

## **Bylaws of Heart of America Newfoundland Rescue, Inc.**

### **Article I –Objectives**

The Heart of America Newfoundland Rescue, Inc. ("Corporation") is a not for profit corporation, which will be operated exclusively for charitable, educational, and scientific purposes under section 501 (c)(3) of the Internal Revenue Code. The objects and purposes to be transacted and carried on by the Corporation are:

1. Rescuing Newfoundland dogs from life threatening situations at animal shelters and elsewhere.
2. Finding Newfoundland dogs permanent loving homes with qualified owners.
3. Assisting owners of Newfoundland dogs who can no longer keep them to find them new homes.
4. Working cooperatively with animal shelters and other rescue groups in the community towards our common goals of saving dogs' lives and reducing pet overpopulation.
5. Educating the public about the advantages of adopting dogs from shelters and rescue organizations, and about the need for spaying and neutering dogs.
6. Educating owners and prospective owners of Newfoundland dogs about their proper care and training, and about other aspects of the breed.

### **Article II – Membership and Voting**

The membership of the corporation shall consist of the members of the Heart of America Newfoundland Club. Each member of the Heart of America Newfoundland Club who is entitled to vote at a meeting of the Heart of America Newfoundland Club will be entitled to vote at any meeting of the Corporation at which he or she is present. Proxy voting will not be permitted at any club meeting or election. The membership of any member of the Corporation will immediately terminate upon the termination of that person's membership in the Heart of America Newfoundland Club.

### **Article III – Directors**

The Board of Directors will be comprised of three persons. All terms of office will be two years and directors will serve until their successors are elected. In order to create staggered terms for the directors, at the initial meeting of the Board of Directors, the Board shall select one director to serve an initial term of office of one year.

Meetings of the Board may be called by the President. Notice of any meetings shall be given to the Board members at least three days prior to such meetings. Meetings may be conducted in person, by telephone, postal mail, electronic mail, instant messaging, video-conferencing, or such other method as designated by the President. The quorum for any meeting of the Board shall be a majority of the members of the Board.

Special meetings of the Board may also be called by a majority of the other members of the

Board. Notice of any special meeting shall be given to the Board members at least five days prior to such meetings. The notice shall state the purpose of the meeting and no business, except as stated in the notice, shall be conducted at any special meeting.

All meetings of the Board of Directors shall be held in the Greater Kansas City area at such place, date, and hour as may be designated by the President, or at another location if agreed to by a majority of the members of the Board.

The Board of Directors will provide quarterly reports to the membership concerning the finances of the Corporation, the number and status of dogs in the rescue program, and information concerning the placement of any dogs.

#### **Article IV – Officers**

The Corporation's officers will be the President, Vice-President, Treasurer, and Secretary. The board of directors shall elect the officers. The officers may be members of the board of directors. The terms of office will be two years and officers will serve until their successors are elected.

The President shall be the principal executive officer of the corporation and shall in general supervise all of the affairs of the corporation, as well as provide a role model of involvement in the activities of the Corporation. In general, he or she shall perform all duties incident to the office of President and such other duties as may be prescribed by the Board of Directors from time to time.

The Vice-President will have the powers and exercise the duties of the President in case of the President's absence, incapacity, or death.

The Treasurer will collect and receive all moneys due and belonging to the Corporation. The Treasurer will deposit the same in a bank designated by the Corporation. The Treasurer's books will at all times be open to inspection by the board, and by any member or members, on reasonable notice.

The Secretary will keep a record of all meeting of the Corporation and the Board.

#### **Article V –Meetings and Elections**

The annual meeting of the Corporation shall be held in the month of December at which time Directors for the ensuing year shall be elected. They shall take office immediately upon the conclusion of the annual meeting. At least four months prior to the annual meeting, the Board shall select a nominating committee of three members, no more than one who may be a member of the Board, and two alternates. At least 90 days prior to the annual meeting, the committee will nominate one candidate for each open position and after the consent of each person so nominated will immediately report their nominations to the Secretary. Nominations may also be made by any member at the annual meeting.

Special club meetings may be called by the President, a majority of the members of the Board, or by the Secretary upon receipt of a petition signed by five members of the Corporation who are in good standing.

All meetings of the members of the Corporation shall be held in the Greater Kansas City area at such place, date, and hour as may be designated by the President.

The quorum for any meeting of the members of the Corporation shall be a 20 percent of the members of in good standing.

#### **Article VI – Committees**

The President may appoint chairpersons and members to any committee created by the Board of Directors.

#### **Article VII – Amendments**

These sole means of amending these bylaws is by a 2/3 vote of the members present and voting and any regular or special meeting of the membership of the Corporation provided that the proposed amendments have been included in a written notice mailed to the members of the Corporation at least 14 days prior to said meeting. Amendments to the by-laws may be proposed by the Board of Directors or by written petition address to the Secretary signed by 20 percent of the membership.

#### **Article VIII – Dissolution**

Upon the dissolution of the Corporation, the Corporation's assets, after the payment of its debts, shall be distributed by the Board of Directors to one or more organizations involved in the rescue of Newfoundland dogs that are tax exempt organizations under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code.