

BYLAWS

Kirksville – Protect Our Pets (KV-POP), Incorporated

ARTICLE I - NAME

The name of this organization shall be Kirksville – Protect Our Pets, Incorporated, a non-profit, publicly supported organization registered with the Internal Revenue Service under chapter 501(c)(3) of the Internal Revenue Code.

ARTICLE II – PURPOSE, MISSION, AND OBJECTIVES

This corporation is organized exclusively for charitable and educational purposes, and for the prevention of cruelty to animals, within the meaning of Section 501(c)(3) of the Internal Revenue Code.

The mission of this organization is to control pet overpopulation in Kirksville, Missouri, and in the rural area within 30 miles of its city center (or outside of the 30 mile radius if a compelling need is determined by the Board of Directors); to reduce the number of dogs and cats who are neglected, surrendered, or abandoned within this area.

The objectives of this organization are to promote:

1. the spay/neuter of dogs and cats to prevent unwanted litters
2. proper care and training of pets so that they are more healthy and well-behaved
3. the use of city licenses, tags, and microchips to help lost pets be returned home and reunited with their owners
4. adoption (forever homes) from licensed animal welfare organizations in the area so that fewer companion animals are homeless
5. other strategies that have been identified as having the potential to help us achieve our mission by researchers in the field of applied animal welfare, the HSUS, the ASPCA, or other animal welfare organizations.

While our primary means of promotion will be community outreach and education, the organization will provide financial assistance to people who are otherwise unable to afford the achievement of these objectives, as funds are available. The order of these objectives reflects their relative priority at the time of the founding of this organization.

ARTICLE III - ASSETS

The assets of this organization shall be permanently and solely dedicated to the purpose as set forth in Article II of these By-Laws.

ARTICLE IV - SEAL

The Board of Directors shall prescribe the design for a corporate seal (logo).

The seal/logo will be used on all official correspondence, and may be reproduced or copied onto items other than correspondence, such as shirts, banners, signs, etc. for fund-raising and to promote community awareness of the organization and its mission.

ARTICLE V - MEMBERSHIP

Section 1. General

Any person or organization interested in the purposes and objectives for which this organization was formed, and expressing a desire to support this organization's program, may become a member of the organization upon payment of dues.

Section 2. Types of Membership

Membership shall be of seven (7) types:

Regular Member (persons 18 years of age and over)

Family Membership (1 vote)

Student Membership

Young Pet Lover (persons under 18 years of age; college or other students; non-voting)

Client Membership (included in services rendered)

Senior Member (persons 65 years of age or over)

Corporate Sponsor/Business Member (any agency or business entity who pays the appropriate membership fee) Each business member shall have one (1) vote, regardless of the number of employees or partners affiliated with the business or agency.

Section 3. Membership Dues

Dues for membership shall be set by a simple majority of the Board of Directors.

Annual dues of all members are due and payable on September first (1st) of each year, regardless of date of initial membership. If dues are not paid within thirty-one (31) days of the due date, the membership shall be considered terminated. Anyone joining June, July, August will be granted a full year membership.

Section 4. Privileges of Membership

- a) Any person or organization whose membership dues have not been paid prior to the date of the Annual Membership Meeting (Article V, Section 1) shall not on that date be recognized as a member in good standing and shall not, therefore, be entitled to the privileges thereof.
- b) The privilege of voting is otherwise granted immediately effective upon payment of dues. Regular and Senior Members shall be entitled to one (1) vote on each matter which is the subject of a vote. Junior Members are not entitled to a vote. Each Business Member shall have one (1) vote, regardless of the number of employees or partners affiliated with the business or agency. No proxies will be honored.
- c) The privilege of the floor shall be extended to any members (including Associate Members) at meetings of this organization.
- d) Members in good standing according to the current membership list shall receive periodic newsletters, annual budget information, notice of scheduled board meetings, and dues notification.
- e) Membership lists will never be shared with any third party for the financial gain of this organization; this includes names, street addresses, phone numbers, and email addresses.

Section 5. Expulsion

The Board of Directors may expel any member from the organization for cause upon a simple majority vote. Cause may be defined as a felony conviction, participation in blood sports or commercial dog racing, cruelty to an animal, or other activities counter to the purpose and objectives of the organization.

No vote for expulsion shall be taken unless fifteen days written notice by certified mail shall have been provided to the accused member by the organization secretary, informing the member of the charges (including copies of all supporting documents), the time, date and place of the meeting, and of the member's right to be present and be heard.

Charges may be preferred against a member by any other member in good standing. Such charges must be in writing, specific, and shall be investigated by the Board of Directors who shall determine if there is sufficient cause or merit to forward the charges to a full hearing.

An expelled member may be reinstated to the organization by a simple majority vote of the Board of Directors upon removal of cause.

ARTICLE VI - MEETINGS OF THE ORGANIZATION

Section 1. Annual Meetings

The Annual Meeting of this organization for elections and the transaction of business shall be held in September at such time and place as may be designated by the Board of Directors. Notice of the meeting shall be given in writing (by either email or regular mail, according to each member's preference) to all members in good standing of the date, time and location (with a complete address) at least fifteen (15) days in advance of the Annual Meeting.

Section 2. Special Meetings

The President may call a Special Meeting at any time, or in advance of a big initiative such as a spay/neuter campaign, an adoption event, training session, or other outreach opportunity.

A Special Meeting of the organization must be called by the President when requested to do so by a majority of the Board of Directors, or five percent of the membership or five members, whichever is less. All requests to call a Special Meeting shall be in writing, stating the purpose of the meeting. The Secretary shall give notice of the date, time, and location (with directions) of every Special Meeting, in writing, stating its objectives. The notification shall be sent to all members in good standing at least ten (10) days prior to the meeting. Only the stated business will be conducted.

Section 3. Quorum

A majority of the members in attendance shall constitute a quorum for the transaction of business at any Annual or Special Meeting, of this organization; any number shall have the power to adjourn to a specified later date.

At any meeting of the Board of Directors a quorum shall consist of not less than two Directors.

Section 4. Board of Directors Meetings

The Board of Directors shall meet at least quarterly, at the call of the President or as directed by a majority of the Board. The date, time and location shall be set by a majority of the Directors at least fifteen (15) days in advance of the meeting and the Secretary shall give notice of the meeting at least ten (10) days in advance unless all directors were present at the meeting scheduling the next called meeting.

Members wishing to address the Board must petition the Board in advance of the meeting to have items placed on the agenda.

Minutes from Board meetings will be available to the membership through the KV-POP Website.

Section 5. Rules of Conduct

Robert's Rules of Order, as Revised, shall govern all meetings of this organization.

The President may appoint a Parliamentarian to advise him or her on the proper conduct at any particular meeting or for a finite term.

Section 6. Voting

Members must be present at a meeting to vote. Each member (except Associate) has one vote (see Article 5, Section 2). No absentee or proxy voting is authorized.

ARTICLE VII - BOARD OF DIRECTORS

Section 1. Composition

The Board of Directors shall consist of five (5) persons. These five will assume the duties of officers of the organization; one director may simultaneously hold more than one office. Each director shall have an equal vote in the management of this organization.

Section 2. Qualifications

Each board member shall have been an annual member in good standing for at least ninety (90) days prior to the Annual or Special Meeting at which elected and shall remain so for the term elected. (Note: All membership requirements listed throughout this document shall be waived at the first Annual Meeting of the organization.)

Section 3. Manner of Election

Directors shall be elected by a plurality of the votes cast by ballot at the Annual Meeting.

Section 4. Term of Office

Members of the Board of Directors will serve staggered terms of two years each. At the organization's founding two positions shall be considered one year terms; they shall become two year terms the following year and every year thereafter.

Section 5. Authority and Responsibility

The board shall have control of and be responsible for the management of the fiscal affairs and property of this organization. They generally shall have full power to do, or require to be done, everything deemed necessary or expedient for the promotion of the organization's welfare. Any two board members shall have the authority to co-sign documents as may be required in the sale of securities or other assets belonging to the organization, or in connection with the settlement of

estates or trusts in which the organization has an interest on the authority of a majority of the Board of Directors.

One director will serve in an advisory role on each of the standing committees of the organization.

Section 6. Meeting Attendance

Members of the Board of Directors shall attend at least half (1/2) of the scheduled board meetings plus the Annual Meeting in a calendar year. Participation via a conference call, video conferencing, or online chat shall satisfy this requirement.

If a director is absent from more than half of the total yearly directors' meetings and/or the Annual Meeting, that seat shall be declared vacant. Absences excused in advance for extenuating circumstances may be granted by a majority of the Board.

Section 7. Removal for Cause

Directors shall be removed for non-attendance as set forth above or for failure to fulfill any of the requirements of office.

Section 8. Vacancies

Vacancies on the Board of Directors due to death, resignation or removal shall be filled at the next Annual Meeting or a Special Meeting called by the President.

ARTICLE VIII - OFFICERS

Section 1. General

The officers of this organization shall be appointed by the Board of Directors following the Annual Meeting.

Officers shall perform those duties designated in Section 6 below.

The officers shall be responsible for the day to day management of the organization. All officers shall be authorized to sign checks for the organization. Two officer signatures are required on all bank checks and all legal documents.

There are no term limits for officers of this organization.

Section 2. Removal for Cause

On a simple vote of the Board of Directors, any officer may be removed from office for failure to perform the duties of the office. The members may override the Board on this decision at either

the Annual Meeting or at a Special Meeting called for this specific purpose. (See Article VI, Section 4 for the requirements of a quorum.)

Section 3. Term of Office

The term of office for all officers shall be for one year and run from October 1 through September 30 succeeding the Annual Meeting at which they were elected.

Section 4. Vacancies

Vacancies of officers due to death, resignation, or removal shall be filled at the next Annual Meeting or Special Meeting called for that purpose.

Section 5. Duties and Qualifications

A. President

The President shall have been an annual member in good standing for at least one year prior to being elected.

The President shall preside over all meetings of the organization, including both meetings of the Board of Directors as well as Annual and Special Meetings of the membership. The President shall deliver a state of the organization message to the members at each Annual Meeting. The President is the spokesperson for the organization to elected officials, government entities, and the general public.

B. Vice-President

The Vice-President shall have been an annual member in good standing for at least six (6) months prior to being elected.

The Vice President shall in the absence of the President or in his/her inability or refusal to act, perform the duties of the President and act in the President's stead. The Vice President shall assist the President in the planning and execution of all activities of the organization and shall perform such other duties as the board of directors may assign. The Vice President shall, in the absence or disability of the Secretary, perform the duties of Secretary.

C. Secretary

The Secretary shall have been an annual member in good standing for at least six (6) months prior to being elected. He/She shall give due notice of the time and place of all meetings, record and preserve the proceedings of the organization, the Board of Directors, and the Executive Committee meetings, and perform such other duties as usually are expected of such officer. The Secretary shall have custody of the bylaws, records, and general archives of the organization,

except as they may be expressly placed in charge of others by order of the Board. The Secretary shall, in the absence or disability of the Treasurer, perform the duties of Treasurer.

D. Treasurer

The Treasurer shall have been an annual member in good standing for at least six (6) months prior to being elected. He/She shall have charge and custody of the financial records of the organization, receive funds and deposit them in a bank designated by the Board of Directors. He/She shall disburse all monies, securities, and funds in accordance with an annual budget approved by the Board of Directors or as directed by the Board of Directors.

He/She shall submit a monthly financial report to the Board of Directors. Additionally, he/she shall submit to the general membership an annual report of activity (audited by a third party reviewer selected by the board) of the income and expenditures of the organization for the preceding year, and of the current liabilities and assets as of June 30 of that year.

ARTICLE IX - COMMITTEES

Section 1. General

The membership and/or Board of Directors shall establish committees as it deems necessary to further the objectives of this organization and to conduct business in an orderly manner. These committees may be permanent (standing) or temporary.

Section 2. Standing Committees

There shall be three (3) standing committees: Public Relations, Humane Education, and Fundraising.

A. The Public Relations Committee is responsible for promoting and advertising the ongoing activities of the organization. Members of this committee will develop relationships with directors of programs for low-income people in our area, local veterinarians, other local business people and organizations, as well as the local media.

B. The Humane Education Committee is responsible for developing materials for our humane education outreach, as well as for coordinating events.

C. The Fundraising Committee is responsible for planning and carrying out our fundraising events/initiatives on behalf of the Organization.

Section 3. Other Committees

Other special committees may be formed or appointed as deemed necessary by the general membership for the purpose of planning or conducting special events, or for fact finding or researching. When a special committee is appointed, a committee chairperson shall also be

appointed. The committee chairperson is responsible to keep the President and membership apprised of the progress and actions of the committee, and is responsible for controlling and reporting all money expenditures relating to the committee's purpose.

ARTICLE X – FISCAL YEAR

The fiscal year of the organization shall commence July 1st of each year.

ARTICLE XI - AMENDMENT OF THESE BYLAWS

Section 1. General

These bylaws may be amended at any Annual Meeting of the organization by a majority vote of the members present. Specific changes to the bylaws may be recommended by any voting member and must be published, word for word, in the announcement of the Annual Meeting sent to every member of this organization. The name of the member recommending the change shall be a part of the announcement. Proposed bylaw changes must be received by the Secretary at least ninety (90) days prior to the Annual Meeting.

Section 2. Availability

The amended bylaws shall be made available in printed form to any member upon their request and at their expense, within thirty days of any change.

Section 3. Corporate File

Copies of all allowed amendments shall immediately be forwarded to the U.S. Internal Revenue Service for inclusion in the permanent file of this organization.

ARTICLE XII - DISSOLUTION

Section 1. General

Dissolution may be recommended by a simple majority of the Board of Directors or a simple majority of the membership. A Special Meeting shall be called for that purpose and simple majority vote of the membership present at the meeting is required to dissolve.

Section 2. Disposal of Assets

Upon the dissolution of the corporation, the Board of Directors shall, after paying or making provisions for the payment of all of the liabilities of the corporation, dispose of all the assets of the corporation exclusively for the purposes of the corporation in such manner, or the such organization or organizations organized and the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Code of 1954 (or the

corresponding provision of any future United States Internal Revenue Law), as the Board of Directors shall determine.

Any such assets not so disposed of shall be disposed of by the Circuit Court of the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.