

**BYLAWS
SARGE'S ANIMAL RESCUE FOUNDATION, INC.**

ARTICLE I – NAME AND LOCATION

1. The name of this Corporation is Sarge's Animal Rescue Foundation, Inc. (SARF).
2. Sarge's is a 501(c)(3) organization, licensed for charitable solicitation by the NC Secretary of State, and operating in compliance with state and federal laws which govern non-profit corporations.
3. This Corporation's Haywood County facility is located at 256 Industrial Park in Waynesville, NC. The mailing address is Post Office Box 854, Waynesville, NC 28786, or as designated by the Board.

ARTICLE II – OBJECTIVES

Sarge's Animal Rescue Foundation, Inc. strives to decrease the number of homeless dogs and cats in Haywood County, as well as improve their welfare, through our support of the bonds between them and their human companions. The objectives of this Corporation are to:

- a. provide temporary shelter for cats and dogs that are surrendered to us by their owners or transferred to us from individuals or license animal rescue organizations;
- b. operate and maintain a safe place for cats and dogs as they are being prepared for foster care and/or permanent adoption, in accordance with state/county/city animal welfare laws;
- c. promote the care, welfare and successful placement of adoptable cats and dogs, and promote the welfare and care of cats and dogs already in homes;
- d. engage the local community in supporting efforts to reduce the population of stray cats and dogs through fostering and permanent adoption;
- e. carry on activities calculated to promote the interests of the Corporation or to enhance the value of its properties so long as such activities are in compliance with applicable federal and state laws.

ARTICLE III – MEMBERSHIP

Individuals who support the work of the Corporation through their donations of time and/or resources shall be considered members of the Corporation and may serve on the Board as Directors, if selected, or as Officers, if elected, as provided in the Bylaws. Members wishing to be notified of Business Meetings, the Annual Meeting or Special Meetings are required to provide their contact information (name, address, email, phone/text number) to the Secretary of the Board or senior staff in writing or by email.

ARTICLE IV – GOVERNANCE

The activities of this Corporation shall be governed by a Board of Directors whose responsibilities include oversight of day-to-day activities, fiscal and legal decisions, and planning. All corporate powers are vested in the Board of Directors, which may delegate to its Officers or Committees such powers as they may see fit except as limited by statute or these Bylaws.

Section 1A. Directors

- a. There shall be a Board composed of no fewer than five and no more than 11 voting members who shall be known as Directors;
- b. The Board shall select its own Directors from among the names submitted for consideration and elected by members of the Corporation during the Annual Meeting;

Section 1B. Terms of Service for Directors

- c. Directors who are selected shall serve a term of three years and may serve up to three consecutive terms;
- d. Directors who are appointed by the President to fill a vacancy on the Board (Article VI, Section 3) shall fill the term of the missing Director and are eligible for re-election to two, three-year terms;
- e. Directors whose terms have expired shall be eligible to serve again after an absence of one year;
- f. The Immediate Past President may serve as a non-voting member of the Board;
- g. The Board shall select its own Officers from among its members, and Officers so selected shall constitute the Executive Committee;

Section 2A. Officers

Officers are Directors who are elected by the Board from among its members. They are

- President
- Vice President
- Secretary
- Treasurer

Section 2B. Assistant Officers

At any time, the Board may appoint an Assistant Secretary or Assistant Treasurer upon the written request of the Secretary or Treasurer. Such appointed officers shall serve a term of one year from the date of appointment and are eligible for re-appointment at the Board's discretion.

Section 2C. Terms of Service for Officers

- a. Officers shall be elected at the September Business Meeting to serve a term of one year and may be elected for a second term or until their successors are elected;
- b. Directors may serve multiple terms as Officers but may serve in only one Office at a time;

- c. Directors appointed by the President to fill a vacancy (Article VI, Section 3) shall be eligible for re-election to two, one-year terms, provided that their terms in office as Directors will not expire during service as an Officer;
- d. Officers whose terms have expired are eligible for re-election after an absence from the Board of one year.

Section 3B. Removal from Office

Any Officer may be removed from office at any time by a two-thirds vote of the Directors then in office at any regular Business Meeting or Special Meeting called for the purpose of removal. An Officer so removed shall have no power or authority by virtue of his or her former service.

Section 3. Ex-officio and Honorary Board Members

- a. The President may appoint individuals to serve as Ex-Officio, non-voting Board members when there is a need for their specific expertise or qualifications.
- b. The President may offer Honorary, non-voting memberships to individuals who have provided outstanding service to the Corporation.

Section 4. Standing Committees

In order to support the work of the Corporation, the President may appoint Directors and other members to serve on committees for

- a. Human Resources
- b. Fund Development
- c. Volunteer
- d. Building and Grounds
- e. Finance and Audit
- f. Communications and Marketing
- g. Planning
- h. Animal Care
- i. Bylaws
- j. Other

Section 5. Support Required of Directors

When members accept selection as Directors, they are expected to support the purposes of the Corporation by

- a. participating in Board and Committee meetings, activities and events;
- b. making a significant commitment of personal time, resources and expertise;
- c. maintaining an understanding of the Corporation's goals and objectives for animal welfare;
- a. promoting greater awareness within the community of the Corporation's work;
- b. identifying other members of the community who are qualified to serve on the Board or assist in the work of the Corporation
- c. refraining from any action involving the Corporation's purpose, facilities or finances that constitutes real or perceived financial benefit to the individual, to his/her family members or to his/her business interests.

ARTICLE V – MEETINGS

Section 1. Business Meetings of the Board

- a. The President of the Board or his/her designee shall schedule regular meetings of the Board at least once a month for the conduct of business.
- b. Notice of regularly scheduled Business Meetings shall be posted on the Corporation's website and sent to Board members by email or phone/text at least one week in advance.
- c. Members who prefer notice by mail or email must provide their contact information (name, address, email address, phone number) to the Secretary or senior staff;
- d. Business Meetings may be called more often at the discretion of the President so long as notice is given to Directors in person, by phone or by email at least one week in advance.
- e. Business Meetings shall be open to all members of the Corporation except when confidential personnel or financial matters are being considered.
- f. Business Meetings may be held in person or virtually at the discretion of the President.
- g. A majority of the Directors then in office constitutes a quorum for Business Meetings.
- h. Approval of any matter requires an affirmative vote by a majority of those present.
- i. Business Meetings may be held virtually or in person

Section 2. Annual Meeting

- a. The President or his/her designee shall call the Annual Meeting in September (unless otherwise directed by the Board) for the purpose of receiving the names of nominees to the Board and reporting on the status of the Corporation.
- b. Notice of the Annual Meeting shall be posted on the Corporation's website and sent to Board members by email or phone/text not less than seven nor more than 30 days in advance.
- c. Members who prefer notice by mail or email must provide their contact information (name, address, email address, phone number) to the Secretary or senior staff no less than one month prior to the Annual Meeting;
- d. Reports presented by Board members or staff at the Annual Meeting should cover the status of the Corporation's properties and facilities, financial condition, fund raising efforts, animal care and welfare, records of foster and adoptions for the year, and proposed amendments to the Bylaws (if any), as well as challenges and opportunities for the current and future year(s).
- e. A majority of those present at the Annual Meeting constitutes a quorum.
- f. Approval of any matter requires an affirmative vote of a majority of those present.
- g. Annual Meetings may be held in person or virtually at the discretion of the Board.

Section 3. Special Meetings

- a. Special Meetings of the meetings may be called at any time by the President or the Board or upon written request of ten percent of the members of the Corporation;
- b. The business of such Special Meetings shall be restricted to the purpose for which it was called, and any actions proposed for a vote shall be subject to Board approval during the next regularly scheduled Business Meeting.
- c. Notice of Special Meetings must be posted on the Corporation's website and sent to Board members by email or phone/text not less than three nor more than 30 days in advance except in the event of an emergency declared by the President, in which case 24-hour notice is required.
- d. Members who prefer notice by mail, email or text must provide their contact information (name, address, email address, phone/text number) to the Secretary or senior staff;
- e. A majority of the members in attendance shall constitute a quorum.
- f. Approval of any matter requires an affirmative vote of a majority of those present.
- g. Special Meetings may be held in person or virtually.

Section 4. Waiver of Notice

The Corporation may take such actions as are necessary for the conduct of business without providing notice of meetings to any member who has waived the requirement for notice. Such waiver must be provided in writing to the Secretary or senior staff and may be reversed at the member's discretion.

ARTICLE VI – VACANCIES

Section 1. Position Declared Vacant

In the event that any Director or Officer resigns; fails to participate in three consecutive, regularly scheduled meetings of the Board; or fails to support the objectives of the Corporation, the President, with the approval of a majority of the remaining Directors in office, may declare that position vacant and shall notify the absent Director or Officer, in writing, of that decision, which is not subject to appeal. By majority vote, the Board may offer exceptions to this rule.

Section 2. Response to Complaint

In the event of a written complaint against any Director, the President or his/her designee shall consult with the Board's attorney regarding a formal investigation, temporary suspension, permanent removal from the Board, or legal action, if necessary.

Section 3. Filing Vacancies

Vacancies on the Board shall be filled by members appointed by the President, in consultation with the remaining Directors at the next regularly scheduled Board meeting after the vacancy occurs or at a Special Meeting called for the purpose of filling such vacancies. Such officers shall hold office until the next scheduled meeting in September or until his or her successor has been elected.

ARTICLE VII – POLICIES AND PROCEDURES

The actions of the Board shall be guided by written Policies that are subject to unanimous consent of the Directors in office and by Procedures that are subject to change by a majority vote of the Directors in office.

ARTICLE VIII – REVIEWING and AMENDING

Section 1 – Review

These and subsequent Bylaws shall be reviewed by the Board at least once every five years with recommendations for amendments, if any, presented for consideration by members of the Corporation at the next Annual Meeting or during a Special Meeting called for that purpose.

Section 2 – Proposed Amendments

These Bylaws may be amended or repealed by a majority vote of the Directors in office, provided that proposed amendments are offered for members' consideration (in print or digitally) no less than two weeks prior to the Annual Meeting or Special Meeting called for the purpose of amending the Bylaws and provided that notice has been posted, as required, and a quorum is present.

Section 3 – Approval of Amendments

Amendment of the Bylaws requires a three-quarters affirmative vote of the Directors in office when the proposed amendments are offered for consideration.

ARTICLE IX – INDEMNIFICATION

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 Statute 55A, Part 5 Indemnification.

ARTICLE X – ROBERT'S RULES OF ORDER

All meetings shall be conducted pursuant to the current version of Robert's Rules of Order. In the event of conflict between Robert's Rules of Order and these Bylaws, these Bylaws shall govern.

APPROVAL

These Bylaws were offered for discussion and review by members of the Corporation on the 8th day of September, 2022.

I certify that these Bylaws were approved, as presented or amended, by an affirmative vote of three-quarters of the members present.

Jessica Metcalf

Secretary

Date: September 8, 2022