

Official Bylaws Adopted by the SPCA

ARTICLE I: NAME

The name of the corporation is Solutions for People Created with Animals (SPCA).

ARTICLE II: PRINCIPAL OFFICES

The Corporation Office shall be located at 51 Carmelkat Lane, Flippin, Arkansas 72634.

ARTICLE III: PURPOSE

The Corporation shall be organized and operated for the prevention of cruelty to animals purposes. Subject to the limitations stated in the Articles of Incorporation, the purposes of this Corporation shall be to engage in any lawful activities, none of which are for profit, for which Corporations may be organized under the Arkansas Nonprofit Corporation Act of 1993 (Arkansas Code 4-33) and Section 501(c)(3) of the Internal Revenue Code of 1954 (or its corresponding future provisions).

The Corporation's purposes shall be to:

1. Provide contracted animal shelter services to cities and counties in North Central Arkansas, which includes providing temporary shelter and health care to unwanted, neglected, and abused dogs, cats surrendered by those cities and counties;
2. Upon agreement by the authorized shelter staff that the animal is healthy and suitable for adoption, to make the animal available to the public for adoption;
3. Pre-screen prospective new owners for suitability so as to be reasonably assured the animal will not again be neglected or abused;
4. Educate and inform the general public about the proper care of pets and other domestic animals.
5. Serve as a primary animal shelter, and lead animal welfare agency for use by County Offices of Emergency Management, the Arkansas Department of Emergency Management, Arkansas State Office of Homeland Security, Arkansas Department of Human Services, and/or other state or charitable agencies as requested in times of natural or man-made disaster to act in behalf of displaced and evacuated pets and other animals.
6. To be available to the above listed state and charitable agencies and on call to provide emergency pet shelter services throughout the state of Arkansas as needed during and after any natural or man-made disaster situation.
7. To provide to the public community services which give pet owners in temporary crisis an alternative to relinquishing pets to an animal shelter for re-homing.
8. To provide to the public community services which enhance the lifestyle of disabled and other handicapped individuals through the use of therapy animals and Service Dogs.
9. To provide the private medical sector with quality trained dogs and cats to be used in physical and psychological therapy programs.
10. To provide educational programs to young people and homeless individuals in order to allow them to seek or further a career in the animal welfare sector.

All funds, whether income or principal, and whether acquired by gift or contribution or otherwise, shall be devoted to said purposes.

ARTICLE IV: MEMBERSHIP

There shall be no paid membership within the Corporation.

ARTICLE V: BOARD OF DIRECTORS

Section 1: Duties

The business and affairs of the Corporation shall be managed by the Board of Directors.

Section 2: Number

The original Board shall consist of three members which may be increased to a maximum of 15 by a majority vote of the full Board.

Section 3: Term and Election

The term of office for Directors shall be three years. The three-year terms of office shall begin staggered so that approximately one-third of the Director's terms of office expire each year. To initiate the staggered term cycle, upon adoption of these bylaws, one third of the current Directors shall be designated to serve a one year term, another Director shall be designated to serve a two year term, etc. A Director may be re-elected without limitation on the number of terms he or she may serve, Election of Directors shall take place each year at the first Board Meeting of each fiscal year. The Board shall elect its own members. Directors shall be re-elected by a majority of all Directors then in office.

Section 4: Removal.

Any Director may be removed with just cause, by a vote of two-thirds of all Directors then in office. Just cause may be defined, but not limited to, failure to perform the job duties of a Board of Directors Member, Conflict of Interest(s), or ethical or financial misconduct.

Section 5: Vacancies

Vacancies on the Board of Directors and newly created Board Member positions will be filled by a majority vote of all Directors then in office. The term of office shall be until the second regularly scheduled election of Directors.

ARTICLE VI: MEETINGS OF THE BOARD OF DIRECTORS

Section 1: Meeting of the Board

The annual meeting of the Board of the Corporation for discussion or other lawful purpose, shall be held upon at five days notice, on the date set for the last meeting of the Board in each fiscal year.

a) Regular Meetings

The Board shall hold twelve meetings each year, on such dates as shall be established by resolution of the Board.

b) Annual Meetings

The last regular meeting of each fiscal year shall be designated the Annual Meeting. Any action directed in these bylaws to be taken at an annual meeting, must be completed and fiscal year end corporation business finalized at the annual meeting.

c) Special Meetings

Special Meetings of the Board shall be called by the Secretary of the Board at any time the Secretary shall be requested to do so by the Chairman or a Vice-Chairman of the Board.

d) Quorum

A majority of the number of Directors fixed in these bylaws shall constitute a quorum for the transaction of business and the act of a majority of the board present at a meeting at which a quorum is present shall be the act of the Board, except that

(1) the adoption of amendments of the Articles of Incorporation,

(2) the election of Board members and the elective officers of the Corporation, and

(3) the designation of committees to have and exercise the authority of the Board in the management of the Corporation shall receive the affirmative vote of a majority of the Board in office. Final action on the annual budget shall be by approval of a majority of

the Board in office, which may be either

- (1) by affirmative vote at a regular or special meeting, or
- (2) by approval in writing, or
- (3) by a combination of the two.

e) Notices

Notices of Board meetings shall be delivered or sent by personal delivery, mail, telecopy or telegram, to the Board members at their addresses as shown by the records of the Corporation, in case of regular meetings at least five days, and in case of special meetings at least two days, before the dates of the meetings. Each notice shall state the place, date, and hour of the meeting.

f) Place of Meetings

All meetings shall be held at the registered office of the Corporation unless otherwise directed by the board, or by the Chairman of the Board.

Section 2: Action by Consent

Any action required by law to be taken at a meeting of the Board, may be taken without a meeting if a consent in writing, setting forth the action to be taken or so taken, shall be signed by all of the Directors.

Section 3: Attendance Director Participation

Directors shall be required to inform the Vice President of the Board if they will not be in attendance of a board meeting. Board members may be removed from the Board, by a vote of the balance of the Board, if they miss more than 3 consecutive Board meetings.

Section 4: Committee Participation

Directors are required to participate on at least one Board Committee or to act as an Office of the Board.

ARTICLE VII: PROXY VOTE

A Director may vote by proxy to elect, re-elect, or remove a Director of Officer; or to adopt or amend the bylaws. To exercise a proxy vote, the Director voting by proxy shall designate in writing a Director present at the election to act as his or her representative. The designated Director will cast the vote of the Director voting by proxy. There shall be no proxy for voting other elections or decisions.

ARTICLE VIII: OFFICERS

Section 1: Titles

The officers of this Corporation shall be President, Vice President, Secretary, and Treasurer.

Section 2: Election

The Board of Directors shall elect the President, Vice President, Secretary, and Treasurer to serve one-year terms. An officer may be re-elected without limitation on the number of terms the officer may serve. Officer elections must take place at the first scheduled meeting of the fiscal year.

Section 3: Vacancy

A vacancy of the office President shall be immediately filled by the Vice President. A vacancy of the office of Vice President, Secretary, or Treasurer shall be filled no later than the first regular meeting of the Board of Directors following the vacancy. The term of office shall continue until the next regularly scheduled election of officers.

Section 4: Other Officers

The Board of Directors may elect or appoint other officers, agents and employees as it shall deem necessary and desirable. They shall hold their offices for such terms and have authority and perform such duties as shall be determined by the Board of

Directors.

Section 5: President

The President shall be the chief officer of the Corporation and shall act as the Chair of the board. The President shall have any other powers and duties as may be prescribed by the Board of Directors.

Section 6: Vice President

The Vice President shall act in the place of the President in the President's absence. Additionally, the Vice President shall perform, or cause to be performed, the following duties:

1. Developing the meeting agendas;
2. Schedule meetings of the Board of Directors and of the Executive Committee and arrange for a suitable meeting location;
3. Chair meetings as needed;
4. Any other duties as may be prescribed by the Board of Directors.

Section 7: Secretary

The Secretary shall have overall responsibility for all record keeping. The Secretary shall perform, or cause to be performed, the following duties:

1. Official recording of the minutes of all proceedings of the Board of Directors meetings and actions;
2. Provision for notice of all meetings of the Board of Directors;
3. Authentication of the records of the Corporation;
4. Maintenance. Safeguarding and promulgation of official Corporation documents, to include the Articles of Incorporation, Bylaws, Minutes Policy Book, and the changes and amendments to said documents; and
5. Any other duties as may be prescribed by the Board of Directors.

Section 8: Treasurer

The Treasurer shall have overall responsibility for all Corporate funds. The Treasurer shall perform, or cause to be performed, the following duties:

1. Keeping of full and accurate accounts of all financial records of the Corporation;
2. Deposit of all monies and other valuable effects in the name and to the credit of the Corporation in such depositories as may be designated by the Board of Directors;
3. Disbursement of all funds when proper to do so;
4. Preparing and filing of financial reports, forms and documents to various government organizations as required by law or regulation;
5. Making financial reports as to the financial condition of the Corporation to the Board of Directors; and
6. Any other duties as may be prescribed by the Board of Directors.

ARTICLE IX: COMMITTEES

Section 1. Executive Committee

The Board of Directors shall establish an Executive Committee. The Executive Committee shall be comprised of Staff members elected to the Committee by the Board of Directors. Other Directors may be elected to the Executive Committee by a majority vote of all Directors then in office. The Executive Committee shall have the power to make on-going decisions between board meetings and shall have the power to make financial and budgetary decisions which will be reported to the Board of Directors at the next meeting of the Board. Executive Committee decisions may be overturned by the Board by a majority vote of all Directors then in office.

Section 2: Other Committees

The Board of Directors shall establish such other committees as it deems necessary

and desirable. Such committees may exercise functions of the Board of Directors as directed by the Board of Directors.

Section 3: Composition of Committees Exercising Board Functions

Any committee that exercises any function of the Board of Directors shall be composed of two or more people and shall include at least one Director, elected by the Board of Directors.

Section 4: Quorum and Action

A quorum at a committee meeting exercising Board functions shall be a majority of all active committee members immediately before the meeting begins. If a quorum is present, action is taken by a majority vote of committee members present.

Section 5: Limitations on the Powers of Committees

No committee may authorize payment of a dividend or any part of the assets of the Corporation to its Directors or Officers; may approve dissolution, merger, or the sale, pledge, or transfer of all or substantially all of the Corporation's assets; may elect, appoint, or remove Directors or fill vacancies on the Board or on any of its committees; nor may adopt, amend, or repeal the Articles, Bylaws, or any resolution by the Board of Directors. The Board of Directors is not bound by the decisions of any committee, except those decisions explicitly delegated to the committee by the Board of Directors.

ARTICLE X: DISTRIBUTION

No officer shall for reason of his or her office be entitled to receive any salary or compensation, but nothing herein shall be construed to prevent an officer or Director for receiving any compensation from the organization for duties other than as a director or officer, or as reimbursement for expenses incurred while performing Corporation business.

ARTICLE XI: SALARIES

The Board of Directors shall hire and fix the compensation of any and all employees which they in their discretion may determine to be necessary for the conduct of the business of the organization.

ARTICLE XII: CONTRACTS, LOANS, CHECKS, AND DEPOSITS

Section 1: Contracts

The Board of Directors may authorize any officer or officers, agent or agents, to enter into any contract or execute and deliver any instrument in the name and on behalf of the Corporation, and such authority may be general or confined to specific business.

Section 2: Loans

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

Section 3: Checks, Drafts, or Orders

All checks, drafts, or other orders for the payment of money, notes, or other evidences of indebtedness shall be signed by such officer or officers, agent or agents of the Corporation and in such manner as from time to time shall be determined by resolution of the Board of Directors.

Section 4: Deposits

All funds of the Corporation not otherwise employed shall be deposited from time to time to the credit of the Corporation in such banks, trust companies, or other depositories as the Board of Directors shall select.

ARTICLE XIII: FISCAL YEAR

The fiscal year of the Corporation shall be January 1 to December 31.

ARTICLE XIV: AMENDMENTS TO BYLAWS

These Bylaws may be amended or repealed, and new Bylaws adopted, by the Board of Directors by a majority vote of the Directors then in office. Prior to the adoption of an amendment, each Director shall be given at least two days notice of the date, time, and place of the meeting at which the proposed amendment is to be considered, and the notice shall state that one of the purposes of the meeting is to consider a proposed amendment of the Bylaws and shall contain a copy of the proposed amendment.

ARTICLE XV: 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 members, board of Directors and committees having and exercising any of the authority of the Board of Directors, and shall keep at the principal office a record giving the names and addresses of the members entitled to vote.

All books and records of the Corporation may be inspected by any member, or his or her agent or attorney, for any proper purpose at any reasonable time.

ARTICLE XVI. DISSOLUTION OR SALE OF ASSETS

Upon the dissolution of the Corporation, the Board of Directors shall, after paying or making provisions for the payment of all liabilities of the Corporation, dispose of all of the assets of the Corporation exclusively for the purposes of the Corporation in such manner, or to such charitable, educational, religious, literary, or scientific purposes as shall at the time qualify as an exempt organization or organizations under section 501(c)(3) of the Internal Revenue Code of 1986, or the corresponding provision of any future United States Internal Revenue Law, as the Board of Trustees shall determine. Any such assets not so disposed of shall be disposed of by the circuit court 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.