

# Bylaws of Pals of Paws Brigade

## Table of Contents

Article I	PURPOSE
Section 1	Name
Section 2	Purpose
Article II	MEMBERS
Article III	BOARD OF DIRECTORS
Section 1	Duties of the Board
Section 2	Compensation
Section 3	Number of Directors
Section 4	Term of Directors
Section 5	Filling Vacancies
Section 6	Resignation of Directors
Section 7	Removal
Section 8	Regular Meetings
Section 9	Special Meetings
Section 10	Waiver of Notice
Section 11	Quorum
Section 12	Meeting by Telephone conference or Other means
Section 13	Action Without Meeting
Section 14	Presumption of Assent
Article IV	OFFICERS
Section 1	Officers
Section 2	Election and Terms
Section 3	Removal
Section 4	Vacancies
Section 5	President
Section 6	Vice-President
Section 7	Secretary
Section 8	Treasurer
Section 9	Compensation
Article V	COMMITTEES
Section 1	Establishment
Section 2	Board Committees
Section 3	Non-Board Committees
Section 4	Committee Members
Section 5	Chair
Section 6	Committee Procedures
Section 7	Limitation on Powers
Article VI	MISCELLANEOUS PROVISIONS
Section 1	Fiscal Year
Section 2	Corporate Records
Section 3	Environmentally Sound Practices
Section 4	Cruelty Free Practices

Table of Contents (Cont.)

Article VII	CORPORATE INDEMNITY
Section 1	Allowable Indemnification
Section 2	Prohibited Indemnification
Article VIII	AMENDMENTS
Section 1	Articles of Incorporation
Section 2	Bylaws

## **Article I: Purpose**

### **Section 1. Name.**

The name of the corporation is Pals of Paws Brigade.

### **Section 2. Purpose**

Pals of Paws Brigade shall be organized and operated exclusively for charitable and educational purposes. Subject to the limitations stated in the Articles of Incorporation, the purposes of this corporation shall be to engage in any lawful activities, none of which are for profit, for which a corporation may be organized under Chapter 65 of the Oregon Revised Statutes (or its corresponding future provisions) and §501 (c) (3) of the Internal Revenue Code of 1954 (or its corresponding future provisions).

This Corporation's primary purpose shall be to provide support to animal welfare organizations, cultivate community, offer educational opportunities, and provide a forum for the development and exchange of ideas for Animal Welfare Groups.

## **Article II: Members**

### **Section 1. Members.**

This corporation shall have no members.

## **Article III: Board of Directors**

### **Section 1 Duties of Board.**

All corporate powers of the Pals of Paws Brigade shall be exercised by or under the authority of the Board of Directors ("the Board"). The business and affairs of Pals of Paws Brigade shall be managed under the direction of the Board.

Directors shall discharge their duties in good faith, with due care, and in the best interests of Pals of Paws.

- (1) Directors shall prepare for and regularly attend meetings, ask questions when a problem exists, use informed judgment and common sense.
- (2) Unless a director has knowledge that makes such reliance unwarranted, a director may rely on information, opinions, reports or statements, if prepared or presented by an officer or employee whom the director reasonably believes is reliable and competent in the matter(s) presented; (b) lawyers, accountants or other persons as to matters the director reasonably believes are within the person's professional or expert competence; or (c) a committee of the board of which the director is not a member, as to matters within its jurisdiction, if the director reasonably believes the committee merits confidence. (However, the creation of, delegation of authority to, or action by a committee does not alone constitute compliance by a director with this standard of conduct.)
- (3) Directors shall not engage in or benefit from a business opportunity that is available to and suitable for Pals of Paws Brigade, unless Pals of Paws Brigade decides not to engage in the business opportunity and conflict of interest procedures are followed.
- (4) Loans to Directors Prohibited. Pals of Paws Brigade shall not make a loan to or guarantee an obligation of, or for the benefit of, any director or officer of Pals of Paws Brigade, except as specifically allowed by law.

(5) Conflicts of Interest.

- A. A conflict of interest transaction is a transaction with Pals of Paws Brigade in which a director of the corporation has either a direct interest (such as a financial interest) or an indirect interest. A director has an indirect interest if either (1) another entity in which the director has a material interest or in which the director is a general partner is a party to the transaction, or (2) another entity of which the director is a director, officer or trustee is a party to the transaction and the transaction is or should be considered by the Board of Pals of Paws Brigade.
- B. A transaction in which a director has a conflict of interest may either (1) be authorized and approved before then transaction occurs, or (2) be authorized, approved and ratified after the transaction occurs by the Board of Directors if the material facts of the transaction and the director's interest are disclosed or known to the Board, and the transaction is in the best interest of Pals of Paws Brigade. The transaction must be approved by a majority vote of the directors on the Board who have no direct or indirect interest in the transaction, even if less than a quorum. A transaction involving a conflict of interest may not be authorized, approved, or ratified by only one director. The director who has a conflict should disclose the conflict, and abstain from participating in the discussion and vote. However, the presence of, or a vote cast by, a director with a conflict of interest does not affect the validity of the vote.
- C. The board may adopt additional conflict of interest policies not inconsistent with these bylaws.

**Section 2. Compensation.**

The officers and directors shall serve without compensation, but may either be reimbursed for actual expenses related to service on the Board or receive a stipend that is paid only to compensate the director or officer for average expenses incurred during the course of a year.

**Section 3. Number of Directors.**

The number of directors of Pals of Paws Brigade shall be at least 4 but not more than 15. Within this range, the initial number of directors shall be 4, and the number of directors shall otherwise be fixed from time to time by resolution of the Board.

**Section 4. Term of Directors.**

Directors shall be elected annually by the Board. Except for the election of one-half of the initial directors for a one year period in order to create staggered terms, directors shall be elected for a term of two years beginning January first and ending December thirty-first of the following year, or until their successors have been duly elected or the number of directors is decreased. The Board shall make provisions to stagger the terms of directors so that, as close as possible, each year the terms of one-half of the directors shall expire. No reduction in the number of directors shall shorten the term of any incumbent director. Directors may serve successive terms.

**Section 5. Vacancies.**

Any vacancy on the Board, including a vacancy resulting from an increase in the number of directors, may be filled by the Board. If the directors remaining in office constitute fewer than a quorum, they may fill the vacancy by the affirmative vote of a majority of all the directors remaining in office. A vacancy that will occur at a specified later date, by reason of a resignation or otherwise, may be filled before the vacancy occurs, but the new director may not take office until the vacancy occurs.

**Section 6. Resignation.**

Any director may resign by delivering written notice to the Board, the President or the Secretary. Unless the notice specifies a later effective date, a resignation notice shall be effective upon the earlier of (a) receipt, (b) five days after its postmark, if mailed by United States mail correctly addressed and with first class postage affixed, or (c) on the date shown on the return receipt, if sent by registered or certified mail,

return receipt requested, and the receipt is signed by or on behalf of addressee. Once delivered, a resignation notice is irrevocable unless revocation is permitted by the Board.

### **Section 7. Removal.**

Any director may be removed, with or without cause, by a vote of two-thirds of the directors then in office.

### **Section 8. Regular Meetings.**

The Board shall by resolution fix a time and place for regular meetings of the Board, to be held without notice other than the resolution. The Board may provide by resolution the time and place for the holding of additional regular meetings, without notice other than the resolution.

### **Section 9. Special Meetings.**

Special meetings are all meetings of the Board other than regular meetings.

Special meetings of the Board may be called by or at the request of the President or by or at the request of 40% of the directors then in office.

The person or persons calling the special meeting of the Board may fix any place in or out of Oregon as the place for holding any special meeting of the Board called by them. A special meeting of the Board must be preceded by at least two days' notice to each director of the date, time and place of a special meeting by the person(s) calling the meeting. Notice may be oral or written including electronic transmissions. Notice shall be sufficient if actually received by or on behalf of the director at least two days prior to the day of the meeting, or if mailed, with no postage due, by first class mail to the director at the director's business or home address as recorded in the records of the Corporation at least five days before the meeting. Notice of any special meeting shall describe the purposes of the meeting. Additional business not described within the notice may be conducted with the consent of all the directors present at the meeting.

### **Section 10. Waiver of Notice.**

A director may at any time waive any notice required by law, these Bylaws or the Articles of Incorporation. Except as set forth in the next sentence, the waiver must be in writing, be signed by the director entitled to the notice, specify the meeting for which notice is waived and be filed with the minutes or corporate records. A director's attendance at or participation in a meeting waives any required notice to the director of the meeting, unless the director at the beginning of the meeting, or promptly upon the director's arrival, objects to holding the meeting or transacting business at the meeting and does not thereafter vote for or assent to any action taken at the meeting.

### **Section 11. Quorum.**

A quorum at a board meeting shall be a majority of the number of Directors prescribed by the Board, which shall not be fewer than one-third of the majority of the fixed number of directors, or if no number is prescribed, a majority of the number in office immediately before the meeting begins. If a quorum is present, action is taken by a majority vote of the directors present, except as otherwise provided by these Bylaws. Where the law requires a majority vote of the directors in office to establish committees to exercise Board functions, to amend the Articles of Incorporation, to sell assets not in the regular course of business, to merge, to dissolve, or for other matters, such action is taken by that majority as required by law.

### **Section 12. Meeting by Telephone Conference or Other Means.**

The Board may hold a meeting by telephone conference or by any similar means by which all persons participating in the meeting can simultaneously communicate with each other. A director participating by such means is deemed to be present in person at the meeting.

### **Section 13. Action Without Meeting.**

Any action that is required or permitted to be taken at a meeting of the Board may be taken without a meeting if one or more written consents describing the action taken are signed by a majority of the directors entitled to vote on the matter and included in the minutes or filed with the corporate records reflecting the action taken. The action shall be effective when the last director signs the consent, unless the consent specifies an earlier or later effective date. Consent by email or other electronic means, receipt of which has been confirmed by the recipient, shall be considered signed.

### **Section 15. Presumption of Assent.**

A director who is present at a meeting of the Board or a committee of the Board shall be deemed to have assented to the action taken at the meeting unless (a) the director's dissent or abstention from the action is entered in the minutes of the meeting, (b) the director delivers a written notice of dissent or abstention to the action to the presiding officer of the meeting before any adjournment or to Pals of Paws Brigade immediately after the adjournment of the meeting or (c) the director objects at the beginning of the meeting or promptly upon the director's arrival to the holding of the meeting or transacting business at the meeting and does not vote for or assent to any action taken at the meeting. The right to dissent or abstain is not available to a director who voted in favor of the action.

## **Article IV: Officers**

### **Section 1. Officers.**

The officers of this Corporation shall be the President, Vice President, Secretary, and Treasurer. The officers of the Corporation shall each have such powers and duties as are set forth herein and as generally pertain to their respective offices and in addition shall have such powers and duties as may be conferred upon them or prescribed from time to time by the directors.

### **Section 2. Election and Terms.**

The Board of Directors shall elect the President, Vice President, Secretary, and the Treasurer to serve. The initial terms of the President and Secretary shall be two years, while the initial terms of the Vice President and Treasurer shall be one year. All terms thereafter shall be two years. An officer may be reelected without limitation on the number of terms the officer may serve.

### **Section 3. Removal.**

The Board of Directors may remove any officer, for cause or without cause, at any time but such removal shall require the affirmative vote of a majority of the entire Board.

### **Section 4. Vacancy.**

A vacancy of the Office of President or Secretary shall be filled as expeditiously as practical but no later than 60 days following vacancy.

### **Section 5. President.**

The President shall be the chief officer of the corporation and shall preside at all meetings of the Corporation. The President is authorized to sign all official documents of the Corporation, except in cases where the signing and execution thereof is expressly delegated to some other officer or agent by the Board of Directors, by these bylaws, or by statute. The President shall also perform other duties as may be assigned to him or her by the Board of Directors. The President shall submit a written or oral annual report covering the work and accomplishments of the Corporation and including recommendations if any.

## **Section 6. Vice President.**

In the absence of the President or in the event of the President's inability to act, the Vice-President shall perform the duties of the President. The Vice-President, when acting as President, shall have all the powers of and be subject to all the restrictions upon the President. She or he shall also perform other duties assigned to him or her by the Board of Directors. More than one Vice-President position may be created and duties clarified, through the amendment of this section of these bylaws.

## **Section 7. Secretary.**

The Secretary shall perform or oversee the performance of the following duties: a) Keep the minutes of the meetings of the Board of Directors in one or more books provided for that purpose; b) See that all notices are duly given in accordance with the provisions of these bylaws or as required by law; c) Be custodian of the corporate records; d) Ensure that all the state and federal reports are prepared and filed in a timely fashion; and e) Perform all duties incident to the office of secretary and such other duties as from time to time may be assigned by the President or by the Board of Directors.

## **Section 8. Treasurer.**

The Treasurer shall perform or oversee the performance of the following duties: a) Have charge of, and custody of, and be responsible for all funds and securities of the Corporation; b) Receive and give receipts for money due and payable to the Corporation; c) Deposit all such money in the name of the Corporation in such banks or other depositories as shall be selected in accordance with these bylaws; d) Oversee or conduct all financial transactions of the Corporation; e) Prepare or assist in the preparation of required state and federal reports with regards to income and disbursements and activities of the Corporation; f) Perform all the duties incident to the office of treasurer and such other duties as may be assigned by the President or the Board of Directors from time to time. The President and Treasurer must both authorize the set up of all bank accounts.

## **Section 9. Compensation**

The officers shall serve as Directors without compensation, but may be reimbursed for actual expenses related to service as an officer.

# **Article V: Committees**

## **Section 1. Establishment.**

The Board may establish any committee, including standing committees or temporary committees by a resolution of the Board. Such resolutions shall name the committee and the purpose of the committee, shall state whether it is a "Board" committee or a "Non-Board" committee, shall state what powers, authority and duties have been delegated to the committee, how the chair of the committee is appointed, how the members of the committee shall be appointed, and what procedures, if any, the committee shall use in carrying out its work.

The Board of Directors shall always have the power to amend, alter or repeal the decisions of its committees, subject to limitations on the unilateral amending of contracts, interference with third party rights, and other legal limitations.

## **Section 2. Board Committees.**

The Board may establish "Board" committees to which are delegated part or all of the power of the whole Board to authorize expenditures, adopt budgets, set policy, establish programs or to make other decisions for the corporation. Such committees shall be established by resolution by a majority vote of all directors then in office. Board Committees shall consist of two or more Directors, and shall not have any members who are not Directors.

**Executive Committee:** The Board may elect an Executive Committee. The Executive Committee shall have the power to make decisions between Board meetings including financial and budgetary decisions. The Executive Committee shall comply with the provisions of the Bylaws concerning the full Board so far as those are reasonably applicable to the Executive Committee. All Executive Committee decisions shall be recorded in official minutes, which shall be submitted to the full Board. Any director may be a member of the Executive Committee.

### **Section 3. Non-Board Committees.**

The Board may establish "Non-Board" committees, including Working Committees or Advisory Committees, which do not have the power to authorize expenditures, adopt budgets, set policy, establish programs or to make decisions for the corporation. Such committees shall be established by resolution, by a majority vote of the directors present at a properly called meeting. Any person may be a member of such a committee, whether or not that person is a member of the Board of Directors.

### **Section 4. Committee Members.**

The Board shall appoint the members of every Board Committee and of any advisory committees. The term of office of a member of a committee shall continue until his or her successor is appointed unless the committee is terminated, the member resigns or is removed from the committee, or the member ceases to qualify as a member of the committee.

### **Section 5. Chair.**

One member of each committee shall be selected or appointed chair by the Board, or if the Board wishes, it may delegate that power to the president or to members of the committee.

### **Section 6. Committee Procedures.**

Unless otherwise specified, Board Committee meetings shall operate with the same quorum and voting requirements as the full Board, and so far as possible shall operate according to the procedures of the Board as stated in these Bylaws. If any formal decision or resolutions are voted on at its committee meeting, then the votes and the resolutions so adopted shall be recorded in the form of corporate minutes and shall be recorded and filed with the secretary. Committee meetings will follow the same notice requirements as Board meetings (Article III, Sections 8,9,10).

### **Section 7. Limitation on Powers.**

No committee may a) Amend, alter or repeal the Articles ,the Bylaws or any resolution of the Board of Directors. b) Elect, appoint or remove any Officer, member of the Board of Directors, or member of a Board committee; c) Authorize the sale, lease, exchange or mortgage of all or substantially all of the property and assets of the corporation; d) Authorize the dissolution of the corporation or revoke proceedings therefore; or e) authorize the payment of a dividend or any part of the income or profit of the corporation to its Directors or officers.

## **Article VI: Miscellaneous Provisions**

### **Section 1. Fiscal Year.**

The fiscal year of the Corporation shall be the calendar year.

### **Section 2. Corporate Records.**

The Corporation shall make and keep up-to-date sets of complete books and records of the minutes of all meetings of the Board and authorized committees.

### **Section 3. Environmentally Sound Practices.**

It shall be the policy of the Corporation to use environmentally sound practices and products whenever such options are possible and practical. The Corporation shall reuse and recycle its materials and purchase supplies made from recycled materials, whenever possible and practical.

### **Section 4. Cruelty Free Practices.**

It shall be the policy of the Corporation to purchase supplies and products that are cruelty free whenever possible and practical.

## Article VI: Corporate Indemnity.

### Section 1 Allowable Indemnification.

The Corporation may indemnify up to the fullest extent allowed by Oregon law, any person who is made, or threatened to be made, a party to an action, suit or proceeding, whether civil, criminal, administrative, investigative or other (including an action, suit or proceeding by or in the right of the Corporation), by reason of the fact that the person is or was a Director or officer of the Corporation.

Prior to authorizing any indemnification under this Article, the Board must determine (a) that the conduct of the Director being indemnified was in good faith, (b) that the Director reasonably believed that the Director's conduct was in, or at least not opposed to, the best interest of the Corporation, and (c) in the case of any criminal proceeding, the Director had no reasonable cause to believe the conduct of the Director was unlawful. Indemnification under this Article VI is limited to reasonable expenses incurred in connection with the proceeding.

### Section 2 Prohibited Indemnification.

The Corporation shall not indemnify a director in connection with (a) a proceeding by or in the right of the Corporation in which the director was adjudged liable to the Corporation, or (b) any other proceeding charging improper personal benefit to the director in which the director was adjudged liable on the basis that personal benefit was improperly received by the director.

## Article VII: Amendment.

### Section 1. Articles of Incorporation.

The Board of Directors shall have power to amend the Articles of Incorporation by a majority of the Directors then in office, except for changes relating to the number of Directors, the composition of the Board, the term of office of Directors, the way in which Directors are elected or appointed, or as otherwise limited by law, the Articles, or bylaws. Other amendments must be made by two thirds of the voting members. Proper written notice must be given in advance including either a copy of the proposed amendments or a summary of those amendments to be voted on.

### Section 2. Bylaws.

These bylaws may be amended or repealed and new bylaws adopted, by the Board of Directors by a majority vote of Directors present, if a quorum is present. Prior to the adoption of the amendment, each Director shall be given at least two days notice of the date, time, and place of the meeting at which the proposed amendment is to be considered, and the notice shall state that one of the purposes of the meeting is to consider a proposed amendment to the bylaws and shall contain a copy of the proposed amendment. Notice may be oral or written including electronic transmissions. Notice shall be sufficient if actually received by or on behalf of the director at least two days prior to the day of the meeting, or if mailed, with no postage due, by first class mail to the director at the director's business or home address as recorded in the records of the Corporation at least five days before the meeting.

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