



## LOPEZ ANIMAL PROTECTION SOCIETY BY-LAWS

**Adopted: July 18, 2002**

### **Article I — Name**

The name of this non-profit corporation shall be the Lopez Animal Protection Society. For purposes of convenience, this corporation may be referred to as Lopez APS or LAPS.

### **Article II — Purpose**

The purpose of this corporation is to promote through education and direct action, the reduction of pet overpopulation, the elimination of animal suffering, the improvement of animal health, the increased placement of homeless or unwanted animals into permanent and quality homes and a greater appreciation of human / animal interactions.

### **Article III- Membership**

There shall be no members, only directors and interested citizens.

### **Article IV- Annual Meeting of the Organization**

Section 1. Annual meeting. An annual meeting shall be called for the purpose of selecting Directors and Officers and for reporting on the status of the corporation. The Annual Meeting shall be held in the fourth quarter of the calendar year as determined by the Board of Directors.

Section 2. Notice. Notice of the Annual Meeting shall be provided to interested parties at least fourteen (14) days prior to the date on which the meeting is to be held.

Section 3. Voting. The nominating committee shall determine the ballot method for each election.

### **Article V - Directors**

Section 1. Responsibilities and Number. A Board of Directors (Board) consisting of no fewer than 3 Directors or such other odd number not to exceed 15 as specified by the Board shall govern the affairs of the Lopez APS. No person employed by the Lopez APS shall be eligible to serve as a Director.

Section 2. Term of Office. The term of office shall be for a period of three (3) years and shall begin at the close of the annual meeting at which a Director was

selected. The Board shall stagger the three-year terms of all the Directors so that the terms of no more than one third of all Directors shall expire in the same year.

Section 3. Vacancies. Any vacancy on the Board may be filled by appointment by the remaining Directors. Any Director appointed or elected to fill a vacant office shall serve until the next Annual Meeting.

Section 4. Attendance of Directors. Directors have the duty to stay informed by attending and being prepared for meetings. A Director is expected to attend a minimum of 50% of the meetings per calendar year. A Director who is absent beyond these guidelines may be asked to confer with one or more members of the Executive Committee to determine future availability to actively participate in the business of the organization. Such Director may be asked to leave the Board, following a two—thirds majority affirmative vote, or asked to join an Advisory Committee as determined by the Board.

Section 5. Removal of Directors. A Director may be removed from the Board for any reason by affirmative vote of a two-thirds majority of the total Board. This vote may be taken at a regular or special meeting.

Section 6. Regular Meetings. Regular meetings of the Board shall be held at such times and places as shall be fixed by the Board of Directors provided that the Board shall meet at least once quarterly for the transaction of business.

Section 7. Special Meetings. Special meetings of the Board may be called by the President or a Majority of the Directors upon three days notice of such meetings except that three days notice requirement may be waived in writing by all of the Directors. Emergency special meetings for the limited purpose of dealing with emergency situations which were not previously known to the Board and which require immediate action may be held telephonically, subject to notice requirements for special meetings.

Section 8. Quorum. A simple majority of the total Board shall constitute a quorum.

## **Article VI- Committees**

Section 1. Powers . To facilitate the work of the Society, the Board may organize committees. All committee activities shall be reviewed at each regularly scheduled meeting of the Board. Non-Board members may be appointed to serve on committees, but will not be authorized to act for the corporation on their own initiative. Committees shall have only those powers delegated by the Board.

Section 2. Finance Committee. There shall be a finance committee consisting of no fewer than 3 persons. The Treasurer will serve as chair of the Finance committee. This committee shall advise the Board on matters pertaining to the corporation's financial needs based on periodic review of income, expenditures and investments. The committee shall recommend and monitor accounting procedures, review results of an annual audit or financial review, and review the annual budget projection.

Section 3. Nominating Committee. The Board shall appoint a Nominating Committee composed of three Directors. It will be the responsibility of the Nominating Committee to provide a single slate of nominees for all elective positions established by the By-laws. Additional nominees may be requested by the Board. The report of the Nominating Committee shall be given to the Board no later than the regularly scheduled Board meeting prior to the annual meeting at which officers are to be elected. Any Director may make nominations, provided the consent of the nominee shall have been secured.

## **Article VII- Officers**

Section 1. Officers Enumerated. The officers of the corporation shall be a President, one or more Vice-Presidents, one or more Secretaries, and a Treasurer.

Section 2. Qualification, Election and Term of Elected Officers. Officers shall be Directors of the corporation and shall be elected to a one-year term of office by a majority vote of the Board at the annual meeting. An officer who has held the same office for three consecutive years may only be re-elected to additional one-year term(s) upon an affirmative vote by two thirds of the Board. In the event a vacancy occurs in any office, the Board may elect a successor to fill the unexpired term.

Section 3. President. The President shall preside at meetings of the Board. The President shall be an ex-officio member of all committees of the corporation and shall perform such other duties as may be assigned by the Board.

Section 4. Vice President. If the President is absent, the Vice President shall assume the duties of President and shall in addition perform such other duties as assigned by the President or requested by the Board.

Section 5. Secretary. The Secretary shall keep records of proceedings of the Board. The Secretary shall maintain the files of the corporation and when required, sign and execute with the President all deeds, bonds, contracts, and other obligations or instruments in the name of the corporation. The Secretary shall in addition perform such other duties as the Board may from time to time prescribe.

The office of Secretary shall be occupied by someone other than the current President of the organization.

Section 6. Treasurer. The Treasurer shall have the care and custody of all funds and investments of the corporation and shall cause regular books of account to be kept. The Treasurer shall cause all funds and other valuable effects of the Society to be deposited in such depositories as may be designated by the Board and have such other powers and duties as prescribed by the Board.

### **Article VIII- Indemnification of Officers and Directors**

To the full extent allowed by the laws of the State of Washington, each member of the Board now or hereafter serving the corporation and his/her respective heirs, executors, or personal representatives shall be indemnified by the corporation against expenses actually and necessarily incurred in connection with the defense of any action, suit or proceeding in which he/she is made a party by reason of being or having been a member of the Board or officer, except in relation to matters as to which he/she shall be adjudged in such action, suit or proceeding to be liable for gross negligence or gross misconduct in the performance of duties; but such indemnification shall not be deemed exclusive of any other rights to which such a person may be entitled under any by-law, agreement, vote of the Board or otherwise.

### **Article IX- Administrative**

Section 1. Fiscal year. The fiscal year for the Lopez Animal Protection Society shall begin on January 1 and end December 31.

Section 2. Books and Records. The corporation shall keep current and complete books and records of account and keep minutes of the proceedings of the Board and committees having any of the authority of the Board. The books, records and activities of the corporation shall be in compliance with section 501(c)(3) of the Internal Revenue Code of the United States.

Section 3. Signature of negotiable instruments. All checks, drafts and similar orders for the payment of funds of the Society in excess of \$1000 shall be signed by the Treasurer and another Director to be specified by the board.

Section 4. Actions by written consent. Any action of the Board may be taken without a meeting if written consent to act without a meeting shall be signed by all Directors. Any action under this section must be approved in writing by a majority of the entire board.

Section 5. Waiver of Notice. Whenever any notice is required to be given to any Director of the corporation by the Articles of Incorporation, by-laws or laws of the State of Washington, a waiver thereof, in writing, signed by the person or

persons entitled to such notice, whether before or after the time stated therein, shall be equivalent to the giving of such notice.

Section 6. Contractual Obligations and Expenditures. No contractual relationships or other obligations of the corporation shall be entered or be valid unless in writing and authorized by resolution of the Board. No expenditure of funds beyond those specified in an approved budget for the current fiscal year shall be made except as authorized by resolution of the board.

Section 7. Amendment of Bylaws. These bylaws may be amended by a two-thirds vote of the Board.

Section 8. Amendment of Articles of Incorporation. Any amendment to the Articles of Incorporation shall be approved by a two-thirds vote of the entire Board before filing with the State.

### **Article X - Investment Funds**

The Board of Directors holds ultimate authority and responsibility for the oversight and management of all assets of the Society. There are herewith established three separate funds which shall be known as:

1. **Operating Fund** - funds for normal expenses of the Society as defined in the annual operating budget.
2. **Reserve Fund** - assets not otherwise designated by donors and used in support of the Society's animal programs. The assets or principal of the Reserve Fund shall not be invaded except for major capital projects or for operating or capital expenditures of the Society or under financial emergency, and then only with the concurrence of at least a two-thirds majority vote of the Board of Directors of the Society acting in a meeting.
3. **Vesla's Fund** – assets for activities normally of a short term that need to be monitored separately at the request of the donor or at the direction of the Board. The assets of this fund will be reset to a minimum balance as determined by the board at the beginning of each fiscal year from either the Operating or Reserve Fund.

The Society may solicit and receive gifts or testamentary bequests of cash, securities and real or personal property or any interest therein, and said gifts and bequests shall be, at the option of the donor, placed in any of the three Funds.

## **Article XI - Dissolution**

Dissolution of the Society may be voted upon only at an Annual Meeting or at a Special Meeting called for that purpose. Upon the dissolution of the corporation, if ever, for whatever purpose, the Board of Directors shall, after paying, or making provision for the payment of, all of the liabilities of the corporation, dispose of all of the assets of the corporation to such organization, or organizations, as are tax exempt and providing services similar to those of the Association, as provided in the amended Articles of Incorporation.

Adopted: July 18, 2002

Amended: February 24, 2010