procedures are evaluated to determine that adequate fiscal controls and procedures are in place and that the Corporation is in good financial health. The Treasurer of the Board shall always be a member of the Finance Committee.

6.03 Fundraising Committee – Shall purpose fundraising efforts to the Board of Directors and assist in the organization and execution of those efforts as approved by the Board of Directors.

6.04 Other Committees – The President, upon approval of the Board, may create other committees for such terms and with such powers and duties as deemed appropriate.

6.05 A person need not be a Director to service as a committee member. However, all Committee Chair positions must be held by a Director.

ARTICLE SEVEN – ORDER OF BUSINESS

7.01 The order of business shall be: (a) Approve the minutes of the previous meeting; (b) Financial Reports; (c) Reports of Boards and Standing Committees; (d) Reports of Special Committees; (e) Special Orders; (f) Unfinished Business and General Orders; (g) New Business; (h) Open Discussion for members at large; (i) Adjournment.

ARTICLE EIGHT – PROHIBITED ACTIVITIES

8.01 The Foundation shall follow the Internal Revenue Code requires for a 501(c)3 Organization as shown below and any further federal tax code requirements for said Organization.

8.02 No part of the net earnings of Foundation shall inure to the benefit of, or be distributable to its members, Directors, officers, or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article 2 hereof.

8.03 No substantial part of the activities of the Foundation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office.

8.04 Notwithstanding any other provisions of these articles, the Foundation shall not carry on any other activities not permitted to be carried on (a) by the Foundation exempt from federal income tax under section 501(c)3 of the Internal Revenue Code, or the corresponding section of any future federal tax code, or (b) by a corporation, contributions to which are deductible under section 170(c)2 of the Internal Revenue Code, or the corresponding section of any further federal code.

ARTICLE NINE – INDEMNITY

9.01 The Foundation shall indemnify its directors, officers, and employee as follows: Every Director, Officer, or employee of the Foundation shall be indemnified by the Foundation against all expenses and liabilities, including counsel fees reasonably incurred by or imposed upon him in connection with any proceedings to which he may be made a party, or in which he may become involved, by reason of his being or having been a Director, Officer, employee, or agent of the Foundation or is or was service at the request of the Foundation as a Director, Officer, or employee or agent of the Foundation, partnership, joint venture, trust or enterprise, or any settlement thereof, whether or not he is Director, Officer, employee, or agent at the time such expense are incurred, except in such case wherein the Director, Officer, or employee is adjudged guilty of willful misfeasance or malfeasance in the performance of his duties; provided that in the even of the settlement, the indemnification herein shall apply only when the Board of Directors approves such settlement and reimbursement as being for the best interest of the Foundation.

ARTICLE TEN – MISCELLANEOUS

10.01 Execution of Contracts – The Board of Directors, except as these Bylaws provide, may authorize any Officer or agent of the Foundation to enter into any contract or execute or deliver any instrument in the name of or on behalf of the Foundation. Such authority may be general or confined to specific instances and, unless so authorized by the Board or by these Bylaws, no Officer, agent, or employee shall have any power or authority to bind the Foundation to any contract or engagement, or to pledge its credit or render it liable for any purpose or for any amount.

10.02 Checks – All checks, drafts or other orders for payment of monthly notes or other evidence of indebtedness issued in the name of the Foundation shall be signed by the Treasurer and another designation Officer/Director.

10.03 Deposits – All funds of the Foundation shall be deposited within five (5) working days without approval of the Board of Directors in which banks, credit unions, trust companies, or other depository as the Board of Directors may from time to time designate, and for the purpose of such deposit, the Treasurer or other Officer authorized by the Board, may endorse, assign, and deliver checks, drafts, and other orders for the payment of money to the depositories, which are payable to the order of the Foundation.

10.04 Bank Accounts – The Board may authorize the opening and keeping of general and special accounts and may make such special rules and regulations with respect thereto no inconsistent with the provision of these Bylaws, as it may deem expedient.

10.05 Fiscal Year – The fiscal year of this Foundation shall be January 1 to December 31.

10.06 Audit – The Board of Directors may call for an audit at any time they deem appropriate. The audit shall be conducted by a person knowledgeable in financial matters. Cost, if any, shall be borne by the Foundation.

ARTICLE ELEVEN – AMENDMENTS TO BYLAWS

11.01 Any changes or amendments to these Bylaws may be made by majority vote of the Board of Directors during regular or special called business meetings.

ARTICLE TWELVE – DISSOLUTION

12.01 Upon the dissolution of the Corporation, assets shall be distributed for one or more except purpose within the meeting of section 501(c)3 of the Internal Revenue Code, or the corresponding section of any future federal tax code, or shall be distributed to the Shelby County General Fund with a line item designated to the Shelby County Animal Shelter. Any such assets not so disposed of shall be disposed of by a Court of Competent Jurisdiction of the county in which the principal office of the corporation is located,

exclusively for the purposes or to such Organization or Organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE THIRTEEN – RATIFICATION OF THE ARTICLES

13.01 These Articles must be ratified by the signatures of a majority of the Board of Directors of the Foundation. It is agreed by those so ratifying that this mechanism shall satisfy any other requirements for the ratification set forth elsewhere in the law or other documents. These articles will take effect immediately upon ratification. The secretary will then file articles with the Secretary of the State of Ohio according to sections 1702.01 et(.) seq. of the Revised Code of Ohio.