

**BY-LAWS OF
Sarge's Animal Rescue Foundation, Inc.**

ARTICLE I. - NAME, PRINCIPAL OFFICE AND GENERAL PURPOSES

Section 1. Name.

The name of this Corporation is: *Sarge's Animal Rescue Foundation, Inc.*

Section 2. Principal Office.

The principal office of the Corporation shall be in Haywood County, North Carolina. The mailing address of Sarge's Animal Rescue Foundation, Inc. is P.O. Box 854, Waynesville, NC 28786, or as designated by the Board.

Section 3. Purposes.

The purpose for which this Corporation is organized is as follows

- It is the mission of Sarge's Animal Rescue Foundation, Inc. to end the euthanasia of healthy, adoptable dogs and cats in the Haywood County Animal Shelter.
- To eventually build an adoption center where healthy adoptable animals taken from the Haywood County Animal Shelter will have more time to be adopted.
- To receive and maintain a fund or funds of real or personal property, or both, and, subject to the restrictions and limitations hereinafter set forth, to use and apply the whole or any part of the income there from and the principal thereof exclusively for the betterment of SARF, provided that no part of such income or such principal shall be used or shall be contributed to any organization whose net earnings, or any part thereof, inure to the benefit of any private shareholder or individual or any substantial part of the activities of which is carrying on propaganda, or otherwise attempting to influence legislation.
- To carry on lawful activities calculated, directly or indirectly, to promote the interest of the Corporation, or to enhance the value of its properties under such powers and rights which are now or which may hereafter be conferred upon corporations organized under the laws of the State of North Carolina applicable thereto; provided, however, that all such activities shall be carried out in furtherance of exempt purposes within the meaning of '501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law), or as hereafter amended, and all rulings and regulations applicable thereto.

ARTICLE II - MEMBERS, MEETINGS OF MEMBERS AND QUALIFICATIONS OF MEMBERS

Section 1. Membership

Individuals supporting the mission of SARF by donations of record during the year (Annual Meeting - Annual Meeting) shall be considered a voting member in good standing for the Annual Meeting.

Section 2. Annual Meetings.

The annual meeting of the members of the Corporation shall be held at such place as is designated in the notice of such meeting, within one hundred eighty (180) days after the commencement of each fiscal year, for the purpose of electing Directors, hearing the annual report of the Corporation and for the transaction of such other business as may properly come before the meeting.

Section 3. Notice of Annual Meeting.

Notice of the time and place of the annual meeting shall be served by mail, e-mail, or other effective means of communication, not less than seven (7) nor more than thirty (30) days before the meeting upon each person who appears upon the books of the Corporation as a member and, if mailed or emailed, such notice shall be directed to the member at his or her address as it appears on the books of the Corporation, unless the member has filed with the Secretary of the Corporation a written request that the notices be mailed to some other address.

Section 4. Special Meetings.

Special meetings of the members may be called at any time by the President or the Board of Directors. They also can be called upon the written request of ten percent (10%) of the members of the Corporation. Such written request shall state the purposes for which the meeting shall be called.

Section 5. Notice of Special Meetings.

Notice of a special meeting stating the time, place and purpose thereof shall be served by mail, e-mail or other effective means of communication, upon each member not less than three (3) nor more than thirty (30) days before such meeting and, if mailed or e-mailed, such notice shall be directed to the member at his or her address as it appears on the books of the Corporation, unless the member has filed with the Secretary of the Corporation a written request that the notices be mailed to some other address.

Section 6. Voting.

At all meetings of the members, each member shall be entitled to one vote. Unless otherwise specifically provided all matters, including elections, shall be decided by the majority vote of the members present at any meeting. Voting by proxy shall not be permitted.

Section 7. Waiver of Notice.

Whenever under the provisions of North Carolina law or under the provisions of these By-Laws, the Corporation or the Board of Directors is authorized to take any action after notice to the members of the Corporation or after the lapse of a prescribed period of time, such action may be taken without such notice and without the passing of such period of time, if such notice or time period is waived in writing by the person or persons entitled to it, or entitled to participate in the action to be taken.

ARTICLE III - DIRECTORS

Section 1. Election

The business and property of the Corporation shall be managed and controlled by the Board of Directors. who shall be elected/confirmed at the annual meeting of the members, to hold office until the latter of the next annual meeting of the members or the election and qualification of their successors. The Directors must be members of the Corporation and shall be chosen by Ballot, or as outlined below, at such a meeting by majority vote of the members present.

Directors shall be elected to serve an initial one (1) year term. Any Director who has served the initial one (1) year term may be elected to serve for terms of no more than three (3) years and until their successors shall be elected and shall qualify. In the event of any increase or decrease in the number of Directors, the additional or eliminated directorship's term shall be determined by the vacancy. No person may serve more than three (3) consecutive terms, or a maximum of seven (7) years, except after an absence from the Board of Directors of at least one (1) year.

(B) The Board may decide, anytime during the year, to add to its members as long as it adheres to Section 2 Number (below). Potential Board members shall appear at a Board meeting for an open discussion to review qualifications as well as asking and answering questions. Any family relationships between nominees and members of the Board of Directors should be noted. At the end of the discussion, potential members will be excused, and a vote taken. Election requires a majority affirmative vote by current members.

For their own use, the Board of Directors shall create and maintain an ongoing list of professional, educational or other qualities of talent, expertise or experience for which the Board already has or will have a need due to loss created by regular rotation, resignation or other causes, and the names of individuals who meet these criteria.

Section 2. Number.

The number of the Directors of the Corporation shall be at least five (5) but not more than fifteen (15), excluding Honorary and Ex-officio Directors. Within the number of the Board of Directors shall be the Immediate Past President, who will be a voting member of the Board, if not currently serving as a regular Board member. At each annual General Membership meeting, after the election/confirmation of new Board members, the total number of Board members shall be at least five. In the event the number of Board

members is decreased during the year to four (4) members, then a new Director shall be appointed by the Board of Directors.

Section 3. Ex-officio and Honorary Directors.

Ex-officio members of the Board of Directors shall be elected by the board. Ex-officio and Honorary Directors may attend all regular Board meetings and participate in the discussions but may not vote.

Section 4. Vacancies.

Any vacancies in the Board of Directors occurring during the year, including a vacancy created by an increase in the authorized number of Directors by amendment of these By-Laws, may be filled for the unexpired portions of the term by the Directors then serving, but must be confirmed by a majority vote at the next annual meeting. No Director may enter the vacancy created by another Director thus extending or lessening his or her term in office.

Section 5. Annual Meetings.

As soon as possible after each annual election, the newly-elected Directors shall meet for the purpose of organization, the election of Officers, and the transaction of other business, and if a majority of the Directors be then present, no prior notice of such meeting shall be required to be given. The place and time of such first meeting may, however, be fixed by written consent of all the Directors.

Section 6. Regular Meetings.

Meetings of the Board of Directors of this Corporation shall be held at least every month. A majority of elected directors shall constitute a quorum and must be present before business can be transacted or motions made or passed. If a quorum is present, in order for any motion to pass, three quarters of the directors must vote in the affirmative. If two members of the same household and immediate family (marriages or direct lineage included) are elected to or serving on the Board at the same time, they will share one vote.

Section 7. Special Meetings.

Special meetings of the Board of Directors may be called by the President or Vice President and must be called by either of them on the written request of any three (3) members of the Board of Directors.

Section 8. Participation.

A volunteer commitment to serve as a member of the Board of Directors assumes acceptance of a variety of personal responsibilities including:

(A) Attendance at Board meetings, special meetings and general membership meetings. Any Board member who is absent from three (3) consecutive Board meetings shall be deemed to have resigned from office and the vacancy shall be filled as provided by these

By-Laws. A Board Member must attend a minimum of 8 Board Meetings per year in order to remain on the Board. Any less and the Board member will be deemed to have resigned.

(B) A willingness to give freely and enthusiastically of time and expertise.

(C) A thorough understanding and belief in the issues, policies, goals and objectives of the Corporation.

(D) Active participation and service on committees and/or acceptance of special assignments.

(E) An understanding that personal authority is never exercised except when acting in a meeting with a full Board or as specifically designated by the Board.

(F) Having a fiduciary duty to other Board members, the general membership and the organization as a whole.

Section 9 Termination of a Board Member

(A) Should the Board receive a written complaint about a fellow Board member and after a thorough review of the written complaint, the Board feels the complaint has merit, then the Board member shall be notified by certified mail and given two (2) weeks to respond to the complaint. After the subject Board member's response is received and reviewed, the Board will have different options: (i) to drop the investigation entirely; (ii) to notify the subject member in writing of the Board's concerns or, (iii) terminate the Board member with a required 2/3 vote of the Board of Directors

(B) If, at the discretion of the President and Vice President, it is felt that a Board member is not meeting their Board responsibilities and, if after private, closed discussions and consultations, the issue(s) cannot be resolved, then procedures according to Section 9, Item A, parts ii and iii shall be initiated.

Section 10. Chairman.

At all meetings of the Board of Directors the President or Vice President, or in their absence a Chairman chosen by the Directors present, shall preside.

Section 11. Contracts and Services.

No Board member shall take any action to influence the conduct of the Corporation in such a way as to confer financial benefit on another corporation or business in which the Board member has a significant interest or affiliation. If an issue arises on which the Board member could obtain a benefit for himself or herself, he or she must refrain from voting on the matter, but may present an opinion, if he or she discloses in advance the potential conflict of interest. In no event shall any person or entity dealing with the Directors or Officers be obligated to inquire into the authority of the Directors and Officers to enter into and consummate any contract, transaction or other action.

Section 12. Powers.

All corporate powers, except as limited by these By-Laws and by the laws of the State of North Carolina, shall be and are hereby vested in and shall be exercised by the Board of Directors. The Board of Directors may by general resolution delegate to committees, or

to Officers of the Corporation, such powers as they may see fit except as limited by the corporate charter, by statute, or these By-Laws.

Section 13. Duties.

The Board of Directors shall present at the annual meeting of members and file with the minutes thereof a report, verified by the President or Treasurer, or by a majority of the Directors, showing (a) the whole amount of real and personal property owned by the Corporation, where located, and where and how invested; (b) the amount and nature of the property acquired during the year immediately preceding the date of the report and the manner of the acquisition; (c) the amount applied, appropriated or expended during the year immediately preceding such date and the purposes, objects or persons to or for which such applications, appropriations or expenditures have been made. The business and property of the Corporation shall be managed and controlled by the Board of Directors. The Board of Directors is responsible to the general membership for:

- a. Defining the organization's vision, mission and for promoting programs which fulfill the organization's mission.
- b. Promoting the fundraising process giving first of their own resources.
- c. Recruiting as required by the Board and holding accountable qualified Directors as stated in Article III, Section 9 of these By-Laws.
- d. Exercising fiscal and legal control of the Corporation.

ARTICLE IV – OFFICERS AND BOARD MEMBERS

Section 1. The Officers of the Corporation shall be:

1. President
2. Vice President
3. Secretary
4. Treasurer

Section 2. Election.

All Officers of the Corporation shall be elected annually by the Board of Directors from among themselves at their meeting held after the meeting of the members and shall hold office for the term of one (1) year or until their successors are duly elected and qualified.

Section 3. Tenure of Office.

(A) No Officer may hold the same office for more than 3 years.

(B) Any Officer of the Corporation may be dismissed at any time during his or her term by a 2/3's vote of the Directors at any regular or special meeting of the Board of Directors. When an Officer is dismissed in the manner herein described, he or she shall have no power or authority under or by virtue of his or her former office.

Section 4. Combination of Officers

Any of the offices above enumerated, other than the office of the President and Vice President, or that of President and Secretary, may be combined.

Section 5. Assistant Officers

At any time, the board may appoint an assistant secretary or assistant treasurer upon the written request of the secretary or the treasurer.

Section 6. Duties of Officer.

The duties and powers of the Officers shall be as follows:

President - The President shall:

- (a) Preside at all meetings of the Board of Directors and of the members.
- (b) Present at each annual meeting of the members and Directors a report of the condition of the business of the Corporation.
- (c) Cause to be called regular and special meetings of the members and Directors in accordance with these By-Laws.
- (d) Appoint and remove, employ and discharge, and fix the compensation of all agents, employees, and clerks of the Corporation other than the duly-appointed Officers, subject to the approval of the Board of Directors, unless delegated to the Executive Director.
- (e) Execute conveyances, contracts and agreements as authorized by the Board of Directors, unless delegated to the Executive Director.
- (f) See that such books, reports, statements and certificates as may be required by law are properly maintained and filed.
- (g) Sign all notes, drafts of bills of exchange, warrants and other orders for the payment of money duly drawn by the Treasurer. This activity may be delegated to the Executive Director. The Executive Director/President and Treasurer are both required to sign any checks of \$1,000 or above.
- (h) Enforce these By-Laws and see that all orders and resolutions of the Board of Directors are carried out.
- (i) Perform all the duties incidental to the office, and which are required by law, and generally, to see that the Officers and agents of the Corporation perform their duties.
- (j) Perform and attend to such other duties and functions as may be presented by the Board of Directors.
- (k) Shall be an Ex-Officio voting member of all committees.
- (l) Oversee the performance of employees and Board members.

Vice President – The Vice President shall:

- (a) During the absence or inability of the President to perform his or her duties as set forth in these By-Laws, the same shall be performed and exercised by the Vice President, and when so acting, he or she shall have all the powers and be subject to all of the responsibilities hereby given or imposed upon the President.
- (b) When determined by the President, oversee the performance of employees and Board members.

Secretary - The Secretary shall:

- (a) Be responsible for maintaining the minutes of the meetings of the Board of Directors, committees and members in appropriate books. The Secretary shall cause the approved minutes of all meetings of the membership and Board of Directors to be available for review by any member upon request.
- (b) Give and serve all notices of the Corporation as directed by the Board of Directors.
- (c) Present to the Board of Directors at their stated meetings all communications addressed to the Secretary by any person, persons or firms, including communications from the President or from any officer or member of the Corporation.
- (d) Attend to all correspondence and perform all the duties incidental to the office of the Secretary.
- (e) Perform and attend to such other duties and functions as may be prescribed by the President and/or the Board of Directors.

Treasurer - The Treasurer shall:

- (a) Have the care and custody of and be responsible (with reasonable assistance by a paid bookkeeper or an accountant if necessary), for all the funds and securities of the Corporation, and shall deposit all such funds in the name of the Corporation in such bank or banks, trust company or trust companies or safe deposit vaults as the Board of Directors may designate.
- (b) Except as otherwise directed by the Board, sign, make and endorse in the name of the Corporation, all checks, drafts, warrants and disbursements, under the direction of the President of the Corporation or the Board of Directors, and keep and preserve all paid checks, notes, acceptances and other evidences of expenditures as near as practicable in the order of their payment. The Executive Director/President and the Treasurer are both required to sign any checks of \$1,000 and above. The Vice President is authorized to sign checks in the absence of the Treasurer or President.
- (c) Be principally responsible for the General Fund with oversight responsibilities for the Operational Fund.
- (d) Exhibit, within five working days, the Corporation's records, as required by law, to any Director or other person authorized by statute or these By-laws, upon application in writing, specifying the documents so requested, at the principal office of the Corporation.
- (e) Render a statement of the condition of the finances of the Corporation at each regular meeting of the Board of Directors, and at such other times as may be required, and if required by the Board of Directors direct the preparation of an audit by an independent accountant approved by the Board of Directors for presentation at the annual meeting of the members.
- (f) Keep at the office of the Corporation correct books of account of all of its business and transactions and such other books of account as the Board of Directors may require.
- (g) Perform and attend to such other duties and functions as may be prescribed by the President or the Board of Directors.

Section 7. Founder –

As previously decided by the Board, the Founder is Nancy Bulluck and she is and will remain an honorary member of the Board. This position can only be held by Nancy and upon her resignation or demise, this position will become void. This position in no way limits the Founder to seek election to the Board or serve as an officer. The founder:

- (a) Shall insure that the Corporation does not deviate from the purposes of the Corporation as defined by these bylaws.
- (b) Shall serve as an advisor to any newly elected Officers
- (c) Shall serve as an advisor to any Board Member as needed.
- (d) Shall serve as an advisor as needed to any Committee.

Section 8. Vacancies.

All vacancies in any office shall be filled by the Board of Directors at a special meeting called for that purpose as soon as possible or within fourteen (14) days after the occurrence of such vacancy. The Officers so elected shall hold office until the next annual meeting or until a successor shall have been elected in accordance with these By-Laws.

Section 9. Board Members

All Board Members shall serve on, at least, one committee.

ARTICLE V - COMMITTEES

Section 1: Creation

The Board may create committees as needed, such as audit, foster care, fundraising, nominating, membership, etc. The President appoints all committee chairs.

Section 2: Executive Committee.

The four officers serve as the members of the Executive Committee. Except for the power to amend the Articles of Incorporation and Bylaws, the Board of Directors gives the Executive Committee authority to act in its stead between meetings and if an emergency Board meeting cannot be convened with a majority of Board members.

Section 3: Audit Committee.

The President and the Treasurer shall serve along with one other board member. The Audit Committee is responsible for developing and reviewing fiscal procedures and an annual budget. The Board must approve the budget, and all expenditures must be within the budget. Any major change in the budget must be approved by the Board. Annual reports are required to be submitted to the Board showing income, expenditures, and pending income, and any unusual audit adjustments.

Section 4: Financial Records.

The financial records of the organization are public information and shall be made available to the membership, Board members and the public.

ARTICLE VI - AGENTS AND REPRESENTATIVES

The Board of Directors may appoint such agents and representatives of the Corporation with such powers and to perform such acts or duties on behalf of the Corporation as the Board of Directors may see fit, so far as may be consistent with these By-Laws, and to the extent authorized or permitted by law.

ARTICLE VII - CONTRACTS

The Board of Directors, except as otherwise provided in these By-Laws, may, in writing, authorize any Officer or agent to enter into any contract or execute and deliver any instrument or vote any stock of another company, in the name of and on behalf of the Corporation, and such authority may be general or confined to a specific instance; and unless so authorized by the Board of Directors, no Officer, agent or employee shall have any power or authority to bind the Corporation by any contract or engagement, or to pledge its credit, or to render it liable for any purpose or in any amount.

ARTICLE VIII - PERIOD OF ACCOUNTING AND REPORTING

The fiscal year shall begin on January 1 and shall end on December 31 of each year.

ARTICLE IX - PROHIBITION AGAINST SHARING IN CORPORATE EARNINGS OR ASSETS

No member, Director, Officer, employee, member of a committee, or person connected with the Corporation, or any other private individual, shall receive at any time any of the net earnings or pecuniary profit from the operations of the Corporation, provided that this shall not prevent the payment of such reasonable compensation to any such person for services rendered to or for the Corporation in effecting any of its purposes as shall be fixed by the Board of Directors. No loans may be made by the Corporation to any Officer, Director or member. No such person shall be entitled to share in the distribution of any of the corporate assets upon the dissolution of the Corporation. All members, Directors and Officers of the Corporation shall be deemed to have expressly consented and agreed that upon such dissolution or winding up of the affairs of the Corporation, whether voluntary or involuntary, the assets of the Corporation then remaining in the hand of the Board of Directors shall be distributed, transferred, conveyed, delivered and paid over to charitable institutions upon such terms and conditions and in such amounts and proportions as the Board of Directors may impose and determine, to be used by such institutions receiving the same for the same purposes as are set forth in the Certificate of Incorporation of the Corporation and any and all amendments thereto; provided, however, that upon the dissolution or winding up of corporate affairs, the distribution, transfer, conveyance, delivery and payment of the remaining assets to charitable institutions, as hereinabove provided, shall be such that the assets so distributed, transferred, conveyed, delivered and paid over shall be dedicated, thereby for exempt purpose within the meaning of '501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law), or as hereafter amended, and all rulings and regulations applicable thereto.

ARTICLE X - INVESTMENTS

The Corporation shall have the right to retain all or any part of any securities or property acquired by it in whatever manner, and to invest and reinvest any funds held by it, according to the judgment of the Board of Directors.

ARTICLE XI - ACTION BY CONSENT

In compliance with the North Carolina General Statutes, any action taken without a formal meeting by the required majority of the Directors or members shall constitute the official action of the Board or members, (as applicable), and shall be binding upon the Corporation, if a written consent to such action is signed by all the Directors or members, (as applicable), and is properly filed with and as part of the official minutes of the meetings of the Board of Directors or of the members, whether such consent is signed and dated before or after such action so taken.

ARTICLE XII - AMENDMENTS

Section 1.

These By-Laws may be altered, amended or repealed at any annual meeting of members of the Corporation or any special meeting called for that purpose, by majority vote of all the members present, provided that such proposed action is described in the notice of such meeting.

Section 2.

The Board shall review these By-Laws and shall propose any necessary revisions at least once every five (5) years.

ARTICLE XII - MISCELLANEOUS

Section 1.

The members shall be admitted, and the Officers, Directors, committee members, employees and persons served by this Corporation shall be selected, entirely on a nondiscriminatory basis with respect to age, sex, race, religion, disability and national origin.

Section 2.

All meetings shall be conducted pursuant to ROBERTS RULES OF ORDER. In the event of conflict between Roberts Rules of Order and these By-Laws, these By-Laws shall govern.

Section 3.

No Director shall be liable to the Corporation or its members for monetary damages for conduct as a Director except as described in North Carolina General Statutes.

This Update Adopted - 3/20/19 Annual Meeting

President

Secretary