

**BYLAWS  
OF  
COMPANION ANIMAL PLACEMENT ASSISTANCE**

**Adopted 20 November 2012**

*Revised April 14, 2016*

*Revised April 20, 2017*

*Revised February 18, 2021*

**ARTICLE I – NAME**

The name of this organization shall be Companion Animal Placement Assistance (CAPA).

**ARTICLE II – PURPOSE AND LIMITATIONS**

Section 1. This organization is formed to assist and supplement the work of the Santa Barbara County Animal Services facility in Lompoc, California.

Section 2. This organization shall not participate in any political campaign on behalf of any candidate for public office.

**ARTICLE III – VOLUNTEERS**

Section 1. Volunteering is open to all persons, eighteen (18) years of age or older, who support the purpose of this organization.

- a. the only on-going volunteer positions are those occupied by the Board of Directors.
- b. all other volunteering can be completed on an ad hoc basis determined by the Board of Directors as projects and events are executed to fulfill the needs of the organization.

**ARTICLE IV – BOARD OF DIRECTORS**

Section 1. The Board of Directors shall be responsible for managing the organization in a manner that is consistent with its purpose and Mission Statement.

Section 2. The Board of Directors shall be between five (5) and eleven (11) on-going volunteers and consist of

- a. four (4) Officers: the President, Vice President, Secretary and Treasurer.
- b. one (1) to seven (7) Directors-at-large.

Section 3. Officers shall have additional duties as described in Article VII and are subject to elections as described in Article VI.

Section 4. When Director-at-Large positions are vacant, those positions may be filled by any method that has the consensus of the Board of Directors.

### ***ARTICLE V – MEETINGS***

Section 1. CAPA shall hold an Annual Meeting each year to elect officers for the ensuing year.

Section 2. The Board of Directors shall meet monthly except when such meetings may be omitted by consent of the Board.

Section 3. Special meetings may be called by the President or any member of the Board of Directors.

Section 4. Regular or special meetings shall be held at a time and place determined by the Board of Directors.

Section 5. Members of the Board of Directors may use technological communications equipment, such as conference calling, to facilitate and/or participate in regular or special meetings. Participation in any meeting in such a manner constitutes the presence of the person at that meeting.

Section 6. A quorum shall consist of the majority of the standing Board of Directors. If there are five Directors the majority is three. If there are six or seven Directors, the majority is four. If there are eight or nine Directors, the majority is five. If there are ten or eleven Directors, the majority is six.

Section 7. Each director, including the President, shall be entitled to one vote on all matters. Unless these Bylaws provide otherwise, if a quorum is present when a vote is taken, the affirmative vote of a majority of the directors present is the action of the Board of Directors.

### ***ARTICLE VI – ELECTION OF OFFICERS***

Section 1. Officers shall serve until the close of the meeting at which their successors are elected and the installation of new officers shall occur immediately before the adjournment of the Annual Meeting.

Section 2. Nominations shall be accepted by committee or from the floor.

- a. two months prior to the Annual Meeting, the president shall appoint a Nominating Committee
  - i. the Nominating Committee shall convene outside of regular meetings to discuss qualifications and ascertain interest in officer positions.
  - ii. the Nominating Committee shall present their proposed slate of officers at the meeting directly prior to the Annual Meeting.

b. nominations for the officer positions shall be accepted from the floor at the Annual Meeting.

Section 3. Voting shall occur as follows:

- a. if the Nominating Committee has presented a full slate of officers and no nominations have been made from the floor, election of the slate may be held by voice vote.
- b. if there is but one candidate for an office, the election for that office may be by voice vote.
- c. multiple candidates require a ballot vote.

Section 4. Presence of a quorum shall constitute an election.

### **ARTICLE VII – DUTIES OF OFFICERS**

Section 1. The President shall be the principle officer of this organization and shall:

- a. preside at all CAPA meetings.
- b. appoint Committee Chairs with the advice and consent of the Board of Directors.
- c. appoint a Financial Review Committee a month prior to elections for the purpose of reviewing and verifying transactions in the Treasurer's books for the current fiscal year. The Financial Review Committee will return all materials to the Treasurer within fourteen (14) days.
- d. execute all documents binding on this organization.
- e. serve as CAPA's representative to the Santa Barbara County Animal Services Division.
- f. be one of three (3) officers authorized to sign CAPA's checks.
- g. turn over to the newly elected President all CAPA records pertinent to the office at the close of the Annual Meeting.
- h. if the office of President becomes vacant and the Vice President cannot assume the position, the Board of Directors shall appoint a new President who is agreeable to the majority of the Board members.

Section 2. The Vice President shall:

- a. perform the duties of the President in the absence of the President.
- b. assume the office of President should that office become vacant.
- c. be one of three (3) officers authorized to sign CAPA's checks.
- d. execute grant documents binding on this organization.
- e. turn over to the newly elected Vice President all CAPA records pertinent to the office at the close of the Annual Meeting.
- f. if the office of Vice President becomes vacant, the President shall nominate a new Vice President to be confirmed by a vote of the Board of Directors.

Section 3. The Secretary shall

- a. record Minutes of all CAPA meetings.

- b. provide each member of the Board of Directors with a copy of the Minutes of the previous meeting within ten (10) days after each meeting.
- c. maintain the official copy of CAPA's Bylaws, Articles of Incorporation, and correspondence.
- d. execute grant documents binding on this organization.
- e. turn over to the newly elected Secretary all CAPA records pertinent to the office within twenty (20) days after the close of the Annual Meeting.
- f. if the office of Secretary becomes vacant, the President shall nominate a new Secretary to be confirmed by a vote of the Board of Directors.

Section 4. The Treasurer shall

- a. be responsible for the receipt and disbursements of all funds to and from CAPA,
- b. keep accurate and timely records of all above transactions in part a.
- c. accurately account for the receipt and use of restricted funds (such as grants) received by CAPA
- d. be one of three (3) officers authorized to sign CAPA's checks.
- e. execute grant documents binding on this organization.
- f. submit a proposed annual budget.
- g. Maintain official copies of CAPA's California State tax exemption letter, IRS 501c3 letter, and all state and federal filings.
- h. provide proper documentation to all private party donors of \$250 or more as required by the IRS.
- i. maintain donor database.
- j. turn over applicable records to the Financial Review Committee at the close of the meeting prior to elections.
- k. turn over to the newly elected Treasurer all CAPA records pertinent to the office within ten (10) days of the Annual Meeting.
- l. if the office of Treasurer becomes vacant, the President shall nominate a new Treasurer to be confirmed by a vote of the Board of Directors.
- m. if the office of Treasurer becomes vacant, a review of the CAPA books will immediately be performed prior to turning those books over to the new Treasurer.

**ARTICLE IX—REMOVAL OF OFFICERS**

Any officer may be removed, with or without cause, by a majority vote of the Board of Directors.

**ARTICLE X--RESIGNATION OF OFFICERS**

Any officer may resign upon written notice to the Board of Directors.

## **ARTICLE XI – STANDING COMMITTEES**

Section 1. The President shall appoint all Standing Committee Chairs with the advice and consent of the Board of Directors.

Section 2. The Standing Committees of CAPA shall be

- a. Canine Chair
- b. Feline Chair
- c. Rabbit Chair
- d. Fundraising Chair
- e. Events Chair
- f. Marketing Chair

## **ARTICLE XII – DUTIES OF STANDING COMMITTEE CHAIRS**

Section 1. The Canine Chair shall

- a. serve as a point of contact for staff for medical authorizations and complete said authorizations in a timely manner
- b. advise the Board of Directors on matters pertaining to individual dogs
- c. if this office becomes vacant, the President shall appoint a new Canine Chair with the advice and consent of the Board of Directors
- d. in absence of a Canine Chair, the board determines who shall be responsible for duties.

Section 2. The Feline Chair shall

- a. serve as a point of contact for staff for medical authorizations and complete said authorizations in a timely manner
- b. advise the Board of Directors on matters pertaining to individual cats.
- c. if this office becomes vacant, the President shall appoint a new Feline Chair with the advice and consent of the Board of Directors
- d. in absence of a Feline Chair, the board determines who shall be responsible for duties

Section 3. The Rabbit Chair shall

- a. serve as a point of contact for staff for medical authorizations and complete said authorizations in a timely manner
- b. advise the Board of Directors on matters pertaining to individual rabbits
- c. if this office becomes vacant, the President shall appoint a new Rabbit Chair with the advice and consent of the Board of Directors
- d. in absence of a Rabbit Chair, the board determines who shall be responsible for duties

Section 4. The Fundraising Chair shall

- a. actively seek fundraising opportunities
- b. coordination of grants and appeals including but not limited to: research, writing, submission, site visits, and all follow through of grant process
- c. manage database of grants
- d. in absence of a Fundraising Chair, the board determines who shall be responsible for duties

Section 5. The Events Chair shall

- a. suggest activities consistent with the goals of CAPA
- b. tracks volunteer participation at events
- c. in absence of an Events Chair, the board determines who shall be responsible for duties

Section 6. The Marketing Chair shall

- a. be responsible for logo, promotions, prepare marketing and materials, and artwork as necessary to support organization
- b. oversee social media
- c. in absence of a Marketing Chair, the board determines who shall be responsible for duties

### ***ARTICLE XIII – INDEMNIFICATION OF OFFICERS***

The Directors and Officers shall be indemnified and held harmless to the extent and in the manner permitted in California Nonprofit Corporation Law.

### ***ARTICLE XIV – AMENDMENT OF BYLAWS***

Section 1. Any proposed amendments to these Bylaws shall be submitted in writing to the Board of Directors at a regular or special meeting. A copy of the proposed Bylaws changes will be included with the Minutes of that meeting.

Section 2. The proposed Bylaws changes shall be considered at the next regular or special meeting after the meeting at which the Board of Directors made the recommendation.

Section 3. If approved by the Board of Directors, the adopted Bylaws change shall take effect at the next regular or special meeting after the meeting at which it was adopted.

### ***ARTICLE XV – DISSOLUTION OF CAPA***

Section 1. In the event of dissolution of CAPA, after payment of all obligations, the remaining assets shall be distributed to a nonprofit fund, foundation or corporation which is organized and operated exclusively for charitable purposes and which has established its tax exempt status under Section

501(c)(3) of the Internal Revenue Code. This is in accordance with CAPA's articles of incorporation filed with the State of California.

Section 2. In no event shall the assets of CAPA be distributed to, nor used for the direct benefit of, any officer, director or volunteer of CAPA.

These Bylaws were adopted and approved by the membership of CAPA as recorded in the minutes of 20 November 2012.

Revised by the Board of Directors on 14 April 2016.

Revised by the Board of Directors on 20 April 2017.

Revised by the Board of Directors on 18 February 2021.

/s/ Jan Kays

Signed by the President

/s/ Jennifer Martinec

Signed by the Secretary