**Bylaws of Animal Disaster Services, Inc.**

**Amended February 22, 2025**

**Article I – Name and Mission**

Section 1 – Name: The organization shall be known as Animal Disaster Services, hereinafter and commonly referred to as ADS.

Section 2 – Mission Statement: Animal Disaster Services’ mission is to provide and maintain a temporary shelter for pets and small domesticated animals of evacuees during a disaster within Yavapai County, Arizona. Animal Disaster Services will also work to educate the public on disaster preparedness with their pets in mind.

**Article II – Board of Directors**

Section 1 – General Information and Powers: The Board of Directors, hereinafter referred to as Board, will manage the business and affairs of the corporation. The powers of the Board will encompass, but not be limited to, these Bylaws and Articles of Incorporation.

Section 2 – Composition: The Board of Directors shall consist of no less than five (5) and no more than nine (9) members, hereinafter referred to as Director(s). This number shall include all Officers and Members at Large and can be determined or changed by a majority vote of the Board of the corporation.

Section 3 – Term of Office: Each Director shall hold office for a term of two (2) years. No person shall serve as a Director for more than four (4) consecutive years (two terms). A person who has served as Director for four (4) consecutive years may again become eligible to serve on the Board after an interval of one year. The only exception to this section is defined in Article III – Officers of Animal Disaster Services, Section 2A – Extension of Term of Office.

Section 4 – Election: Officers shall be elected pursuant to Article III – Officers of Animal Disaster Services, Section 2 – Election, Term of Office, and Qualifications. Members at Large shall be elected by the affirmative vote of two-thirds (2/3) of the Board at a meeting.

Section 5 – Quorum and Manner of Acting: A majority of the whole Board shall constitute a quorum for the purpose of transacting business at any meeting. Unless otherwise stated in these Bylaws, any act of a majority of those Directors present, or represented by proxy, at any meeting at which a quorum is present, shall be the act of the Board. In the absence of a quorum, no formal action can be taken except to adjourn the meeting to a subsequent date. Each Director shall be entitled to one (1) vote. Passage of a motion requires a simple majority (one more than half of the Directors present).

Section 6 – Resignations and Removal of Directors: Any Member at Large of the Board may be removed, either with or without cause, at any time by the affirmative vote of two-thirds (2/3) of the Board at a meeting. The absence of a Director from three (3) or more consecutive meetings of the Board shall be considered sufficient cause for removal of that Director from the Board. Any Director may resign his/her office at any time by giving written notice of his/her resignation to the President of the Board. Such resignation shall be effective at the time specified therein, or, if no time specified, at the time of receipt. The acceptance of such resignation shall not be necessary to make it effective.

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**Article II – Board of Directors (continued)**

Section 7 – Vacancies: Any vacancy in the Board of Members at Large caused by resignation, removal, death, an increase in Directors, or any other cause, may be filled for the unexpired term by a vote of two-thirds (2/3) of the remaining Directors. Any vacancy in the Board of any Officer shall be filled pursuant to Article III – Officers of Animal Disaster Services, Section 3 – Vacancies.

Section 8 – Compensation: No compensation shall be paid to the Directors for their services.

Section 9 – Conflict of Interest: Any Director who has a financial, personal, or official interest in, or conflict, or appearance of conflict, with any matter pending before the Board, of such nature that it prevents, or may prevent, that member from acting on the matter in an impartial manner, will offer to the Board to voluntarily excuse him/herself and will vacate his/her seat and refrain from discussion and voting on said item.

**Article III – Officers of Animal Disaster Services**

Section 1 – Titles: The Officers of the corporation shall be President, Vice President, Treasurer, and Secretary.

Section 2 – Election, Term of Office, and Qualifications: The Officers of Animal Disaster Services shall be elected by affirmative vote of two-thirds (2/3) majority of all the membership of the corporation/group, hereinafter referred to as General Membership, and individual member(s) as General Member. The term of each Officer shall be two (2) years with consecutive terms not exceeding four (4) years. Each Officer shall hold office until his/her successor shall have been duly elected, or until his/her resignation, or termination of term as Officer, or his/her removal from the General Membership as otherwise provided in these Bylaws.

Section 2A – Extension of Term of Office: An Officer of Animal Disaster Services may serve more than two (2) consecutive terms, four (4) years, in any Office, if no eligible Director or General Member expresses interest or intent to be elected to the Office and the vacancy would limit or prevent the operation of the corporation, thereby resulting in the possible and likely dissolution of the corporation/group. An eligible Director or General Member may express interest or intent at any time prior to the end of the extended term. A formal notice of intent shall be submitted to the Board, in writing, and a special election shall be held within 60 days of a formal notice of intent.

Section 3 – Vacancies: Vacancies may be filled, or new offices filled, at any meeting of the General Membership. A vacancy shall be filled for the unexpired portion of the term. The Board will notify the General Membership of any vacancy or new office and a special election shall be held within 60 days of the vacancy or creation of the new office.

Until such time that the special election is held and the vacancy filled, the Board will be responsible to ensure all duties of the vacant Office are fulfilled, thereby ensuring no interruption in the function of the corporation/group. Any assignment of the duties of the vacant Office to any Director shall not be construed as election to the vacant Office.

Section 4 – Removal: Any elected Officer may be removed, either with or without cause, at any time by affirmative vote of two-thirds (2/3) majority of all the General Membership.

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Section 5 – Powers and Duties of the President: The President shall be the Chief Executive Officer and Board Chair/President of the corporation/group and shall have general supervision over the business of the corporation/group, subject to the control of the Board. He/she, if present, shall preside at each meeting of the Board and General Membership. He/she shall see that all orders and resolutions are carried into effect. He/she may sign, execute, and deliver in the name of the corporation all deeds, mortgages, bonds, contracts, or other instruments authorized by the Board, except in cases where the signing, execution, or delivery thereof shall be expressly delegated by the Board or by the Bylaws to some other Officer or Agent of the corporation, or except where provided otherwise by law. He/she shall be responsible for completing and submitting, or ensuring the completion and submission of, all corporate filings, as required by law, whether local, State, or Federal. He/she shall be responsible to ensure liability insurance coverage to include, but may not limited to, General Liability, Director and Officer Liability, and Professional Liability, is maintained without lapse. He/she shall be responsible to ensure liability insurance coverage for all automobiles and/or trailers, as required by law, is maintained without lapse. Additionally, he/she shall perform all other duties incident to the Office of President, and such other duties as may, from time to time, be assigned to him/her by these Bylaws or by the Board ~~of Directors.~~

Section 6 – Powers and Duties of the Vice President: The Vice President shall be the Vice Chair of the Board and shall have such powers and perform such duties as the Board or the President may prescribe and shall perform such other duties as may be prescribed by these Bylaws. At the request of the President, or in the case of his/her absence or inability to act, the Vice President shall perform all duties of President, and when so acting, shall have all the powers of and be subject to all the restrictions of the President.

Section 7 – Powers and Duties of the Treasurer: The Treasurer shall be the Board Treasurer and shall have charge and custody of, and be responsible for, all the funds and securities of the corporation/group, and shall keep full and accurate accounts of receipts and disbursements in books belonging to the corporation. The Treasurer shall supervise the deposit of all moneys and other valuable effects in the name and to the credit of the corporation. He/she shall render to the President and to the General Membership at the regular meetings and to the Board, whenever they may require it, a statement of all transactions as Treasurer and an account of the financial condition of the corporation. The Treasurer shall perform all other duties incident to the Office of the Treasurer and such other duties as may be assigned to him/her by the Officers or Board.

Section 8 – Powers and Duties of the Secretary: The Secretary shall be the Board Secretary and shall keep, or cause to keep, recordings of all minutes of meetings and votes taken. He/she shall maintain copies of all books, records, and papers of the corporation relating to its organization as a corporation. He/she shall maintain copies of all corporate filings, reports, statements, liability coverage policies, and other documents required by law, whether local, State, or Federal. Copies of all documents shall be maintained for the period determined and required by law, whether local, State, or Federal, whichever is the longest. He/she shall perform all other duties as may be assigned to him/her by the Officers or Board.

**Article IV – Committees (Board, Officers, and General Membership)**

Section 1 – Composition: The Board or Officers will appoint committee members and dissolve standing and ad hoc committees as needed.

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**Article IV – Committees (Board, Officers, and General Membership) (continued)**

Section 2 – Rules: Rules governing procedures for meeting of any committee shall be established by the Board or Officers, or in the absence thereof, the committee itself. If no rules are established, then the rules that govern Officers shall govern each committee.

Section 3 – Representation: All presentations representing Animal Disaster Services’ interest or image to include, but not limited to, marketing, fundraising, and special events, will be reviewed and approved by the Officers, as defined above, before any public announcements. If time prevents a formal review, email or such similar submission may be allowed if the majority of Officers have confirmed receipt and response.

Section 4 – Reports: Committee Chairpersons are responsible for reporting committee proceedings to the Board or Officers at the appropriate meeting. If the Committee Chairperson is unable to attend, he/she must provide a written report to an Officer. This Officer will submit the report.

**Article V – Meetings**

Section 1 – Regular Meetings: The Board of Directors shall meet quarterly, or as may be provided by resolution of the Board. Meetings shall be held on such dates, times, and at locations designated by the Board. The General Membership shall meet at minimum, five (5) times per year. Membership meetings may not be held November through January due to various holidays and predicted inclement weather. The General Membership shall meet on such dates, times, and at locations designated appropriate by the Officers.

Section 2 – Special Meetings: Special meetings may be held at any time when called for by the President or the Board.

**Article VI – Fiscal Policies**

Section 1 – Fiscal Year: The fiscal year shall be the calendar year, January 1st to December 31st.

Section 2 – Transparency: The financial statements and tax filings of the corporation are open for public viewing and will be provided upon request.

Section 3 – Dedication of Assets: The properties and assets of the organization are dedicated to charitable purposes towards the Mission Statement. No part of net earnings, properties, or assets of the organization shall inure to the benefit of any private person or individual, or any Officer, Director, or General Member of the corporation/group.

Section 4 – Expenditure Policy: No expenditure exceeding one hundred dollars ($100.00) shall be distributed without prior knowledge and approval of the Board. Expenditures over five hundred dollars ($500.00) must be voted on by the General Membership with majority rule approval.

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**Bylaws of Animal Disaster Services, Inc.**

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**Article VI – Fiscal Policies (continued)**

Section 5 – Mileage Reimbursement Policy: Officers, Directors, and the General Membership shall be entitled to mileage reimbursement when travel is required to fulfill any aspect of the Mission Statement and round-trip mileage in a single travel event exceeds 50 miles. Mileage will be paid at the IRS Mileage Reimbursement Rate for Nonprofits. Any Officer, Director, or General Member claiming mileage reimbursement shall submit a formal request within 30 days of travel.

**Article VII – Indemnification**

Section 1 – Indemnification: No Officer or Director shall be personally liable for any obligations arising out of any acts or conduct of said Officer or Director performed for or on behalf of the corporation. The corporation shall and does hereby indemnify and hold harmless each person and his/her heirs and administrators, who shall serve at any time as an Officer or Director of the corporation from and against all claims, judgements, and liabilities to which such persons shall become subject by reason of his/her having been an Officer or Director of the corporation.

Section 2 – Insurance: The corporation shall purchase and maintain insurance on behalf of any person who is an Officer or Director.

**Article VIII – Amendments**

These Bylaws may be amended by a two-thirds (2/3) vote of the Board of Directors present at any meeting, provided a quorum is present, and provided a copy of the proposed amendment(s) is/are provided to each Director at least one week prior to the meeting.

**Article IX – Non-discrimination Policy**

Animal Disaster Services, Inc. does not and shall not discriminate on the basis of ethnicity (race), color, religion (creed), gender, gender expression, age, national origin (ancestry), disability, marital status, sexual orientation, or military status, in any of its activities or operations. These activities include, but are not limited to, the appointment to and termination from its Board of Directors, hiring and firing of contractors, selection of volunteers, selection of vendors, and providing of services.

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