

BYLAWS OF THE PARMA ANIMAL SHELTER, INC.

ARTICLE I

Name

The name of this organization shall be the "Parma Animal Shelter, Inc." The organization is incorporated as a non-profit corporation in the State of Ohio and shall be referred to hereafter in these Bylaws as the "PAS."

ARTICLE II

Purpose & Objectives

The PAS has been organized for the purpose of raising funds to promote the following objectives:

- A. Work to prevent animal cruelty, abuse, and neglect.
- B. Educate the public on the importance of spaying/neutering to control pet over-population.
- C. Increase public awareness and appreciation of companion animals.
- D. Assist in providing a stress-free, healthy environment for lost, abandoned, neglected, and stray animals.
- E. To provide emergency and wellness medical care for animals.
- F. To find permanent placement into new homes.

ARTICLE III

Membership Meetings

Section 1. Annual Meeting

The date, time, and place of the annual meeting shall be set by the Board of Trustees.

Section 2. Special Meetings

- A. The Board of Trustees may call special meetings of the membership, as needed.
- B. Twenty percent (20%) of the membership may present a written request to the Board of Trustees to hold a special meeting whereby any business may be conducted.

Section 3. Notice

Notice of all annual meetings and any special meeting called by the Board of Trustees shall be available to the membership at least one week in advance of any meeting. This notice shall also include the purpose of the meeting.

ARTICLE IV

Membership

Section 1. Membership Criteria

- A. All volunteers will be considered for membership in PAS by filling out a written application.
- B. Applications for membership must be approved by a majority vote of the Board of Trustees.
- C. Membership shall neither be approved nor denied on the basis of race, color, religion, national origin, sex, or handicap.

Section 2. Termination of Membership

- A. Membership may be terminated for actions deemed inappropriate in the best interests of the PAS by two-thirds (2/3) vote of the Board of Trustees.

ARTICLE V

Board of Trustees

The Board of Trustees will be responsible for overall policy and direction of the PAS. Shall draft and cause to be put into effect rules and procedures for financial and animal welfare matters. The Board may delegate

responsibility for operations to standing or special committees, as may be needed, with majority Board approval.

Section 1. Size and Term of Office

The Board of Trustees shall consist of seven (7) members, elected to one-year terms. Their terms shall run from January to December and will be eligible for re-election to succeeding terms.

Section 2. Meetings

The Board shall meet at least every three (3) months at an agreed-upon time and place.

Section 3. Board of Elections

Election of new Trustees or re-election of current Trustees will occur as the first order of business at the annual meeting of the membership. Nominations for Trustees will be made at a special meeting of the membership two weeks prior to the annual meeting. If more than seven members are nominated, the seven members receiving the highest number of votes will be elected.

Section 4. Quorum

A quorum must be present of at least two-thirds (2/3) of the members of the Board of Trustees before business can be transacted or motions made or passed.

Section 5. Notice

An official Board meeting requires that each Board member have proper advance notice.

Section 6. Liability and Compensation

The members of the Board of Trustees will not be held personally liable for any debts, liabilities, or other obligations of the PAS. The Board members will receive no compensation. They may be reimbursed for out-of-pocket expenses associated with performing their duties with pre-approval.

Section 7. Termination of a Board Member

Any member of the Board of Trustees may be terminated for inadequately performing their duties. A two-thirds (2/3) vote of the membership present at the meeting or otherwise eligible to vote is required for termination.

Section 8. Vacancy of Office

In the event that a member of the Board of Trustees resigns or is terminated by a vote of the membership, a special meeting of the membership will be held within two weeks after receiving nominations to elect a replacement. The newly elected Trustee will immediately take a seat on the Board.

ARTICLE VI

Officers and Duties

Section 1. Number

There shall be four (4) officers of the Board of Trustees consisting of a Chairman, Vice Chairman, Secretary, and Treasurer.

Section 2. Selection

The incoming Board of Trustees shall meet within two weeks after their election and select from among their members the officers for the upcoming year.

Section 3. Duties

A. President

- 1) Will convene and preside over all Board meetings or arrange for another member to preside in their place in the following order: Vice Chairman, Secretary, and Treasurer.
- 2) Shall set the agenda for each meeting in advance and provide that agenda to the Secretary for notice to all Board members.
- 3) Shall be an automatic member of all standing committees.

B. Vice President

- 1) Will preside over all membership meetings.
 - 2) Shall assume the duties of the Chairman when the Chairman is unavailable.
- C. Secretary**
- 1) Shall give proper notice of the time, place, and agenda for all Board and membership meetings.
 - 2) Shall be responsible for keeping the records of all Board actions, including the taking of minutes at all Board and membership meetings.
 - 3) Shall be the custodian of the records of the PAS and maintain the corporate records.
 - 4) Shall serve as the Chief Elections Officer at the annual meeting for election of the Board of Trustees.
- D. Treasurer**
- 1) Shall handle the finances for the PAS, record deposits, keep all receipts, and disperse all funds.
 - 2) Shall keep the Board of Trustees and the membership updated on the financial status of the PAS through quarterly reports.
 - 3) Shall be an automatic member of the Finance and Fundraising committees.

ARTICLE VII

Committees

Section 1. Number

There shall be three (3) standing committees—Finance, Fundraising, and Health & Welfare. The Board of Trustees may create additional committees, as needed.

Section 2. Selection, Meetings, and Minutes

A majority vote of the Board of Trustees shall appoint committee chairmen. Volunteers from the membership shall serve on all committees. Each committee chairman will appoint a committee member to take minutes of all meetings which shall be presented during Board of Trustee meetings. Each standing committee shall meet at their discretion, but not less than quarterly.

Section 3. Duties of Standing Committees

A. Finance Committee

- 1) Shall oversee the financial recordkeeping of the PAS.
- 2) Shall assist the Treasurer in the preparation of financial reports for the Board of Trustees, the membership, and necessary government agencies.
- 3) Shall prepare an annual operating budget.

B. Fundraising Committee

- 1) Shall be responsible for organizing fundraising events.
- 2) Shall develop a plan and propose a calendar of events to meet budget requirements.
- 3) Shall be responsible for public education and community involvement.

C. Health & Welfare

- 1) Shall handle all aspects of animal care, adoptions, and fostering program in compliance with the rules and procedures adopted by the Board of Trustees.

ARTICLE VIII

Conflict of Interest

No member shall serve on a committee or vote on a question in which they have a direct or indirect personal or pecuniary interest not in common with other member of the PAS. In such circumstances, the member should abstain from serving or voting.

ARTICLE IX

Parliamentary Authority

The rules contained in the most current edition of Robert's Rules of Order shall govern the PAS in all cases in which they are applicable and in which they are not inconsistent with these Bylaws, any special rules of order the PAS may adopt, and the laws of the State of Ohio.

ARTICLE X

Dissolution of the PAS

Upon the dissolution of the corporation, the Board of Trustees shall, after paying or making provision for payment of all the liabilities of the corporation, dispose of all the residual assets of the corporation by turning them over to one or more animal welfare organization, as described in Sections 501(c)(3) and 170(c)(2) of the Internal Revenue Code, or in the corresponding provision of any future U.S. Internal Revenue Code or of the tax code of the Federal, State, or local government.

ARTICLE XI

Amendments of Bylaws

These Bylaws may be amended, revised, or repealed, when necessary, by two-thirds (2/3) vote of the membership present at the meeting or otherwise eligible to vote, or as otherwise required by law. Proposed changes must be submitted by the Secretary to the membership in writing two weeks prior to a meeting scheduled for a vote.

ARTICLE XII

Adoption and Certification

These Bylaws were approved by a majority vote of the membership present at the organizational meeting of the PAS dated December, 2009 in the City of Parma, Ohio.

2015 Officers:

President:	<u>Carol R. Rini</u>	Date:	<u>1-10-15</u>
Vice President:	<u>hori Helfin</u>	Date:	<u>1-10-15</u>
Secretary:	<u>Claudia Roho</u>	Date:	<u>1-22-15</u>
Treasurer:	<u>Stephanie A. Gouin</u>	Date:	<u>1-22-15</u>