

# **PAWS, Inc. - Bylaws**

## **ARTICLE I Name**

This organization shall be known as Pendleton Animal Welfare Shelter, Incorporated.

## **ARTICLE II Purposes**

Section 1. The purposes of this organization shall be: To provide a system to reduce the suffering of companion animals in Pendleton County through establishing an animal shelter in Pendleton County, which will be designed with the following purposes in mind.

- A. To provide interim shelter for stray and unwanted Pendleton County companion animals.
- B. To provide for surgical sterilization of all sheltered animals to be adopted prior to adoption per WV law and place homeless stray and unwanted animals in permanent and loving homes, with other shelters or in foster care until such time that adoption becomes possible through proper evaluation of adoption suitability and promotion of the animals available. All adoptions/fosters/transfers to other shelters will have prior approval of the Board of Directors.
- C. To reduce the number of dogs and cats being born through spay and neuter assistance and pet owner education programs.
- D. To provide humane euthanasia for unadoptable animals.
- E. To provide current and future pet owners with the information needed to provide a loving home and care for a pet.
- F. To promote public understanding and knowledge of humane care of all animals in Pendleton County and to constantly encourage the humane treatment of the same.
- G. To notify law enforcement officials of and work in partnership with law enforcement officials in cruelty cases.

Section 2. The corporation shall be a nonprofit corporation and shall have no capital stock. Said corporation is organized exclusively for charitable and educational purposes including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501 (c) (3) of the Internal Revenue Code or corresponding section of any future federal tax code.

Section 3. No part of the net earnings of the corporation shall inure to the benefit of or be distributable to its members, directors, officers or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article I hereof. No substantial part of the activities of the corporation shall be the carrying on of propaganda or to otherwise attempt to influence legislation, and the corporation shall not participate in or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of these bylaws, the corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt for federal income tax under 501 (c) (3) of the Internal Revenue Code or corresponding section of any future federal tax code, or (b) by a corporation, contributions to which are deductible under section 170 (c) (2) of the Internal Revenue Code or corresponding section of any future federal tax code.

### ARTICLE III Dissolution of Corporation

Upon 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 the Court of Common Pleas 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.

### ARTICLE IV Membership

Section 1. Any person interested in the purposes of the organization is eligible for membership, upon payment of annual dues, unless the membership is refused or revoked by the Corporation Officers and/or Board of Directors. Each member shall be entitled to one (1) vote at the general meetings of the Corporation, provided he/she has paid dues within the 12 months preceding the vote.

Section 2. Any member may be removed for just cause from the Corporation by a majority vote of the Board of Directors present at any regular or special meeting called for that purpose.

Section 3. The annual dues shall be the following: Full member, \$25; student/senior member \$10; lifetime member, \$500. The Board of Directors shall have the power to vary the amounts of membership from time to time as they may direct. Membership fees will be collected by the treasurer.

### ARTICLE V Election and Eligibility of Officers and Directors

Section 1. Officers and Directors shall be elected by the general membership at the annual meeting. Each Officer and Director shall be elected for a two (2) year term.

Section 2. Each Officer and Director must be a member in good standing.

### ARTICLE VI Board of Directors

Section 1. The Board of Directors shall determine and control the general policies of the corporation. A majority vote of the Directors present at a duly organized meeting shall be an act of the Board of Directors.

Section 2. The Board of Directors shall consist of the Officers and other elected Directors. The Board of Directors shall consist of no fewer than five (5) and no more than twelve (12) members.

Section 3. Each Director shall be entitled to one vote at all Board of Directors Meetings. The Board shall meet at least four (3) times annually. Meetings may be called by the President or by at least two (2) other Directors. Each Director shall be notified of any meeting of the Board of Directors at least five (5) days in advance of such meeting. No business shall be conducted at any meeting of the Board of Directors unless one third (1/3) of the Board of Directors is present to constitute a quorum.

Section 4. If any member of the Board of Directors misses two (2) consecutive meetings of the Board without proper cause, the Board of Directors may, at its option, declare the seat of the absent Director vacant; and if it does so, the Board shall then name a substitute Director to fulfill the unexpired term. When the seat of any Director becomes vacant for any reason, the Board may name a substitute Director to fulfill the unexpired term.

Section 5. A Chairman of the Board shall be chosen by vote of the newly-elected Board of Directors at the annual meeting from among the members of the Board.

Section 6. The corporation shall fully indemnify the Officers, Directors and agents (whether paid or volunteer) related to any claim or action arising from or related to the person's acts on behalf of the corporation. The corporation will be responsible for providing a legal defense in any such actions as necessary. The indemnified person shall be expected to fully cooperate with the corporation in so defending and failure to do so could result in the refusal to indemnify. The corporation shall not provide indemnification for willful or wanton negligence or criminal acts.

#### ARTICLE VII Officers

Section 1. The officers of Pendleton Animal Welfare Shelter, Inc., shall be President, 1st Vice President, 2nd Vice President and Secretary/Treasurer. Each officer may serve only two (2) consecutive terms in any one office; however, he/she may be r-elected to his/her previous office after a period of at least one (1) year following the expiration of said office.

Section 2. Each Officer shall have the duties normally prescribed for such office.

Section 3. Any vacancy occurring in an office shall be filled by a special election by the Board of Directors. Any such elected Officer shall serve until the next annual meeting.

#### ARTICLE VIII Annual Meeting

The annual meeting of the corporation shall be held on the second Saturday morning of September each year or on an alternate Saturday morning in September at the discretion of the Board of Directors. Each member of the Organization shall receive adequate notice in advance of such meeting.

#### ARTICLE IX Amendments

These Bylaws may be amended at any meeting of the Board of Directors, regular or special, by vote of two-thirds (2/3) of the Directors present at the meeting.

Approved July 9, 2005