

# **AMENDED BYLAWS**

## **HOT SPRINGS VILLAGE ANIMAL WELFARE LEAGUE, INC.**

### **ARTICLE I - NAME**

The name of the organization is Hot Springs Village Animal Welfare League, Inc. (hereinafter the "League").

### **ARTICLE II – PRINCIPAL OFFICE**

The principal office and location of the League will be in Hot Springs Village, Arkansas. The League may establish and maintain branches and offices elsewhere, upon approval by the Board of Directors.

### **ARTICLE III – MEMBERS**

Persons wishing to support the objective of the League will be eligible for membership by payment of annual dues. The Board of Directors will establish the fee schedule for dues. Regular, family and patron memberships will be for a period of one year, renewable annually thereafter, on or before the anniversary date. Members will be reminded of their dues renewal by mail or other acceptable communication.

### **ARTICLE IV – PURPOSES AND GUIDING PRINCIPLES**

#### **1. PURPOSES**

Hot Springs Village Animal Welfare League, Inc. is a volunteer organization and a nonprofit corporation incorporated in the State of Arkansas. The League is organized for the charitable purpose as a humane society for stray, diseased, neglected, and other animals, and for other purposes related to companion animals. The League is designed to be a tax exempt organization within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986 (the "Code") and its activities will comply with the Code.

#### **2. GUIDING PRINCIPLES**

The League will meet these goals and the purposes stated in the Articles and Amended Articles of Incorporation by focusing on humane treatment, prevention of cruelty, and relief of suffering among animals. The League will promote rescue and adoption of companion animals, and organize and support spay/neuter efforts while raising awareness of the need for community compliance to spay and neuter all of their pets. The League will focus also on the safety of

volunteers and adopters, and will have those companion animals that are assessed to be adoptable sterilized and immunized by a veterinarian before placing in a home. The League will work cooperatively with the Hot Springs Village Property Owners Association ("POA") in providing for such care and treatment at the POA Shelter. And finally, to achieve our main goal of placing rescued companion animals into loving homes, the League will work positively with other rescue and animal welfare organizations and shelters and will work proactively to reunite lost animals with their owners.

## **ARTICLE V –DIRECTORS**

### **1. BOARD OF DIRECTORS**

The concern, direction, and management of the affairs of this League shall be vested in the Board of Directors.

### **2. NUMBER AND ELECTION OF DIRECTORS**

The Board of Directors will be composed initially of nine (9) members. Directors will serve a two-year term, and may be re-elected. At the first meeting of the Board of Directors following the adoption of these Amended Bylaws, the directors will establish staggered terms of office by drawing lots or by unanimous agreement: five (5) directors will serve a term of two (2) years; and four (4) directors will serve a term of one (1) year. A director will hold office until the next annual election of directors and until said director's successor will have been elected, appointed, or designated and qualified.

The Board of Directors shall have the authority to increase or decrease the number of directors in order to efficiently conduct the business of the League without amending these Bylaws. If the number of directors is not sufficient to conduct the business of the League, the existing Board of Directors may propose additional director-at-large position(s) along with the proposed duties and solicit candidates for the position(s). The additional director(s)-at-large will be approved by majority vote of voting members present at a special election. The Elections Committee will conduct the elections under its guidelines for member notification and voting tabulations. In the event no candidates are proposed, or the membership does not reach a quorum to conduct a vote, the Board of Directors may appoint the new director(s)-at-large. If the number of directors is considered too large for efficient governance, the Board of Directors may decrease the number of directors at the end of the terms of office and choose not to fill an existing position.

### **3. VACANCIES, RESIGNATION OR REMOVAL**

In the event any director or officer by death, resignation, incapacity to act, or otherwise ceases to be a director or officer during his or her term, a successor may be appointed by the Board of Directors to serve until the end of the term.

A director or officer may resign by providing written notice of such resignation to the Board of Directors with an effective date so noted. A director may be removed from office in accordance

with the provisions in the laws of the State of Arkansas.

#### **4. MEETINGS**

Regular meetings of the Board of Directors will be held monthly at a place and time to be determined by the Board. The President may cancel a regular meeting if it is determined that the Board has no business to discuss. Special meetings of the Board of Directors may be called by the President.

#### **5. QUORUM AND VOTING OF DIRECTORS**

A majority of the members of the Board of Directors present at any meeting of the Board will constitute a quorum. The act of the majority of the directors present at a meeting at which a quorum is present will be the act of the Board of Directors, unless the act of a greater number is required by law.

#### **6. TAKING ACTION WITHOUT A MEETING**

Directors can only take action without a meeting by a unanimous written consent to take specific clearly stated action. Because the directors are voting without discussion, the President shall ensure that all directors have received all information regarding the motion, especially when such communication is related via email when various “strings” of emails result from a pattern of replies and the written “discussion” is fragmented.

#### **7. COMPENSATION**

Directors, as such, will not receive any stated salary for their services. A director will not be precluded from serving the League in any other capacity and receiving compensation for such services.

### **ARTICLE VI – OFFICERS**

The officers of the League will be: President, First Vice President, Second Vice President, Secretary, and Treasurer.

#### **1. PRESIDENT**

The President shall preside over Board meetings and conduct general meetings by agenda. The President may also maintain liaison with the POA and make decisions affecting the League, including, but not limited to expenditures, purchases and animal issues, if those decisions do not require Board approval.

**2. FIRST VICE PRESIDENT**

The First Vice President shall conduct meetings in the absence of the President, and have such powers and perform such acts that may be designated by the Board of Directors or the President, and shall, in the absence of the President, take any action otherwise authorized to be performed by the President.

**3. SECOND VICE PRESIDENT**

The Second Vice President shall conduct meetings in the absence of the President and First Vice President, and have such powers and perform such acts that may be designated by the Board of Directors or the President, and shall, in the absence of the President and the First Vice President, take any action otherwise authorized to be performed by the President.

**4. SECRETARY**

The Secretary shall record business conducted at meetings of the League, handle the correspondence of the League, and maintain correspondence files and other required books and records.

**5. TREASURER**

The Treasurer shall collect funds and make bank deposits, pay invoices, prepare monthly financial statement; purchase office and postage supplies and pick-up mail; maintain the League's investments; audit bank activity; supply grant information; gather all financial information and take to CPA for year-end tax return.

**ARTICLE VII – ACTIVITY COORDINATORS**

Because the League has various activities, the Board of Directors may appoint coordinators or co-coordinators for activities of the League, including, but not limited to the following: Animal Adoptions; Shelter Operations; Spay/Neuter Outreach; Membership; Fundraising; Public Relations & Animal Promotion; Education; Grant Applications. The Board of Directors has the authority to appoint members or directors to be coordinators. These coordinators may be required to report to the entire Board or to a specific Director. As appropriate, the Board of Directors may create a committee to work with any coordinator.

If specific directors are delegated responsibility for oversight of certain activities of the League, whether or not the activities have been assigned coordinators, those activities will be linked in the Organizational Chart and/or described in Board Operating Procedures to clarify the roles of the directors and the coordinators directing the activity.

## ARTICLE VIII – COMMITTEES

### **1. COMMITTEE FORMATION AND MEMBERSHIP**

The League will have standing committees as outlined in these Bylaws. The Board will have the authority to establish special ad hoc committees necessary to direct and conduct the activities of the League or any special projects of the League. The President shall appoint the chairperson of each committee, unless the committee description designates an officer or coordinator as chairperson. The respective chairperson shall solicit and appoint members of each committee who are not already designated. Members and chairpersons of these committees will be volunteers, but may also include directors when appropriate. The duties and objectives of all committees, standing and ad hoc, will be established by the Board of Directors. The Board will have the authority to add duties and objectives of each of the following standing committees as necessary rather than create an additional committee. No committee, standing or ad hoc, will have the authority to act in lieu of the Board of Directors. The committee chairpersons will present a report to the Board of Directors annually or as directed by the Board of Directors.

### **2. ELECTIONS COMMITTEE**

Nominations for officers and directors whose terms expire will be solicited at a meeting prior to the annual meeting. The Elections Committee will assemble the slate of candidates and communicate them to the membership before the annual meeting. This committee also conducts all member notification, voting forms, proxy forms, and voting tabulation for all elections or Bylaw changes by the membership.

## ARTICLE IX – FINANCES

Finances of the League shall be controlled by the Treasurer, under the direction of the President. Funds will be disbursed for animal needs, in a reasonable and prudent limit per animal. Reasonable and prudent amount of funding for major expenditures and capital improvements over \$5,000, excluding normal operating expenses, may be committed by approval of a majority vote of the Board of Directors. Prior to the vote of the directors, announcement of the proposed expenditures/capital improvements shall be communicated to the general membership for discussion at a meeting of the members.

In the event of a natural disaster, act of God, or extreme emergency, action may be taken by the Board with subsequent approval by the membership.

All funds will be deposited in one or more accounts established for the League. Checks are to be written by the Treasurer or the President, or another person so designated by the Board of Directors.

## **ARTICLE X – MEETINGS OF THE MEMBERS**

### **1. REGULAR MEETINGS**

Regular meetings of the League membership will be on the third Thursday of each month unless otherwise scheduled by the Board of Directors, and are open to all interested persons, but only members have the authority to vote. Members may present new business to be discussed at the next Regular meeting and may also request new business to be placed on the agenda for a meeting of the Board of Directors.

### **2. SPECIAL MEETINGS**

Special meetings of the League may be called at any time by the Board of Directors.

### **3. NOTICE**

Prior to any annual or special meeting at which the membership will vote on an item, written notice stating the place, day, and time of the meeting and the purpose of the meeting shall be delivered to each member entitled to vote. Such notice shall be delivered no fewer than ten (10) days before the meeting if delivered by first class mail. Such notice shall be considered fulfilled by electronic mail addressed to the email address of the member most recently provided to the League if delivered no fewer than thirty (30) nor more than sixty (60) days before the meeting date.

### **4. ANNUAL MEETING**

The Board of Directors shall schedule and hold an annual meeting, normally during November, at which time the Board of Directors shall present a report to the members of the activities and financial condition of the League. The members will vote for officers and directors at this meeting, or at a time otherwise established by the Board of Directors. The new officers and directors will be announced and they will be installed as of January 1<sup>st</sup> unless the timeline has been adjusted by the Board.

### **5. QUORUM AND VOTING**

Three percent (3%) of the votes entitled to be cast on a matter must be represented at a meeting, either in person or by proxy, to constitute a quorum on the matter. Proxy forms will be provided for those unable to attend the meeting. Actions may be approved by a majority of those present, except action amending the Articles of Incorporation or these Bylaws which shall require a 2/3 majority of those present for approval.

## **ARTICLE XI – BOOKS AND RECORDS**

The League shall keep correct and complete books and records including, but not limited to, the following:

1. Articles of Incorporation, original and Amended, and Bylaws, original and Amended;
2. Financial records and Annual Reports. The League shall maintain current true and accurate financial records with full and correct entries made with respect to all financial transactions of the League, including all income and expenditures, in accordance with generally accepted accounting practices. All records, books, and annual reports (if required by law) of the financial activity of the League shall be available to members for inspection and copying during normal business hours. The League may charge for the reasonable expense of preparing a copy of a record or report.
3. Agendas of Board meetings and minutes of the proceedings of the Board of Directors and committees;
4. Record of the names and addresses of its members entitled to vote;
5. Adoption records (Adoption Agreement, Adoption Application, and any other document), medical records, and all records relating to the rescued and adopted animals;
6. Records relating to the Spay/Neuter Clinics and other such community outreach endeavors;
7. Applications for grants including the supporting documentation and statistics, as well as any documents related to the acceptance of a grant and the grant requirements.

The League will adopt a Records Retention and Destruction Policy that specifies the term for which specific categories of records are maintained in order to promote the proper treatment of corporate records of the League.

## **ARTICLE XII – INDEMNIFICATION AND INSURANCE**

Pursuant to state law, the League shall indemnify a director who was wholly successful, on the merits or otherwise, in the defense of any proceeding to which the director was a party because he or she is or was a director of the corporation against reasonable expenses actually incurred by the director in connection with the proceeding. In addition, the League has the authority to indemnify directors, officers, employees and agents in accordance with state law. The League may purchase and maintain insurance on behalf of persons against liability, whether or not the League would have the power to indemnify the person against the same liability under the law.

## **ARTICLE XIII – FISCAL YEAR**

The fiscal year of the League shall commence January 1 of each year.

## **ARTICLE XIV- AMENDMENTS**

The Bylaws may be amended at any regular or special meeting of members in accordance with the laws of the State of Arkansas and the provisions detailing voting and notice in these Bylaws. Votes will be tabulated and verified by the Elections Committee and announced to the membership.

**ARTICLE XV - DISSOLUTION**

Upon the dissolution of the corporation, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. 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 then located, exclusively for such purposes or to such organization or organizations as said Court shall determine which are organized and operated exclusively for such purposes.

ADOPTED BY THE GENERAL MEMBERSHIP of the League on the 18<sup>th</sup> day of April, 2013.

ADOPTED BY THE BOARD OF DIRECTORS of the League this 13<sup>th</sup> day of May, 2013.

Mary McCullough  
President

Berly Fitzpatrick  
1<sup>st</sup> Vice President

Andrea Rickerman  
2<sup>nd</sup> Vice President

Patricia Melick  
Secretary

Leland Beach  
Treasurer