



Parma Animal Shelter

BYLAWS OF THE PARMA ANIMAL SHELTER

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 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 the PAS adoptable animals.
- F. To find permanent placement in new homes.

ARTICLE III

Quarterly Membership Meetings

Section 1. Meetings

The date, time, and place of the quarterly meetings 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.

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Section 3. Notice

Notice of all bi-monthly board of trustees' meetings, quarterly meetings and any special meetings except for emergency meetings 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 the PAS by filling out a written application, signing the waiver and receiving the recommendation of their shift leader.
- B. Members submitted by the Membership Chair(s) must be approved by a majority vote of the Board of Trustees and shall be referred to as Members hereafter in these Bylaws.
- C. Membership shall neither be approved nor denied based on race, gender identity, sexual orientation, color, religion, national origin, or handicap.
- D. Members must complete training in policies and procedures prior to working at the shelter.

Section 2. Termination of A Member or Employee.

A Member or Employee may be terminated at any time, with or without cause, by two-thirds (2/3) vote of the Board of Trustees and is not eligible for reinstatement.

ARTICLE V

Board of Trustees

The Board of Trustees will be responsible for overall policy and direction of the PAS. The Board 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, with officers elected to three-year terms and trustees elected to two-year terms. Their terms shall run from January 1 to December 31 each year and will be eligible for re-election to succeeding terms.

Section 2. Meetings

The Board of Trustees shall meet at least every two (2) months at an agreed-upon time and place. Board members should make every effort to attend meetings, virtual or in-person. Three unexcused absences will result in termination.

Section 3. Board of Elections

1. Nominations for Trustees from the membership will be made at a special meeting in October. Members receiving the highest number of votes will be elected according to our Policies and Procedures.
2. Voting Rights: Approved adult members that have fulfilled the initial 30-day (or 4 shifts) probation period and members on an approved leave of absence.
3. After three months, volunteers in good standing and not on a leave of absence are eligible to run for the Board of Trustees.

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Section 4. Quorum

A quorum must be present of at least five (5) board members 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 by the President or the appropriate Health and Welfare Chair.

Section 7. Termination of a Board Member

Any member of the Board of Trustees may be terminated at any time, with or without cause. A two-thirds (2/3) vote of the membership present at a meeting or a two-thirds (2/3) vote of the Trustees is required for termination. and the terminated Board Member is not eligible for Member reinstatement unless otherwise recommended by an incident review board review.

Section 8. Vacancy of Office

If a member of the Board of Trustees resigns, deceases or is terminated by a vote of the membership prior to end of the term, the Member who received the next highest vote count from the last election will be offered the vacated position on the Board of Trustees. If there is not a voted Member, who is eligible and accepts the vacated position, the position will be filled by a majority vote of the remaining Board of Trustees. The new Trustee will immediately take a seat on the Board of Trustees and will remain until the term is finished. If the vacancy is an Officer position, the Board of Trustees will decide, including the newly appointed Trustee, as to who shall best fill the vacant Officer position.

ARTICLE VI

Officers and Duties

Section 1. Number

There shall be four (4) Officers of the Board of Trustees consisting of a President, Vice President, 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.

The outgoing members of the Board of Trustees shall meet with the incoming members of the Board of Trustees to ease the transition, sharing documents and access necessary to fulfill their responsibilities by January 30th

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 President, Secretary, and Treasurer.

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- 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.
- 4) Shall be the official spokesperson for the PAS or shall designate another spokesperson as needed.

B. Vice President

- 1) Shall assume the duties of the President when the President is unavailable or designate another Member as needed.
- 2) Shall have full access to the shelter accounts and make sure yearly registrations have been completed.

C. Secretary

- 1) Shall give proper notice of the time, place, and agenda for all Quarterly Membership, Bi-Monthly Board of Trustee, and special meetings.
- 2) Shall be responsible for keeping the records of all Board actions, including the taking of minutes at all Quarterly Board of Trustee and special 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 for election of members 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 committee.
- 4) Keep the Board of Trustees apprised of the status of tax filings and other annual filings required.

ARTICLE VII

Committees

Section 1. Number

There shall be six (6) standing committees—Finance, Fundraising, Health & Welfare, Public Relations, Membership and Disaster Recovery. 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 standing committee chairs. Members are eligible to serve on any committee, as needed. Each standing committee chair will appoint a committee member to take minutes of all meetings and submit a report for the next Quarterly Membership meeting. Each standing committee shall meet at their discretion but not less than twice per year.

Section 3. Duties of Standing Committees

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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.

C. Health & Welfare

- 1) Shall handle all aspects of animal care, adoptions, and fostering program in compliance with the Policies and Procedures adopted by the Board of Trustees.
- 2) Shall be responsible for public education and community outreach.

D. Public Relations

- 1) Shall oversee all aspects of marketing and communications for the PAS.

E. Membership

- 1) Shall oversee all aspects of volunteer recruitment, scheduling, education, and training to membership status.

F. Disaster Recovery

- 1) We shall maintain the contact list for emergency response volunteers and facilitate the plan for responding to emergencies.

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 consistent with these Bylaws, any special rules of order the PAS may adopt, and the laws of the State of Ohio.

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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 organizations, 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 by a Board of Trustees request when necessary, and approved 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 quarterly membership meeting of the PAS dated _____ in the City of Parma, Ohio.

President: Barbara Heath Date: 3/17/24

Vice President: Kristen Allen Date: 4/3/24

Secretary: Shirley Palumbo Date: 3/17/24

Treasurer: Shirley Palumbo Date: 3-27-24

Trustee 1: Kristen Allen Date: 3/17/24

Trustee 2: Lynn Kowalek Date: 3/17/24

Trustee 3: Steven Brown Date: 3-27-24