



WIREGRASS PET RESCUE AND ADOPTION CENTER, INC.

BYLAWS

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Mission

To construct and maintain a safe rescue facility for area dogs and cats in order to decrease euthanasia rates and increase pet adoptions, improving the quality of life for area residents and the pet community.

Vision

A clean and safe, model community that exhibits genuine care and concern for the welfare of local rescued dogs and cats.

Goals

Excellence—Promote excellence in community care for area rescues.

Community—Mobilize the community to support the Wiregrass Pet Rescue and Adoption Center.

Resources—Provide a state of the art facility and quality living conditions for rescue and adoption services in order to maximize the number of pets saved through proactive adoption and transport programs.

Article I – Directors

1.1 General Powers. The Wiregrass Pet Rescue and Adoption Center (hereafter known as WPRAC or the Center) shall have a Board of Directors (hereafter referred to as the “Board”). All corporate powers shall be exercised by or under the authority of, and the business and affairs of the Center managed under the direction of its Board, subject to any limitations set forth in the Articles of Incorporation.

1.2 Number. The Directors of the WPRAC shall be no less than five and no more than nine.

1.3 Election and Term. Following the initial appointment of board members by the Incorporators, Directors shall be elected by the sitting Board for terms of two and three years, measured from the time of the appointment until the end of the three-year term. Five Directors will be appointed for three-year terms and four will be appointed for two-year terms. One of the Directors serving a three-year appointment shall be an Associate Commissioner for the City of Dothan. Directors may be re-elected without limit. They shall be selected as candidates by a nominating committee appointed by the Board. Nominees considered by the board shall be subject to a background check as part of the selection process. Voting may be cast verbally or by secret ballot at the request of any board member.

1.4 Removal and Vacancies. The Directors, by majority of a quorum present and voting may remove any Director, with cause, but only at a meeting called for that purpose. Removal with “cause” may include, but

not limited to, conduct, actions or lack of actions that a reasonable person may believe could reflect negatively on the WPRAC. The notice of the meeting shall state that the purpose or one of the purposes of the meeting is the proposed removal of the Director. Any vacancy on the Board may be filled only after the Board declares a position vacant and will be filled for a new term not to exceed three years.

1.5 Meetings. An annual meeting in September and a suitable number of regular meetings of the Board shall be held after at least 15 days' notice of the time, place and purposes, said notice having been approved by at least two Directors. In addition, special meetings may be called by the President of the Board or a majority of the Directors, reasonable notice being given of the time, place and purposes. Participation of a Director in a meeting implies that adequate notice had been given to that Director. Absences from meetings are inevitable and sometimes unavoidable. It is however requested that Directors make every effort to attend and notify organizers if they will be unable to do so. Excessive absences from meetings could result in "cause" for replacement of the director.

1.6 Quorum. A majority of Directors shall constitute a quorum. Approval by a majority of those present and voting at a meeting expresses the decision of the Board.

1.7 Compensation. No Director shall be entitled to any compensation (directly or indirectly) for his or her service as a Director.

Article II – Committees and Boards of Directors

2.1 Committees and Boards. The WPRAC may by a majority vote, create one or more subcommittees or boards, including an Executive Committee, and appoint Officers of the Board to serve on them. The Board may also appoint stakeholders to seat boards established to oversee specific projects and programs that coincide within the interest of the WPRAC. The President shall charge the committee at the direction of the Board in all instances with the exception of whom to fill vacancies with or how to change or amend the Articles of Incorporation, adopt, amend, or repeal these Bylaws; or approval of a plan of merger or dissolution.

2.2 Authority. All records of the appointed boards acting under the authority of the Center, to include minutes, financial statements and any other documented interests shall be made available to the Board upon request from the President, Vice President or Secretary/Treasurer. Any board or committee appointed by the WPRAC will be accountable to the Board of directors and under the sole authority of the same.

Article III – Officers

3.1 Officers. The Officers of the Board shall be a President, Vice President, Secretary/Treasurer and at the discretion of the Board, other Officers and assistant Officers as may be necessary or advisable to carry on the business of the Center. No Director shall hold more than one office at a time. The Secretary/Treasurer shall be the sitting Chief of Police for the Dothan Police Department and shall not be a voting Officer of the Board nor be counted as a member.

3.2 Terms of Office. Officers shall be elected at the annual meeting of the Board in September. They shall hold office for two years unless they resign or are removed. Officers may be re-elected without limit. A resignation shall be effective upon delivery of notice to the President unless the notice specifies a later date. In the event the President resigns, the Secretary/Treasurer shall be notified. It shall be the responsibility of the party notified to notify the other board members.

3.3 Removal of Officers. The Board may remove any voting Officer or assistant Officer at any time, with cause (see 1.4).

3.4 Duties of Officers. The President shall be the Chief Executive Officer. He or she and the other Officers shall have such powers and duties as generally pertain to their respective offices as well as such powers and duties as may be delegated to them from time to time by the Board. The Vice President will assume duties in the absence of the President. The Secretary/Treasurer shall prepare or have prepared and maintain or have maintained custody of the minutes of the Board meetings, financial statements and any other documented interests, and shall authenticate records of the Center.

Article IV – Contracts, Checks, Drafts, Bank Accounts, etc.

4.1 Execution of Contracts and Other Documents. The board, the Executive Committee, or a committee of the Board duly authorized by resolution of the Board, except as by law or these Bylaws otherwise require, may authorize any Officer or Officers, agents or agents, in the name of and on behalf of the Center to enter into any contract or execute any deed or other instrument, and any such authority may be general or confined to specific instances. Whenever the Board or any such committee, in authorizing or directing the execution of any contract, deed, or other instrument, will fail to specify the Officer or Officers or other agent or agents who are to execute the same, such contract, deed or other instrument will be executed on behalf of the Center by the President or any other Officer and, where necessary or appropriate, the corporate seal will be affixed thereto and attested by the Secretary/Treasurer or any assistant Secretary.

4.2 Checks, Drafts, etc. All checks, drafts and other orders for payment of money out of the funds of the WPRAC shall be signed on behalf of the Center in such a manner as may from time to time be determined by resolution of the Board or any duly authorized committee of the Board. For security purposes, all disbursements of funds from the WPRAC checking accounts shall bear, at minimum, two signatures, one of which is the Secretary/Treasurer.

4.3 Deposits and Investments. Funds of the Center not otherwise employed will be deposited in non-risk investments. Any money deposited shall be in accounts maintained in the name of the WPRAC.

4.4 Reports and Audits. The Secretary/Treasurer, or in his/her absence another Director, will report at each routine meeting on the financial status of the Center. There may be an annual review audit of the WPRAC accounts and assets, conducted by two Directors appointed by the President and who shall share their findings with the Board at the Annual Meeting. The President or Vice President may request an independent audit at any time.

Article V – Gifts to the Center

5.1 Method. Donors may make gifts to the WPRAC by naming or otherwise identifying the Center. Gifts will vest in the Center upon receipt and acceptance by it, with such acceptance to be signified by an authorized Officer, employee or agent of the WPRAC.

5.2 Investment and Sale. No gift will be required to be separately invested or held except as required by law or in order to prevent disqualification of the Centers' tax-exempt status. Gifts may be sold or otherwise disposed of.

5.3 Presumption as to the Donor's Intent. Each gift to the WPRAC will be presumed to be intended to be used for charitable purposes as determined by the Board and only in such a manner as not to disqualify the gift from deduction as a charitable contribution, gift or bequest in computing any federal income tax or to disqualify the Center as a qualified charitable organization and/or from classification as a public charity.

The Center may accept gifts with certain restrictions placed upon them by a donor. The Center is free to accept or reject such gifts. If the Center accepts a restricted gift, and if adhering to any such restrictions would result in use contrary to the donor's intent or would jeopardize the tax-deductible status of the gift or the Centers' tax-exempt status, or if the Board is advised by counsel that there is a substantial risk of such result, the restriction will not be followed, but will be varied by the Board using its best judgment and its sole discretion unless it is possible to return the gift. Reasonable charges and expenses of counsel for such advice and proceedings concerning a gift will be proper expenses and will be charged against such gift.

Whenever the Board, by a vote of three-quarters of the current Officers, determines that the conditions or circumstances are such that compliance with a restriction by a donor is impractical or impossible, or that such restriction is not consistent with the Centers' charitable purposes, the Board may order such variance from the restriction and such application of the whole or any part of the principal or income of the gift as in the Board's judgment is then necessary to honor as nearly as practicable the intent of the donor, while effectively serving the charitable purposes of the WPRAC.

Article VI –Distribution and Disbursements

6.1 Authorization for Distribution. Except as may otherwise be specifically provided in any operable restriction upon a gift accepted by the WPRAC, all determinations about distribution of funds of the Center for charitable purposes will be made by the Board at a duly called meeting at which a quorum is present, with such determination being made by a majority vote of the Directors present and voting. No committee, Officer or agent of the WPRAC may be delegated the authority to make any such determination, though the Board may authorize a specific distribution to be made upon such investigation and determination as may be specifically stated to be made by either a committee or Officer of the WPRAC.

6.2 Investigation and Research. The Board or a duly authorized committee or Officer or agent or agents thereof will gather and analyze facts and conduct such investigation and research as is deemed by the Board to be necessary or advisable in order to determine the most efficacious distribution of funds given for

charitable purposes. Funds given to the WPRAC may be assessed by the Board as it believes desirable to defray the cost of administration of the Center including, but not limited to, such fact gathering, analyses, research, evaluation, audits, etc., for such purposes or from funds given without restriction as to purpose. Disbursement for other proper administrative expenses incurred by the Center, including salaries and expenses for such professional and other assistance as the Board may from time to time deem necessary, will be directed to be paid so far as possible from any funds which are available for such purpose, with any balance being paid out of other funds of the WPRAC. Funds may be dispersed for marketing the Centers' mission and shall be itemized and noted for audit purposes.

Article VII—Administration of Funding

The Board shall have the power to conduct all Wiregrass Pet Rescue and Adoption Center business including the expenditure of funds. Funds may be used for administrative costs associated with normal operations involving Center business. Funds shall be used in one of the following areas **after** the initial construction of the animal care facility and MAY BE designated by donors for particular projects. They must be utilized within the confines of the following areas:

7.1 New Animal Center Construction/Additions. The construction of the new animal Center building initiative is a top priority of the WPRAC. We are committed to creating a state of the art facility that will house and maintain area rescued dogs and cats. Our vision is to create a peaceful environment for our pets while at the same time providing a model adoption facility to showcase the pets for adoption and decrease the euthanasia rate to less than 10%. This program includes:

- A. **Facility Construction** It is estimated that a new Center will cost \$5 million dollars. WPRAC is committed to raising that money for this capital project. Solicitation of donations will go directly to the facility construction costs.
- B. **Facility Maintenance** The operations and maintenance costs of this facility will be high. Funds may be specifically donated to recover some of these costs once the new facility is completed and operational.

7.2 Euthanasia Reduction Effort. The euthanasia reduction effort is a partnership between the WPRAC and local area pet rescue transport services. Funds may be appropriated by the Center to other non-profit organizations for transports out of our region in order to reduce the number of animals that have to be euthanized.

7.3 Rescue Pet Care Program. This initiative allows contributions specifically donated for the daily care of rescues to go towards the care of animals currently housed at the facility. Items such as food and feeding equipment, blankets, microchips and vaccinations are examples of purchases that can be made through this program.

7.4 Public Education. Initiating a variety of educational programs both on and off site that ensures a better-informed citizenry concerning pet care and responsibility. Reaching out to students in local schools and community centers to communicate the message of responsible pet ownership.

7.5 Evacuation Pet Aid. Our area is a hurricane evacuation route from the coast of Florida. Often time's evacuees seek refuge in our local family shelters where pets are not allowed. This initiative provides money be earmarked to house evacuees' pets during mandatory evacuations. Utilizing these funds, the WPRAC can take care of pets during this chaotic time.

Article VIII – Miscellaneous Provisions

8.1 Dissolution of Wiregrass Pet Rescue and Adoption Center. Upon dissolution of the Center, remaining assets must be used exclusively for exempt purposes (charitable, religious, educational or scientific).

8.2 Corporate Seal. The corporate seal of the Center shall be approved by the Board.

8.3 Fiscal Year. The fiscal year of the WPRAC shall be from 01 October-30 September.

8.4 Interpretation. For the purpose of construing these Bylaws, unless the context indicates otherwise, words in the singular shall be deemed to include words in the plural and vice versa, and words in one gender shall be deemed to include words in the other gender.

8.5 Amendments. Except as otherwise provided herein and in the Articles of Incorporation, these Bylaws may be amended or repealed, and new Bylaws may be made, at any regular or special meeting of the Board by no less than three-quarters vote of the Board.

8.6 Conflicts of Interest.

- A.** All Directors have an affirmative duty to avoid conflicts of interest that may occur during their tenure. The WPRAC shall not receive gifts, contributions or grants of money or property that encourage favoritism or result in special benefit to the donor, or, as determined by the Board, are subject to restrictions detrimental to the general welfare of the organization or the public at large.
- B.** Unless the terms are fully disclosed and agreed to by the Board prior to the consummation of an agreement to sell, supply or furnish for compensation goods, services, or facilities, the WPRAC shall not enter into any agreement with a Director, a family member of a Director, or any entity controlled by a Director or his or her family member for the furnishing of goods, services or facilities relating to the Center's operations where such agreement requires payment by the WPRAC for said furnishing.
- C.** All Directors have a fiduciary duty relationship to the WPRAC and must act in accordance with the laws of the state of Alabama relating to fiduciary duties and conflicts of interest.

DATE AMENDED: _____

PRESIDENT:

BRYAN APPLEFIELD

VICE PRESIDENT:

BETH KENWARD

SECRETARY/TREASURER:

STEVEN L. PARRISH