

Bylaws for AZ Center for Animal Rescue and Education-AZ CARE

ARTICLE I

Purpose

The general purposes for which this Corporation/Organization has been established are as follows: The Corporation/Organization is established and shall be operated exclusively for reducing the euthanasia rate in Maricopa and Pinal County within the meaning of IRA Publication 557 Section 501(c) (3) Organization of the Internal Revenue Code of 1986, as amended (the "Code") or the corresponding section of any future federal tax code. In addition, this Corporation/Organization has been formed for the purpose of performing all things incidental to, or appropriate in, the foregoing specific and primary purposes. However, the Corporation/Organization shall not, except to an insubstantial degree, engage in any activity or the exercise of any powers which are not in furtherance of its primary non-profit purposes. The Corporation/Organization shall hold and may exercise all such powers as may be conferred upon any nonprofit organization by the laws of the State of Arizona and as may be necessary or expedient for the administration of the affairs and attainment of the purposes of the Corporation/Organization. At no time and in no event shall the Corporation/Organization participate in any activities which have not been permitted to be carried on by a Corporation/Organization exempt under Section 501(c) of the Internal Revenue Code of 1986.

ARTICLE II

Board of Directors

Section 2.1. General Powers: As steward of the public trust, the Board of Directors ("the Board") shall be responsible for governance, the ongoing process of due diligence to assure the health and effectiveness of the corporation. The Board shall have the power to govern the affairs and property of the corporation, in keeping with policies it establishes that define the Board's scope of authority and limitations.

Section 2.3. Tenure: Directors shall serve an unlimited term from the date of their election. Directors shall take office immediately following the close of the meeting at which they are elected.

Section 2.4. Board Members: Members of the Board of Directors shall adhere to all policies and procedures established by the Board.

Section 2.5. Composition of the Board of Directors: Board members shall be sought who reflect the qualifications and diversity determined by the Board in its policies.

Section 2.6. Nomination and Election: The Board of Directors will discuss additions to the Board on an as needed basis. The newly elected Board members shall take office immediately following the close of the meeting at which they are elected.

Section 2.7. Vacancies: Any vacancy occurring in the Board of Directors and any position to be filled by reason of an increase in the number of Directors may be filled, upon recommendation of a qualified candidate by the Board of Directors, by the affirmative vote of the majority of the Board.

Section 2.8. Resignation: A Director may resign by filing a written resignation 30 days prior to resignation with the President of the Board.

Section 2.9. Removal: The Board may remove any Officer or Director for cause by two-thirds (2/3) vote of all Directors then in office, at any regular or special meeting of the Board, provided that a statement of the reason or reasons shall have been mailed by Registered Mail to the Officer or Director proposed for removal at least thirty (30) days before any final action is taken by the Board. This statement shall be accompanied by a notice of the time when, and the place where, the Board is to take action on the removal. The Officer or Director shall be given an opportunity to be heard and the matter considered by the Board at the time and place mentioned in the notice. The President/Founder is not able to be removed from the position.

ARTICLE III ***Officers of the Board of Directors***

Section 3.1. Positions: There shall be five (5) elected officers of the Board of Directors: President, Vice President, Secretary, Treasurer and Officer. The roles and qualifications of these Officers shall be determined by the Board in its policies.

Section 3.2. Nomination and Election: The nominated Officers shall be drawn from among the members of the Board of Directors. The election of Officers shall be held at the meeting of the Board. The newly elected Officers shall take office immediately following the close of the meeting at which they are elected and the term of office shall be unlimited.

Section 3.3. Tenure: The term for each Officer shall be a 2-year period commencing with the date of the annual meeting of the Board of Directors. There will be an unlimited amount of terms the Officer can hold.

Section 3.4. Immediate Past President [or Chair]: In the event that the term limit of the individual who is Immediate Past President shall have expired, the Board of Directors shall have the authority to retain this individual on the Board, in the position of Immediate Past President, until such a time as another individual holds said office.

Section 3.5 Presidential Succession: In cases of temporary absence, the succession shall be Vice President, Treasurer, and then Secretary. In the event that the elected President is unable to fulfill his/her term, the Vice President shall become President. Any individual Board member shall be a candidate for President at the end of the term.

ARTICLE IV ***Meetings of the Board of Directors***

Section 4.1. Regular and Annual Meeting: The Board shall meet at least four (4) times per year, one of which shall be the annual meeting, held in February of each year. Notice shall be given to each Director at least fifteen (15) days prior to the date of every regular meeting of the Board. Stipulation of the annual Board calendar shall fulfill the requirement for notice.

Section 4.2. Special Meetings: Special meetings of the Board of Directors may be called by the President or by a majority of the Board filing a written request for such a meeting with the President and stating the object, date, and hour therefore. Due notice of special meetings shall be given seven (7) days prior to such a meeting.

Section 4.3. Quorum: Two-thirds of the Directors then in office shall constitute a quorum for the transaction of business at any regular or special meeting of the Board of Directors, except where otherwise required by these Bylaws. Voting is by majority unless otherwise specified in these Bylaws.

Section 4.4 Meeting Format: The Board shall select its own meeting format in any method allowed by the laws of the state of Arizona. Any such meeting, whether regular or special, complying with Sections 4.1 or 4.2 shall constitute a meeting of the Board of Directors and shall subscribe to the policies, procedures, and rules adopted by the Board.

Section 4.5. Meeting Notice: Notice of all regular and special meetings of the Board, an agenda of all items to be discussed at such meetings, and agenda support materials shall be circulated to all Directors prior to the meeting. Any Director may waive notice of any meeting. The attendance of a Director at any meeting also shall constitute a waiver of notice of such meeting, except where a Director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened.

Section 4.6. Action: Any action required by the Board of Directors may be taken without a meeting, if all Directors receive notice of said proposed action in writing or by electronic transmission, and a majority of Directors consent thereto in writing or by electronic transmission. Response to the information shall constitute a waiver of notice requirements. The writing(s) or electronic transmission(s) shall be filed with the minutes of proceedings of the Board and maintained in the official files. The quorum requirement for any such action shall be as stated in Section 4.3.

Section 4.7. Proxy and Alternates: Voting by Directors by proxies shall not be permitted. An absentee Board member may not designate an alternate to represent him or her at a Board meeting.

ARTICLE V

Staff

The Board of Directors shall have the discretion to appoint a chief staff person, who shall be responsible for carrying out the work of the AZ Center for Animal Rescue and Education-AZ CARE Organization in accordance with the policies established from time to time by the Board of Directors.

ARTICLE VI

Committees

Section 6.1. Establishment and Operation of Committees: The Board of Directors shall establish such committees and task forces when needed to assist with governance, without compromising the Board's authority and in keeping with the policies established by the Board.

ARTICLE VII

Fiscal Year

The fiscal year of the organization shall begin on January 1st and terminate on December 31st.

ARTICLE VIII

Rules of Order

The rules of order in the current edition of Robert's Rules of Order shall govern the conduct of all meetings of the AZ Center for Animal Rescue and Education-AZ CARE Organization except where they

may be in conflict with the Articles of Incorporation, these Bylaws, or other policies adopted by the Board of Directors.

ARTICLE X
Indemnification

The AZ Center for Animal Rescue and Education-AZ CARE Organization shall indemnify its Directors, Officers, employees, and volunteers to the fullest extent permitted by the law of the state of Arizona.

ARTICLE XI
Amendments

These Bylaws may be amended at a regular meeting by a two-thirds vote of all Directors then in office, provided that notice of the proposed amendment, together with a copy thereof, shall be distributed to each Director at least fifteen (15) days prior to the meeting at which the amendment is to be considered.

ARTICLE XII
Dissolution

In the event of the dissolution of the AZ Center for Animal Rescue and Education-AZ CARE Organization, and after the payment of all debt and return of charitable contributions as appropriate, all assets shall be distributed to an IRS 501c organization, selected by the Board of Directors, and reflective of the AZ Center for Animal Rescue and Education-AZ CARE Organization's mission.