



**UPPER PENINSULA ANIMAL
WELFARE SHELTER, INC.**

BYLAWS

Adopted August 28, 2018

Board of Directors Bylaws

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UPPER PENINSULA ANIMAL WELFARE SHELTER, INC.

Article 1: NAME

The name of the Corporation is Upper Peninsula Animal Welfare Shelter, Inc. (“UPAWS”).

Article 2: VISION STATEMENT

A community where there are no homeless, neglected or abused animals, and where everyone understands and practices the level of commitment and responsibility that pet guardianship entails.

Article 3: MISSION STATEMENT

Our mission is to improve the quality of life and welfare for domestic animals and to provide a safe haven while finding lifelong homes for the animals in our care. We embrace the No Kill philosophy, seeking to end the euthanasia of healthy and treatable animals.

Article 4: OFFICE AND AGENT

UPAWS shall have its principal place of business in Marquette County, Michigan. The President of the UPAWS Board of Directors shall be authorized to serve as the agent for the purpose of receiving official communications on behalf of the Corporation (UPAWS).

Article 5: PURPOSES

- A. The purpose of UPAWS shall be to support the attainment of excellence in all animal welfare services:
 - a. To provide awareness and education on care and responsible treatment of domestic animals.
 - b. To humanely provide for and protect homeless, neglected, and/or abused domestic animals.

- c. To provide high quality shelter, medical, and adoption services for domestic animals.
- d. To receive and administer funds and to operate within the meaning of Section 501(c)(3) of the Internal Revenue Code.
- e. To acquire, own, dispose of and deal with real and personal property and interests therein and to apply gifts, grants, bequests and devises and the proceeds thereof in furtherance of the purposes of the corporation.
- f. To do such things and perform such acts to accomplish its purposes as the Board of Directors may determine to be appropriate and are not prohibited by Section 501(c)(3) of the Code, with all the power conferred on nonprofit corporations under the laws of the State of Michigan.

Article 6: BOARD DUTIES AND POWERS

- A. The business and affairs of UPAWS shall be managed by a Board of Directors, which shall serve as the governing body of UPAWS. The Board of Directors shall meet as often as necessary to conduct the business of UPAWS, but at least six (6) times per year.
- B. Powers: The Board of Directors shall have charge, control and management of the business, property, personnel, affairs and funds of UPAWS and shall have the power and authority to do and perform all acts and functions permitted for an organization described in Section 501(c)(3) of the Code consistent with these Bylaws, the Articles of Incorporation or the laws of the State of Michigan. In addition to and not in limitation of all powers, express or implied, the Board of Directors shall have the power to borrow or raise money for corporate purposes, to issue bonds, notes or debentures, to secure such obligations by mortgage or other lien upon any and all of the property of UPAWS if it is in the best interests of UPAWS and in furtherance of its purposes.
- C. The Board of Directors shall manage the general affairs and business of the Board of Directors and shall have and shall uphold their fiduciary duty to both the Board of Directors and UPAWS. Members of the Board shall in all cases act as a Board, regularly convened, by a majority vote, and they may adopt such rules and regulations for the conduct of their meetings and the management of the Board of Directors as they may deem proper, not inconsistent with the By-Laws of the Board of Directors and applicable law of the State of Michigan.
- D. A Board member shall perform his/her duties as a Board member in good faith, in a manner the Board member believes to be in the best interests of the Board of Directors,

and with such care as an ordinarily prudent person would use under similar circumstances in a like position. In performing such duties a Board member shall be entitled to rely on factual information, opinions, reports or statements, including financial statements and other financial data, in each case prepared or presented by:

- a. one or more Directors of the Board of Directors or employees of UPAWS whom the Board of Directors reasonably believes to be reliable and competent in the matters presented; or
 - b. legal counsel, public accountants or other persons as to matters which the Board reasonably believes to be within such persons professional or expert competence; or
 - c. a Committee of the Board upon which the Board member may or may not serve, duly designated in accordance with a provision of the By-Laws or in such Committee the Board member reasonably believes to merit confidence and the Board member shall be considered to be acting in good faith.
- E. Execution of Conveyances, Mortgages and Contracts: The Board of Directors may in any instance designate one or more officers, agents or employees to execute any contract, conveyance, mortgage or other instrument on behalf of UPAWS, and such authority may be general or confined to specific transactions.

Article 7: BOARD MEMBERSHIP

- A. Number and Term of Office: The Board of Directors shall consist of no less than five (5) and no more than twelve (12) persons. In the event of an increase in the number of elected Directors serving, terms shall be established so that the terms of approximately one-third (1/3) of the Directors expire each year. Directors may be elected for no more than two (2) consecutive three year terms, at which point the Director must be off the Board for one (1) year to become eligible for nomination to a vacant Board position.

Directors shall serve for three (3) year terms. The Board shall fill expiring terms at their regular July meeting. Each individual nominated shall be voted on by the Board using secret ballot. Re-elected Directors shall begin their term of office after Board elections at the July meeting. Any existing Director not eligible for re-election or not re-nominated shall end their term of office upon the completion of the election process.

- B. Vacancies: Whenever any vacancy shall occur in the Board of Directors by death, resignation, removal or otherwise, the vacancy may be filled by the affirmative vote of two-thirds (2/3) of the Directors at earliest convenience of the Board of Directors. Any

Director so appointed shall serve for the unexpired portion of the term of the vacated position and the incomplete term does not count towards term limits.

Upon a Board member vacancy, the Board Development Committee shall request applications for potential new Board members. The Board Development Committee shall review and interview potential Board member candidates during its regular committee meetings or a special meeting. Nominations to fill a vacant position shall be forwarded by the Board Development Committee at least seven (7) calendar days prior to the Regular monthly meeting. Appointments will be voted on by the Board using a secret ballot. Upon majority vote of the Directors, the Board shall confirm or deny the appointment.

- C. Qualifications of Board Members: At least two Board members shall possess a significant level of experience and expertise in animal welfare services to guide the management of the UPAWS Shelter and the adequacy of such experience shall be determined by vote of the Board of Directors. Employees of UPAWS shall not serve as Board members.
- D. Ex-Officio Members: Any individual or organization interested in supporting the purposes of UPAWS may become a Member of the Board of Directors by such means as the Board of Directors determines is required for appointing Ex-Officio Members from time to time. Such individuals or organizations may be recognized or granted benefits in such form as the Board of Directors shall prescribe from time to time. No property or voting right shall be vested in any Ex-Officio Member, directly or indirectly. There is no limitation on the number of Ex-Officio Members authorized.
- E. Resignation and Removal of Board Members:
 - a. Any Board members may resign at any time by giving written notice to the President of the Board, and such resignation shall be effective on the date specified in the notice. If by reason of resignation or removal the number of Board members is less than a quorum necessary to manage the Board of Directors, the Board shall take such action as may be necessary to establish a quorum, including naming interim Board members.
 - b. If removal of any Board member is based upon any publicly made accusation of misconduct or wrongdoing on the part of the Board member, s/he shall be given an opportunity to answer to any such accusation before the Board at a meeting held for that purpose. The decision to remove or not to remove any Board member with cause shall be determined at such regular or special meeting of the Board of Directors by the affirmative vote of two-thirds (2/3) of the Directors then in office.

- c. Any Officer may be removed with cause by the vote of a majority of the Directors then in office at any regular or special meeting of the Board of Directors.

Article 8: BOARD OFFICERS

A. Election of Officers

- a. The Officers of the Board shall consist of a President, Vice President, Secretary and Treasurer who shall perform the duties as outlined within Article 8 of the UPAWS Bylaws.
- b. The Organizational Meeting shall be held within ten (10) calendar days after the July monthly meeting. All Officers shall be elected for a term of one (1) year (or until their successors have been elected) by the Board of Directors at its Organizational meeting. If less than a quorum of the Directors is in attendance for an Organizational meeting of the Board of Directors, the holding of such Organizational meeting shall not be required and matters which might have been taken up at the Organizational meeting may be taken up at any later regular, special or Organizational meeting or by consent resolution.
- c. Any Director choosing to be nominated for a Board Officer position must have been a Board member for the preceding twelve months, unless there are no other eligible or interested candidates.
- d. In the event of the death, resignation, removal or other inability to serve of any Officer, the Board of Directors shall elect a successor who shall serve until the expiration of the normal term of such Officer or until his or her successor shall be elected.

B. President Duties

- a. To serve as the executive officer for UPAWS, and, as such, under the direction of the Board of Directors, shall have power, on behalf of the Board of Directors, to perform all acts, execute and deliver all documents and take all steps that the President may deem necessary or desirable in order to effectuate the actions and policies of the Board.
- b. To coordinate with the Directors to develop an agenda and preside at official meetings of the Board.

- c. To represent the Board of Directors at meetings throughout the State, and as deemed necessary, and to report back to the Board of Directors about such meetings.

C. Vice-President Duties

- a. The Vice President will act in the capacity of the President in absence of the President.
- b. To represent the President, when requested, at meetings, and to report back to the Board of Directors about such meetings.
- c. To perform other duties as may be assigned by the President or Board of Directors.

D. Secretary Duties

- a. In the absence of the President and Vice-President, the Secretary shall serve as the Acting President.
- b. Will receive and attend to all correspondence of the Board of Directors and have custody of all documents belonging to UPAWS (except as otherwise provided in these bylaws).
- c. Secretary will ensure that minutes are taken at all Board of Directors meetings, will review the minutes, file and report the minutes as required.
- d. Will ensure that all meeting notices are duly given in accordance with these bylaws and the Board Policies and Procedures.
- e. To assist in formulating meeting agendas.
- f. To perform other duties as may be assigned by the President or Board of Directors.

E. Treasurer Duties

- a. The Treasurer shall have charge of the funds of UPAWS, except for such funds as the Board of Directors may designate.
- b. Will ensure that an accounting system is maintained which will give a true and

accurate accounting of the financial transactions of UPAWS and that all funds received by the Treasurer and/or UPAWS shall immediately be deposited in a depository designated by the Board of Directors.

- c. Will provide financial reports on a monthly basis, or as requested by the Board of Directors, of activities and the financial condition of UPAWS.
- d. To perform other duties as may be assigned by the President or Board of Directors.

Article 9: MEETINGS

A. Types of Meetings

The Board of Directors may, upon the call of the President or as otherwise provided, conduct meetings for the purpose of carrying out the business of the Board of Directors, including an Annual Meeting, regular monthly meeting, Organizational Meeting, special meetings, and such other meetings or modes of transaction of business as shall be reasonably necessary to conduct the business of the Board of Directors.

B. Annual Meeting

- a. The Board of Directors shall conduct its Annual Meeting in adherence to Article 10 of the UPAWS Bylaws.
- b. The Board of Directors shall conduct its Annual Meeting for the purposes of presentation of the Annual Report, review of the activities of UPAWS Board of Directors and staff during the prior year, and to transact such other business as is normal or customary for a similar board, organized for similar purposes.
- c. The Annual Meeting shall be conducted on the second Tuesday in June of each year at a time and place to be set by the Board of Directors. The meeting shall be held for the benefit of the community and will include a presentation of the Annual Report. Public notice shall be given at least two weeks prior to the date of meeting.
- d. The Annual Meeting shall include a scheduled period of time for community participation.

C. Regular Monthly Meeting

- a. The Board of Directors shall conduct a regular monthly meeting to be held on a day and at a time as agreed upon by the majority of the Board of Directors.
 - b. The meetings shall be held at a location as agreed upon by a majority of the Board of Directors Board members.
 - c. The President may designate other locations, dates, or times for the monthly meeting upon at least three (3) calendar days notice to members prior to the date of the meeting. Any change of location will be posted at the regular meeting place.
- D. Organizational Meeting: An Organizational Meeting shall be held at a place, date and time as determined by the Board within ten (10) calendar days after the July monthly meeting for the purposes of election of all Officers who shall serve a term of one (1) year; as elected by the Board of Directors.
- E. Special Meetings: Special meetings of the Board of Directors may be called by the President of the Board of Directors or upon the request of two (2) or more Board members (with a minimum of at least 48 hours notice) and upon telephonic and electronic (email) notice to members, but the President must designate a record of the date, time and fact of notice to each member at their duly recorded telephone numbers. Notices of special meetings shall state the purpose or purposes of the meeting, and no business may be conducted at a special meeting except the business specified in the notice of the meeting. Notice of any meeting of the Board may be waived in writing before or after the meeting.
- F. Closed Session: The Board, at any meeting, and at the discretion of the President or a majority of the Board members present, may go into closed session to discuss matters confidential in nature, including but not limited to personnel and legal issues. The Board, at its discretion, may invite others to remain in attendance for the closed session. Formal motions and subsequent voting must be conducted in open session. The time of the beginning and end of closed sessions shall be reflected in the minutes from the meeting.
- G. Quorum: At a meeting of the Board of Directors, a majority of the voting members of the Board (more than 50% of the Board members) shall constitute a quorum for the transaction of business. Meetings shall only be official when a quorum is present. No Board of Directors action shall be taken by participation of less than a majority of voting members of the Board of Directors.

- H. Voting: At a meeting of the Board of Directors, each Board member has one vote. The majority vote of the Board members present and constituting a quorum shall constitute the decision of the Board. The vote of a majority of the Directors present at any meeting at which there is a quorum shall be the acts of the Board, except as a larger vote may be required by the laws of the State of Michigan, these Bylaws or the Articles of Incorporation. If a Director abstains from a vote, their presence shall not count toward the determination of whether a quorum is present. Ordinary voting shall take place by voice vote or raised hands. If confidentiality is required, a paper ballot shall be provided. Proxy and absentee voting is prohibited in all circumstances.
- I. Voting by Email: Email voting is permitted under the following conditions: All Directors must receive the email setting forth the proposal. The proposal may be in the form of a consent resolution document attached to the email or it may be described in the text of the email. A proposal may be adopted by email voting only if Directors provide a clear “yes or no” response, without modifying the proposal in any way or casting any doubt on their support of the proposal. The proposal email and, if applicable, consent resolution, and every email response shall be printed and maintained with the official minutes of the Board of Directors.
- J. Meeting Options: Members of the Board of Directors or any committee designated by the Board may participate in a meeting of the Board or committee by means of a conference telephone call or similar communications equipment by which all persons participating in the meeting can hear each other at the same time and participation by such means shall constitute presence in person at the meeting. Any action required or permitted to be taken at a meeting of the Board of Directors may be taken without a meeting by written consent or Resolution setting forth the action taken, signed by all the Board members and such written consent shall have the same effect as a unanimous vote taken at a duly called meeting.
- K. Actions without a Meeting: Any action by the Board of Directors may be taken without a meeting if all members of the Board of Directors individually or collectively consent in writing to this action. Such written consent or consents shall be filed with the minutes of the proceedings of the Board of Directors through the Secretary. Written consent may be conveyed electronically.
- L. Presumption of Assent: A Board member who is present at a meeting of the Board of Directors at which action on any corporate matter is taken shall be presumed to have assented to the action taken, unless such dissent shall be entered in the minutes of the meeting or unless the Board member shall file a written dissent to such action with the person acting as the Secretary of the meeting before the adjournment thereof or shall forward such dissent by registered mail to the President of the Board of Directors

immediately after the adjournment of the meeting. Such right to dissent shall not apply to a Board member who voted in favor of such action.

Article 10: BOARD PROTOCOLS

- A. Manner of Decision-Making: The UPAWS Board of Directors shall adhere to The Standard Code of Parliamentary Procedure (commonly referred to as Sturgis). All matters shall be fully discussed and a reasonable attempt shall be made to secure unanimous agreement but the final decision will be by majority vote. The President will not vote except in the case of a tie-vote.
- B. Committees: The Board of Directors may establish such standing or special committees from time to time as it shall deem appropriate and shall define the powers and responsibilities of such committees. The President shall confirm or appoint committee Chairpersons. It shall be the responsibility of each chairperson to fill the committee. All committees must consist of a minimum of 4 members, including the Chairperson.
- a. Standing Committees: The President may Chair any standing committee(s) and shall serve as an ex-officio member of all remaining committees. Standing Committees shall consist of:
 - i. Board Development
 - ii. Finance (The Treasurer shall serve as Chairperson)
 - iii. Fundraising
 - iv. Strategic Planning
 - v. Policy/Bylaw
 - vi. Personnel (The President shall serve as Chairperson)
 - b. Special Committees: Special committees may be appointed by the President or the Board of Directors. Any special committee shall be dissolved as soon as it has fulfilled its function.
- C. Chain of Command: Board Members shall follow the UPAWS Personnel Policies and Procedures under Chain of Command when concerns, complaints or issues, which need to be resolved, are brought to their attention by an employee. Individual complaints should not be brought to the Board of Directors, as a body or individually, until the steps in the Chain of Command have been exhausted. Board Members shall direct employees to the appropriate individual for addressing concerns, complaints or related issues.

- D. Conflict or Duality of Interest: Board members shall observe all appropriate standards and regulations designated to avoid conflicts of interest. At all meetings of the Board of Directors, any Director having a relevant ownership interest in any contracts or other arrangements being considered by the Board of Directors shall disclose the conflict or duality of interest and excuse him/herself during the deliberation. Volunteer activities with other charities may also be considered a conflict or duality of interest, depending upon the circumstances. Any Director having a relationship with another charitable organization with which contracts or other arrangements are being considered by the Board of Directors shall disclose the relationship and ask the remaining directors to determine whether a conflict or duality of interest shall prevent the Director from participating in the discussion and/or vote regarding the issue. The remaining Directors shall consider the extent of the relationship between the Director and the charitable organization and the likelihood that the type of contract or arrangement being considered would benefit the Director. All Directors shall complete and submit a conflict of interest form at the annual appointment meeting.
- E. Liability of Board Members: The Board shall maintain Directors/Officers Liability Insurance to protect Directors and Officers in the event of any actual or alleged error, misstatement, omission, misleading statement, or breach of duty. Directors shall have neither responsibility nor authority with respect to corporate affairs and shall not be liable for its debts, liabilities or obligations. A Board member shall not be personally liable for monetary damages for breach of fiduciary duty as a Board member unless;
- a. The Board member has breached or failed to perform the duties of the Board member's office as provided in the Articles of Incorporation, and
 - b. The breach or failure to perform constitutes willful misconduct or recklessness.
- F. Compensation, Reimbursement, Per Diem: Board Members shall receive no compensation for their services on the Board of Directors. Board members shall not be eligible for reimbursement except as authorized by the Board of Directors. Per Diem and reimbursement for travel expenses may be paid for any travel required to attend business of UPAWS per the policies applicable to employees of UPAWS. The Board of Directors may provide for reasonable compensation to a Board Member for services which are beyond the scope of his or her duties as a Board Member.
- G. Order of Business: The normal order of business of the Board of Directors, which may be varied by a motion duly adopted by the Board of Directors, shall be:
- a. Call to Order / Attendance

- b. Public Comment
- c. Approval of the Agenda
- d. Approval of the Meeting Minutes of the previous Meeting
- e. Unfinished business
- f. New business
- g. Communications
- h. President's Report
- i. Treasurer's Report
- j. Executive Director's Report
- k. Committee Reports
- l. Public Comment
- m. Board Comment
- n. Adjournment

Article 11: ANNUAL REPORT

- A. The Board of Directors shall ensure the preparation and distribution of an Annual Report of the operations and activities of UPAWS the fiscal year preceding the Annual Meeting. The Board of Directors shall review, adopt, and if necessary, revise the report for submittal to the community within 14 calendar days prior to the Annual Meeting.
- B. The Annual Report shall identify:
 - a. A summary of the activities of the prior fiscal year;
 - b. The financial condition of UPAWS;
 - c. The condition of the Shelter facility;
 - d. A summary of the services provided;
 - e. Any significant problems and accomplishments; and
 - f. Plans for the future.

Article 12: AMENDMENTS

These Bylaws may be amended, altered, restated, changed, added to or repealed at any regular or special meeting by the affirmative vote of not less than two-thirds vote of the entire Board, provided written notice of the proposed amendment was provided to all Board members at least ten (10) calendar days prior to the meeting. The Bylaws, as amended, will receive final approval by the Board of Directors.

Article 13: CERTIFICATION

I, Kathy Leone, as President of the UPAWS Board of Directors hereby certify that at a duly called meeting of the Board of Directors, held on August 28, 2018; the Board of Directors adopted by consensus the foregoing By-Laws, a quorum being present.

