



NONPROFIT BYLAWS

Article I. NAME OF ORGANIZATION

The name of the organization shall be *ELKDOG medicine*, INC. (referred to herein as the “Organization” or “Corporation”).

Article II. CORPORATE PURPOSE

Section 2.01 Nonprofit Status and Purpose

ELKDOG medicine, INC. shall be a charitable, non-profit corporation under Section 501(c)(3) of the Internal Revenue Code and the State of Kansas. The corporation is organized to provide a safe-haven for abused, neglected, and unwanted domestic farm animals and livestock; to relocate such farm animals through adoption and fostering to safe and approved homes; and provide educational training and services for persons wishing to adopt, foster, sponsor, or generally work with such animals.

Section 2.02 Specific Purpose

The Rescue Purpose of the organization is achieved through member participation in the rescue of domestic farm animals from abusive, endangering, or neglectful situations. These might include, but will not be limited to, animals:

1. in danger of being euthanized at pounds, shelters, or rescue organizations;
2. exceeding time limits in “lost and found” custody of local agencies;
3. in danger of being sold at kill auctions;
4. no longer cared for or wanted by their Owners.

Through our organization’s Owner Surrender Program, we will assist Owners who still care for their animal, by assisting them in finding a new permanent or foster home for the animal as an alternative to placing the animal in a public shelter, euthanizing the animal, or surrendering the animal to a local animal control facility.

Educational Programs for Training and Awareness shall be organized and provided to the public to educate and promote the:

1. importance of spaying/neutering/castrating animals;

2. recognition and prevention of animal cruelty;
3. safety and selection of companion animals with children;
4. importance of veterinary care;
5. prevention of disease; and
6. general quality of life for animals.

Article III. MEMBERSHIP

Section 3.01 General Membership

ELKDOQ medicine, INC. will not have General Membership.

Section 3.02 Donor Membership

Financial supporters will be given the title of "Donor Member" (referred to as "Donor"). Donor levels will be establish in the Corporation's Standard Operating Procedures (SOP). Donors will not have any rights to vote as directed by the Board but will be encouraged to attend Regular Meetings.

Section 3.03 Sponsor Membership

A "Sponsor Member" (referred to as "Sponsor"), is a financial supporter sponsoring an animal living on the premises of *ELKDOQ medicine* Ranch with a set monthly monetary contribution. Sponsors will receive a Certificate of Sponsorship, signed by the President of the Board and stamped with the Corporate Seal, displaying a picture of their sponsored animal, that animals name, and the origination date of the sponsorship. Other facets of this program will be outlined in the Corporation's SOP. Sponsors do not have any rights to vote as directed by the Board but will be encouraged to attend Regular Meetings.

Section 3.04 Volunteer Membership

Volunteers will be given the title of "Volunteer Member" (referred to as "Volunteer"). Volunteers will not have any rights to vote as directed by the Board but will be encouraged to attend Regular Meetings. Volunteers will be required to complete a Volunteer Application, Confidentiality Agreement, and a Waiver of Release of liability, to comply with Policies and Procedures and Code of Ethics of the Corporation and are subject to approval by a Director. Volunteers accepted to the Corporation may participate in the activities of the Corporation as described herein. The Corporation shall be empowered to pay reasonable expenses of Volunteers that are pre-approved by a Director, upon submission of

receipts when incurred on behalf of the Corporation. A Volunteer may also financially support the Corporation as a Donor or a Sponsor.

Section 3.05 Foster Home Membership

Any person desiring to become an active Foster Home Member (referred to as a "Foster"), for the animals with special needs or awaiting adoption will be required to complete a Foster Home application, Confidentiality Agreement, and a Waiver of Release of liability, to comply with Policies and Procedures and Code of Ethics of the Corporation and are subject to approval by the Director. Fosters will not have any rights to vote as directed by the Board but will be encouraged to attend Regular Meetings. The Corporation shall be empowered to pay reasonable Foster expenses that are pre-approved by a Director, upon submission of receipts when incurred on behalf of the Corporation. A Foster may financially support the Corporation as a Donor and Sponsor.

Article IV. MEETINGS OF MEMBERS

Section 4.01 Regular Meetings

Regular meetings of the Members (Donors, Sponsors, Volunteers, Fosters, Officers, and Directors) of *ELKDOG medicine, INC.* shall be held quarterly at minimum, at a time and place designated by the President of the Board.

Section 4.02 Annual Meetings

An annual meeting of the Members shall take place in the month of June. The specific date, time and location will be designated by the President of the Board prior to the meeting. At the annual meeting, the Board of Directors (hereafter referred to as the "Board"), shall vote for new officers, receive reports on the activities of the Corporation, and determine the direction of the organization for the coming year.

Section 4.03 Special Meetings

Special meetings may be called by the President of the Board or a simple majority of the Officers.

Section 4.04 Notice of Meetings

Electronic notice of each meeting shall be sent to each Member, by email, not less than two weeks prior

to the meeting. If no email address is available, an Officer of the Board will attempt to reach the Member by phone or in person for notification of meeting.

Section 4.05 Quorum

A majority of the Voting Members (Directors and Officers) present constitutes a quorum so long as proper notice is provided.

Section 4.06 Voting

All issues to be voted on shall be decided by a simple majority of those Voting Members (Directors and Officers) present at the meeting in which the vote takes place.

Article V. POWERS

Section 5.01 General Powers

The affairs of the Corporation shall be managed by its Board. The general powers of the Corporation will be exercised, its property controlled, and its business and affairs conducted by or under the direction of the Board. The Board may act by a majority vote of all Directors of the Board in the matters declared above. Officers, other than Directors, will vote on Officer Vacancies.

Section 5.02 Informal Action Without Meeting:

Actions required to be taken by an Officer may be taken without a meeting if consent in writing is given (any electronic form of communication or otherwise) by a Director, for the action so taken.

Section 5.03 Private Inurement:

The net earnings of the Corporation shall not inure to the benefit of or be distributed to its Board, Donors, Volunteers, Sponsors, Fosters, or any other private persons, except that the Corporation shall be authorized or empowered to pay reasonable reimbursements for actual and necessary expenses and professional services to further improve the health, maintenance, and well-being of the animals and to make payments in furtherance of the purposes set forth in Article I.

Section 5.04 Discrimination:

ELKDOG medicine, INC. shall not discriminate against any reasonable application for an Adopter, a

Volunteer, or a Foster for their race, religion, creed, marital status or sexual preference.

Article VI. Board of Directors

Section 6.01 Board Role, Number, Qualifications and Compensation:

The Board is responsible for overall policy and direction of the Corporation. The number of Directors shall be fixed from time-to-time by the Board but shall consist of no less than one (1) nor more than five (5) Directors: 1. Executive Director, 2. Associate Director, 3. Director of Logistics (purchasing and transportation), 4. Director of Programing (events and scheduling), 5. Director of Development (grants and fundraising). There shall be four officer positions maintained: the President, the Vice-President, the Secretary, and the Treasurer. The Officer positions do not require Directorship. The Board Directors and Officers shall, upon election, immediately enter upon the performance of their duties and shall continue in office until their successors shall be duly elected and qualified. New Officers must be approved by a majority vote of the Directors and Officers present and voting. No vote on new Officers shall be held unless a quorum of the Board is present as provided in Section 4.05.

Upon resignation from the Board, a Director or Officer must submit their resignation in writing to the Board Secretary within ten (10) days of resignation for the Secretary to present and submit at a meeting of the Board. If the Secretary is resigning, the letter of resignation shall be presented to the Board President.

The Directors and Officers of the Board shall receive no compensation for serving on the Board, other than reimbursement of reasonable expenses after supplying receipts to the Treasurer.

Section 6.02 Terms:

Board Directors and Officers shall serve unlimited year terms.

Section 6.03 Confidentiality:

Directors, Officers, Volunteers, and Fosters shall not discuss or disclose information about the Corporation or its activities, clients, or members to any person or entity unless such information is already a matter of public knowledge, such person or entity has a need to know, or the disclosure of such information is in furtherance of the Corporation's purposes or can reasonably be expected to benefit the Corporation. Each Director, Officer, Volunteer, and Foster shall execute and sign a

Confidentiality Agreement. A substantiated breach of Confidentiality will constitute immediate removal from Office and suspension of access to organizational activities and could result in a Director's decision to immediately remove animals in a Foster's care.

Section 6.04 Removal:

Any Officer of the Board may be removed with cause, at any time, by unanimous agreement of the remaining members of the Board if, in the Board's judgment, the best interest of the Corporation would be served thereby. Each Officer of the Board must receive written notice of the proposed removal at least ten (10) days in advance of the proposed action. An Officer who has been removed as a member of the Board shall automatically be removed from committee coordinating functions. Officers of the Board who are removed for failure to adhere to confidential requirements in Section 6.03 of these bylaws forfeit their positions on the Board pursuant to Section 6.03 and are not entitled to advanced notice as outlined herein.

Article VII. Officers of the Board

Section 7.01 Officers of the Board:

The Officers of *ELKDOG medicine, INC.* shall be the President, Vice-President, Secretary, and Treasurer.

Section 7.02 Term of Office:

Each Officer shall serve unlimited term and are subject to removal as stated in Section 6.04.

Section 7.03 Compensation for Board Service and Professional Services

1. Board Service: No Director or Officer will receive compensation for carrying out their standard duties as defined herein. The Board however, may adopt policies providing for reasonable reimbursement of expenses incurred in conjunction with carrying out Board responsibilities, such as travel expenses.
2. Professional Services: Directors and Officers are not restricted from being remunerated for professional services provided to the Corporation. Such remuneration shall be reasonable and fair to the Corporation and must be reviewed and approved in accordance with State Law.

Section 7.04 Duties:

1. Directors:

- a. **Executive Director:** The Executive Director shall be the President of the Board and the Chief Executive Officer (CEO) of the Corporation.
- b. **Associate Director:** The Associate Director shall be the Vice-President, assisting the President where needed, and shall perform the duties of the President when the President is unable to perform said duties.
- c. **Director of Logistics (purchasing and transportation):** The Director of Logistics shall manage the annual budget for transportation activities; evaluate stockage levels of saleable inventory; establish sale prices and reorder levels; negotiate with vendors for best rates possible on equipment, supplies, and marketable inventory; manage feedback from vendors; and act as customer support.
- d. **Director of Programing (events and scheduling):** The Director of Programing shall ensure that the Corporation's programs remain in line with the stated goals of the organization. He or she shall provide oversite and quality control of the Corporation's programs through planning, organizing, staffing (coordinating volunteers), leading, and controlling program activities.
- e. **Director of Development (grants and fundraising):** The Director of Development shall be responsible for ensuring that the Corporation has necessary funding to function by developing and implementing a strategic plan to raise vital funds for the organization in a cost-effective and time-efficient manner. His or her primary responsibility shall be to oversee fundraising.

2. Officers:

- a. **President / CEO:** The President shall be an Executive Director and the Chief Executive Officer (CEO) of the Corporation and shall in general supervise and control all business and affairs of the organization. The President may sign any deeds, mortgages, bonds, contracts or other instruments which the Board has authorized to be executed, except in cases when the signing and execution thereof shall be expressly delegated by the Board or these bylaws or by statute to some other Officer or agent of the Corporation. The President shall preside at all meetings of the Board and be a member of each committee and shall appoint and remove chairpersons of each committee except as otherwise provided in these bylaws. In general, the President shall perform all duties incident to the office of President and such other duties.

- b. Vice-President: In the absence of the President or in event of the President's inability to act, the Vice-President shall perform the duties of the President, and when so acting, shall have all the powers of and be subject to all the restrictions upon the President. The Vice-President shall perform such other duties as may be assigned by the President.
 - c. Secretary: The Secretary shall supervise the keeping of the Board meeting minutes; ensure all notices are duly given in accordance with the provisions of these bylaws or as required by law; supervise the custodian of the non-financial corporate records and of the Seal of the Corporation; see that the seal of the Corporation is affixed to all official documents on behalf of the Corporation and that all documents under its seal are duly authorized in accordance with the provisions of these bylaws; distribute copies of meeting minutes and the agenda to each Board Member; send out meeting announcements; and perform such other duties as may be assigned by the President.
 - d. Treasurer: The Treasurer shall manage the financial affairs of the Corporation and shall be responsible for all funds, properties and securities held by the Corporation. The Treasurer shall make a report for each quarterly meeting to review all receipts and disbursements of the Corporation. In addition, the Treasurer shall provide a monthly financial report to all Officers and shall be responsible for the (a) preparation and monitoring of an annual budget; (b) obtaining and approving an annual audit of the books of the Corporation; (c) general management of the finances for the Corporation; and (d) conducting appropriate due diligence for the purpose of accepting or declining all gifts offered to the Corporation, except gifts of cash, or goods or services that will be used in the regular business of the Corporation.
3. Members: A "Member" is any other non-voting member of the Corporation as outlined in Article I; to include, Donor, Volunteer, Sponsor, or Foster.
4. Committee Coordinator: An Officer or a Member may hold a position as a Committee Coordinator to oversee a project committee as outlined in Article VIII. Each Coordinator, will need to make a serious commitment to participate actively in committee work, stay informed about committee matters, prepare themselves well for meetings, and get to know other committee members to build a collegial working relationship that contributes to consensus. In general, the Coordinator shall perform all duties as may be prescribed by the Board for the success of a project committee.

Article VIII. Committees

Section 8.01 Fundraising Committee:

The Fundraising Coordinator shall hold the position of Chairperson of the Fundraising Committee, which shall oversee the planning and coordination of all fundraising efforts and events for the organization.

The Fundraising Committee shall be responsible for assisting and supporting the Corporation's projects and programs through the press, promotions, and community outreach. The Fundraising Committee shall make recommendations to the Board for approval when necessary.

Section 8.02 Volunteer Committee:

The Volunteer Coordinator shall hold the position of Chairperson of the Volunteer Committee. The Volunteer Committee shall oversee the recruitment and coordination of all volunteers for the organization. The Volunteer Committee shall make recommendations to the Board for approval when necessary.

Section 8.03 Other Committees:

Other committees not having and exercising the authority of the Board in the management of the Corporation may be designated by the President.

Section 8.04 Limitations of Committees:

No committee, may:

1. take any final action on matters which require a Director's approval or approval of a majority of the Board;
2. amend or repeal Bylaws or adopt new Bylaws;
3. amend or repeal any resolution of the Board which by its express terms is not so amendable or repealable;
4. expend corporate funds to support a nominee for Director.

Section 8.05 Removal from a Committee

Any Officer or Member of a committee may be removed with or without cause by the Committee Chairperson authorized to appoint such committee member if, in their judgment, the best interests of

the Corporation shall be served by such removal. Notification of removal must be provided to the Board ten (10) days prior to the action. If an Officer is removed from a committee, the Officer is not removed from the Board unless the procedure outlined in Section 6.04 of these bylaws is also followed.

Article IX. Checks, Deposits and Funds

Section 9.01 Checks, Drafts

All checks, drafts, or other orders for payment of money, notes, or other evidence of indebtedness issued in the name of the Corporation, shall be signed by such Officer or Officers, Agent or Agents, of the Corporation and in such a manner as shall from time to time be determined by the Board.

Section 9.02 Deposits:

All funds of *ELKDOQ medicine, INC.* shall be deposited to the credit of the Corporation in such banks or other depositories as the Board may select.

Section 9.03 Loans:

No loans shall be contracted on behalf of the Corporation and no evidence of indebtedness shall be issued in its name unless authorized by the President of the Board. Such authority may be general or confined to specific instances.

Section 9.04 Gifts:

The Board may accept on behalf of the Corporation any contribution, gift, bequest or devise for the general purposes or for any special purposes of the Corporation after evaluation and recommendation of the Treasurer.

Section 9.05 Contracts:

The President of the Board may authorize any Officer or Agent of the Corporation, in addition to the officers so authorized by these bylaws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Corporation, and such authority may be general or confined to specific instances.

Article X. Book and Records

Section 10.01 Books and Records:

The Corporation shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of its Board and committees having any of the authority of the Board. All books and records of the Corporation may be inspected by any Director, or his or her agent or attorney for any proper purpose at any reasonable time. The Corporation may, at the option of the Board, conduct an annual independent audit by an accounting firm selected by the Board.

Article XI. Fiscal Year

The Fiscal year shall be the calendar year. The Fiscal Year for the Corporation shall end on December 31st.

Article XII. Seal

The Corporation shall have a corporate seal.

Article XIII. Amendments to ByLaws

Section 13.01 Amendments to Bylaws.

These Bylaws may be altered, amended or repealed and new Bylaws may be adopted by two-thirds (2/3) of all Directors. Notice of intention to alter, amend or repeal or to adopt new bylaws shall be given to all Directors of the Board at least fourteen (14) days prior to the meeting at which the vote will be taken.

Article XIV. Indemnification

Section 14.01 Indemnification:

ELKDOG medicine, INC. shall indemnify any Director who is, was, or is threatened to be made a named defendant in a proceeding from and against any and all claims, causes of action, liabilities, obligations, losses, damages, injuries, or judgments (collectively, "claim"), including court costs and reasonable attorney's feed, arising from or relating to actions such Director took on behalf of the Corporation. Further, the Corporation shall advance to such Director the reasonable expenses that are incurred by him or her in the defense of any claim. Notwithstanding anything herein to the contrary, the Corporation shall have no duty or obligation to provide, and no Director shall be entitled to,

indemnification for any act involving willful or criminal misconduct.

Section 14.02 Procedure for Indemnification:

Any Director seeking indemnification hereunder shall give written notice of Claim within thirty (30) business days of the assertion thereof or within ten (10) business days of receipt of notice of the filing of any lawsuit based upon such assertion, and shall give the Corporation a reasonable opportunity of assuming the defense of such claim; provided, however, that failure of such Director to give such notice shall not relieve the Corporation of any obligation to indemnify unless the Corporation is prejudiced thereby, and provided such Director shall have the right to participate in such defense and no settlement or adjustment shall be made without his or her consent, which consent will not be unreasonably withheld.

If the Corporation fails to contest in good faith any claim, such Director shall have the right to defend, settle or pay the same. Such Director shall cooperate with the Corporation in any such defense which the Corporation elects to assume in the event the Corporation makes such request to the Director and such request is reasonable, provided the Corporation will hold the Director harmless from all of his or her out-of-pocket expenses incurred in connection with his or her cooperation. In the event of a disagreement as to whether any claim gives rise to indemnification hereunder, then the Director shall have the right to defend, settle, or pay the same; provided, however, that the Corporation shall have the right to participate in such defense and no settlement or adjustment shall be made without its consent, which consent shall not be unreasonably withheld.

Article XV. Dissolution

Upon the dissolution of the Corporation, assets shall be distributed to one or more qualifying organizations described in section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, which have a charitable purpose which, at least generally, includes a purpose similar to the terminating or dissolving Corporation. The organization to receive the assets of the Corporation hereunder shall be selected at the discretion of the majority of the Directors of the dissolving Corporation.

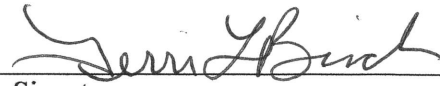
Any such assets not so disposed shall be disposed of by a Court of Competent Jurisdiction in which the principal office of the Corporation is then located, exclusively for such purposes, or to such

organizations, as the Court of Competent Jurisdiction shall determine, which is operated exclusively for such purposes.

Article XVI. Approval

These Bylaws were approved at a meeting of the Officers of the Board of *ELKDOG medicine, INC.* on June 28, 2018.

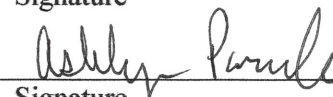
Terri Birch
President (Executive Director)


Signature


Vacant
Vice President (Associate Director)

Signature

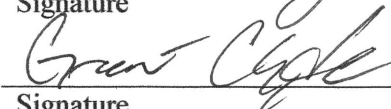
Ashlyn Parmley
Secretary


Signature

Susan Jones
Treasurer


Signature

Grant Clyde
Director of Logistics


Signature

Vacant
Director of Programing (events and scheduling)

Signature

Vacant
Director of Development (grants and fundraising)

Signature

