

Bylaws of Animal Disaster Services

Article I - Name and Mission

Section 1 - Name: The organization will be known as Animal Disaster Services.

Section 2 - Mission Statement: Animal Disaster Services mission is to provide and maintain a temporary shelter for animals of evacuees during a disaster. We 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 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 5 (five) and no more than 9 (nine) members. This number can be determined or changed by a majority of the Directors of the Corporation.

Section 3 - Terms of Office: Each Director shall hold office for a term of up to 2 years. No person shall serve as a Director for more than 4 (four) consecutive years (two terms). A person who has served as a Director for four consecutive years may again become eligible for membership on the board after an interval of one year.

Section 4 - Election: Directors shall be elected by the affirmative vote of 2/3 (two-thirds) 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 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 1 (one) vote. Passage of a motion requires a simple majority (one more than half of the members present).

Section 6 - Resignations and Removal of Directors: Any Director may be removed at any time, either with or without cause. This needs the affirmative vote of 2/3 (two-thirds) of the Board at a meeting. The absence of a Director from 3 (three) or more consecutive meetings of the Board shall be considered sufficient cause for removal of that member 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.

Section 7 - Vacancies: Any vacancy in the Board caused by resignation, removal, death, an increase in Directors, or any other cause, may be filled for the unexpired term by a vote of 2/3 (two-thirds) of the remaining Directors.

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

Section 9 - Conflict of Interest: Any member of the Board who has a financial, personal, or official interest in, or conflict or appearance of a 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 - Number and Titles: The officers of the Corporation shall be the President, Vice President, Secretary and Treasurer.

Section 2 - Election, Term of Office, and Qualifications: The Officers of ADS shall be elected by the members. The term shall be 2 years with consecutive terms not exceeding 4 years. Each officer shall hold office until his or her successor shall have been duly elected, or until his/her resignation or termination of term as officer, or his/her removal from the membership as otherwise provided in these bylaws.

Section 3 - Vacancies: Vacancies may be filled, or new offices filled at any meeting of the membership. A vacancy shall be filled for the unexpired portion of the term.

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 members.

Section 5 - Powers and Duties of the President: The President shall be the chief executive officer of the corporation/group and shall have general supervision over the business of the group, subject to the control of the Board. He/she, if present, shall preside at each meeting of the 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. 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 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 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 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 members at the regular meetings and to the Board, or whenever they may require it, a statement of all transactions as Treasurer and an account of the financial condition of the corporation: and 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 keep or cause to keep recordings of all minutes of meetings and votes taken. He/she shall have charge of all books, records, and papers of the corporation relating to its organization as a corporation, shall see that reports, statements, and other documents required by law are properly filed and kept. He/she shall perform all other duties as may be assigned to him/her by the officers or Board.

Article IV - Committees (Board and ADS Membership)

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

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 the govern Officers shall govern each committee.

Section 3 - Representation: All presentations representing ADS's interest/image (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 presentation, email or such similar presentation may be allowed if the majority of Officers has 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 at such times and places as designated by the Board. The ADS membership shall meet monthly except during quiet winter months (November through February) or as activities require. They will meet at a location and time as 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 this organization are dedicated to charitable purposes towards our Mission Statement. No part of the net earnings, properties, or assets of the organization shall inure to the benefit of any private person or individual, or any volunteer or Board Member of this organization.

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

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 a Director or Officer of the Corporation from and against any and all claims, judgments, and liabilities to which such persons shall become subject by reason of his or her having been a director or officer of the corporation.

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

Article VIII - Amendments

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