

CONSTITUTION OF THE BISCUIT FACTORY ANIMAL RESCUE, INCORPORATED

ARTICLE I

Name and Objectives

Section 1. The name of the organization shall be Biscuit Factory Animal Rescue, Incorporated, hereinafter referred to as “BFAR.”

Section 2. The objectives of BFAR shall be to:

1. Facilitate the rescue and adoption of homeless domestic animals of pure or mixed breed lineage, and placing adoptable animals into solid and stable homes, while providing long-term care for those animals not appropriate for adoption;
2. Prevent cruelties of any form to any and all animals and to aid in the prosecution of such cruelties;
3. Help relieve suffering of, and prevent cruelty to, animals through dissemination of information to and education of the public;
4. Help reduce the numbers of homeless, relinquished, abandoned, and destroyed domestic animals through the dissemination of information to, and the education of the public, including, but not limited to, lectures, seminars, and shelter visits relating to humane and responsible treatment, adequate medical care, and sterilization.

ARTICLE II

BFAR will determine the eligibility of each applicant to adopt an animal from BFAR in accordance with the general policies in effect at the date of the application. Determination of eligibility will be made without regard to the race, color, religion, sex, sexual orientation, national or ethnic origin, age, or disability of the applicants. It does so in accordance with local, state, and federal law.

ARTICLE III

BFAR shall not be conducted or operated for profit, and no part of any profits or remainder or residue from dues or donations to BFAR shall inure to the benefit of any members or individual.

ARTICLE IV

The active volunteers of BFAR shall adopt, and may from time-to-time revise, such By-laws as may be required to carry out these objectives.

Constitution Approved by BFAR for Animal Welfare, Incorporated, Board of Directors August 9, 2021

BY-LAWS OF BFAR FOR ANIMAL WELFARE, INCORPORATED

BFAR shall maintain a manual, hereinafter referred to as “the Policy Manual,” that provides detail on how to implement rules listed in the Bylaws; it shall be considered a working document and therefore can be modified at the Board’s discretion to facilitate the work of the organization.

ARTICLE I

Volunteers

Section 1. Volunteer Status. For the purposes of these Bylaws wherein the word “volunteer” is used it is interpreted to mean “active volunteer”. An active volunteer is someone who, on an ongoing basis, assists with the operations of BFAR, including but not limited to helping at adoption shows, answering phone lines, participating in fundraisers, fostering, and/or participating in educational events. Volunteers are expected to conduct themselves in accordance with BFAR’s Bylaws and policies.

Section 2. Insurance Coverage. BFAR's liability insurance covers incidents of bodily injury and property damage caused by BFAR animals against third parties. BFAR volunteers and temporary care givers are not considered a third party. BFAR maintains non-profit directors and officer's liability insurance.

a. Each volunteer shall sign the required legal agreements as specified in the Policy Manual.

b. Persons fostering for BFAR animals are required to sign a Hold Harmless agreement.

ARTICLE II

Meeting and Voting

Section 1. General Meetings. General Meetings of BFAR shall be held in the Greenfield, Indiana area, by conference call, or by video call at such dates, hour, and place as may be designated by the Board of Directors (hereinafter referred to as the Board) at a minimum of one time per year. Notice of each General Meeting shall be distributed at least fourteen (14) days prior to the date of the meeting. General Meetings are open to all volunteers in good standing. The quorum for such meetings shall include 25% volunteers in good standing and 51 percent of the Board. If a quorum is not present at the meeting, no official actions can be taken.

Section 2. Special Meetings. Special Meetings may be called by the President, or by a majority vote of the Board who are present and voting at any Regular or Special Meeting of the Board, and shall be called by the Secretary upon receipt of a petition or email signed by five (5) volunteers of BFAR who are in good standing. Such meetings shall be scheduled within 30 days of the original request and shall be held in the Greenfield, Indiana area, by conference call, or by video call. Notice of such a meeting shall be set by the Board and notice distributed at least fourteen (14) days prior to the date of the meeting; said notice shall state the purpose of the meeting, and no other BFAR business may be transacted thereat. The quorum for such a meeting shall be one more than 50% volunteers in good

standing and 51 percent of the Board. If a quorum is not present at the meeting, no official actions can be taken.

Section 3. Board Meetings. Meetings of the Board shall be held in the Greenfield, Indiana area, by conference call, or by video call on such dates, hour, and place as agreed to by the Board members. The minimum number of Board Meetings per year is set at three (3). Notice of each such meeting shall be distributed fourteen (14) days prior to the date of the meeting. The quorum for such a meeting shall be seventy-five percent (75%) of the Board. If a quorum is not present at the meeting, no official actions can be taken.

Section 4. Special Board Meetings. Special Board Meetings may be called by the President or shall be called by the Secretary upon receipt of a written request or email signed by at least three (3) Board members. Such meetings shall be held in the greater Greenfield, Indiana area, by conference call, or by video call. Notice of such meeting shall be distributed at least five (5) days prior to the date of the meeting. Any such notice shall state the purpose of the meeting and no other business shall be transacted thereat. A quorum for such a meeting shall be seventy-five percent (75%) of the Board. If a quorum is not present at the meeting, no official actions can be taken.

Section 5. Volunteer Voting. Each volunteer who has been active (as defined in Article I of these By-laws) for a period of at least six (6) months preceding a vote shall be entitled to one vote. Volunteers vote for By-laws revisions and annual elections. Volunteers must be attendance at the vote for By-laws revisions at a General or Special Meeting. Proxy votes are not allowed.

Section 6. Board Voting.

- a. Board votes may be in person at a Board Meeting or by electronic means.
- b. Seventy-five percent (75%) of the Board members must vote for official action to be taken.

c. Written proxy votes are allowed.

Section 7. Order. Robert's Rules of Order shall govern all proceedings except where otherwise specified in these by-laws or the Policy Manual.

ARTICLE III

Directors and Officers

Section 1. The Board. The Board shall be comprised of the officers: President, Vice-President, Secretary, Treasurer, Funding coordinator/networking. General management of BFAR's affairs shall be entrusted to the Board. By-laws and board membership shall be reviewed and voted on once per year in January.

Section 2. Officers. BFAR's officers, consisting of the President, Vice-President, Secretary, and Treasurer, shall serve in their respective capacities with regard to the business of BFAR.

a. The President shall preside at all General and Special Meetings and Board Meetings and shall have the duties and powers normally appurtenant to the office of President in addition to those specified in these Bylaws.

b. The Vice-President shall have the duties and exercise the powers of the President in case of the President's death, absence, or incapacity.

c. The Secretary shall keep a record of all General and Special Meetings of BFAR and of all matters of which a non-financial record shall be ordered by BFAR. He or she coordinates the Board/General/Special meetings, prepares and distributes meeting agendas and minutes, publishes the PAW This Week (PTW) newsletter, maintains the Event and Fundraising web pages; monitors Secretary, Board, and PTW e-mail accounts; and

distributes PTW and other general messages via e-mail to all active volunteers, and carries out such other duties as are prescribed in these By-laws and the Policy Manual.

d. The Treasurer is responsible for the collection and receipt of all monies due or belonging to BFAR. He or she (or an assistant) shall deposit the same in a bank designated by the Board, in the name of BFAR. The Treasurer is responsible for paying all bills owed by BFAR from these funds. The Treasurer and President will be authorized signatures on the account. The Treasurer shall be bonded in such an amount as the Board shall determine. The books and records of BFAR shall be maintained by the Treasurer and shall at all times be open to inspection by the Board. He or she shall report at every General Meeting the condition of BFAR's finances. At the Annual Meeting he or she shall render an account of all monies earned and expenses incurred for the the prior fiscal year (the twelve months ended December 31st of the prior year). BFAR's financial statements will be presented using the accrual basis of accounting in accordance with generally accepted accounting principles. The Treasurer will be responsible for timely filing of all returns and registrations required by federal, state, and local authorities. He or she will be responsible for contracting with an independent Certified Public Accounting (CPA) firm to perform an annual audit of BFAR's financial statements to be completed by June 30th of the following year. The Treasurer shall maintain a list of donations by individuals, organizations, and foundations.

Section 3. Vacancies. Any vacancies occurring on the Board during the year shall be filled until the end of the term by a majority vote of all the remaining members of the Board at its first Regular Meeting following the creation of such vacancy, or at a Special Board Meeting called for that purpose; except that a vacancy in the office of President shall be filled automatically by the Vice-President; the resulting vacancy in the office of Vice-President shall be filled in the same manner as any other Board vacancy. In the absence of a Vice-President, the Treasurer assumes the duties of the President, followed by the Secretary.

Section 4. Removal of Board Members. Any Board member who does not comply with BFAR policies can be asked to resign or be removed by a 2/3 majority of the remaining Board; the vacancy would be filled in the same manner as any other Board vacancy.

Section 5. Removal of Volunteers. Any volunteer who does not comply with BFAR policies, at the discretion of the Board, will no longer be a volunteer, and will be removed from the volunteer roster and from BFAR communications.

ARTICLE IV

BFAR Year, Annual Meeting, Elections

Section 1. BFAR Year. BFAR's fiscal year shall begin on the first (1st) day of January and end on the thirty-first (31st) day of December. BFAR's official year shall be concurrent with the fiscal year.

Section 2. The Elections Official.

An Elections Official will be designated by the Board by mid-year each year and must be an active volunteer in good standing with no conflict of interest in the election's outcome or a contracted party with no vested interest in the election's outcome. The Elections Official will announce the beginning of the nominations period, post all pertinent nominations updates in the weekly PAW This Week, and will keep a complete, private record of all nominations, correspondence, and election votes via email or mail from each voting volunteer for three months after the election for the purposes of inspection by a chosen third party in case of dispute. The Elections Office must use an email account not shared by other PAW volunteers for all elections correspondence and file storage.

Section 3. Nominations.

a. No person may be a candidate in a BFAR election who has not been an active volunteer for at least six months before the election begins (June 1st), as defined in Article II of these By-laws and the Policy Manual.

b. Any active volunteer may nominate him or herself, or other active volunteer for a position on the Board. While each volunteer may make nomination(s) for one or more positions on the Board, a nominee may accept the nomination for only one Board position at a time.

c. Each nomination sent to the Elections Official must include the full name of the person being nominated and the position for which they are being nominated. Each nominator must contact his or her nominee ahead of time to be certain that he or she will accept the nomination. Once the nominee agrees to be a candidate (nominee) for a specific position, the nominator must directly contact the Elections Official by email or mail to the Elections Official's email or home address, respectively

d. Nominations begin November 1st and end midnight, November 30th. Nominations made on December 1st or later within any election cycle will not be valid. On December 1st, the Elections Official shall send out a special Nominations email to the entire email list of volunteers in good standing, as well as post in the next issue of PAW This Week and post on BFAR's website, the full list of candidates (nominees) by name and nominated position. In this email, the Elections Official will declare that voting begins December 1st and ends midnight, December 5th.

Section 4. Annual Elections Voting Process.

a. Method of Voting. Officers and directors shall be elected by confidential email or mail from among those nominated in accordance with Section 3 of Article IV.

b. Timing of Voting. From December 1st through December 5th, the Elections Official shall receive and tally the votes for each Board position. By December 7th, the Elections Official

shall send out a special Elections email to the entire email list of active volunteers, as well as a post on BFAR's website and a post in the next issue of PAW this Week, the name of each elected candidate and the position to which he or she was elected.

Section 5. Elections. The nominated candidate(s) receiving the greatest number of votes for each seat on the Board shall be declared elected. The vote tally for each candidate shall not be disclosed. If any nominee runs unopposed, he or she shall be declared the winner of the respective Board position.

Section 6. Annual Meeting. The Annual Meeting shall be held in February of the new year; this meeting is intended for volunteers to meet the newly elected members of the Board. The Treasurer shall provide the previous fiscal year's Annual Financial Report at this meeting or available upon request thereafter.

Section 7. Transfer of Duties. The newly elected members of the Board shall take office on January 1st of the year following such elections, unless elected under the terms of Article III, Section 3 (Vacancies), in which instance such elected Board member shall take office immediately. Each retiring officer shall turn over to such successor in office all properties and records relating to that office within thirty (30) days after the election.

ARTICLE V

Committees

Section 1. The Board may create or disband standing committees to advance the work of BFAR. Ad-hoc committees may also be appointed by the Board to aid with particular projects. Committees shall always be subject to the final authority of the Board.

Section 2. Any committee appointment may be terminated by a majority vote of the Board upon written notice to the appointee; and the Board may appoint successors to those persons whose services have been terminated.

ARTICLE VI

Amendments

Section 1. Amendments to the Constitution and Bylaws may be proposed by the Board or by written petition addressed to the Secretary, signed by twenty (20) percent of the volunteers. Amendments proposed by such petition shall be considered by the Board within thirty (30) days and must be submitted to the volunteers with recommendations of the Board by the Secretary for a vote within three (3) months of the date when the petition was received by the Secretary.

Section 2. The Constitution and Bylaws may be amended by a two-thirds vote of the volunteers present and voting at any General or Special Meeting called for the purpose, provided the proposed amendments have been included in the notice of the meeting and mailed to each volunteer at least two (2) weeks prior to the date of that meeting.

ARTICLE VII

Dissolution

Section 1. BFAR may be dissolved at any time by the written consent of not less than two-thirds of the volunteers. In the event of the dissolution of BFAR, other than for purposes of reorganization whether voluntary or involuntary or by operation of law, none of the property of BFAR nor any proceeds thereof nor any assets of BFAR shall be distributed to any volunteers, but after payment of the debts of BFAR, its property and assets shall be given to a charitable organization for the benefit of animals selected by the Board.

ARTICLE VIII

Order of Business

Section 1. At General meetings, the order of business, so far as the character and nature of the meeting may permit, shall be as follows:

- Sign-in of volunteers
- Approval of minutes of last meeting
- Report of the President
- Report of the Vice-President
- Report of the Secretary
- Report of the Treasurer
- Reports of the Committees
- Unfinished business
- New business
- Adjournment

Section 2. At meetings of the Board, the order of business, unless otherwise directed by a majority vote of those present, shall be as follows:

- Approval of minutes of last meeting
- Report of the Secretary
- Report of the Treasurer
- Reports of Committees
- Unfinished business
- New business
- Adjournment

By-laws approved by BFAR for Animal Welfare, Incorporated, Board of Directors August 9, 2021.