

**BYLAWS of  
FETCHIN' RETRIEVERS RESCUE**

A California Nonprofit Public Benefit Corporation

**Article 1. Name**

The name of the corporation is Fetchin' Retrievers Rescue, a nonprofit public benefit Corporation organized under and pursuant to the laws of the State of California.

**Article 2. Offices**

The principal office of the Corporation for the transaction of its business is located in Los Angeles County, California

The county of the Corporation's principal office can be changed by amendment of these Bylaws. The Board of Directors (the "Board") may, however, change the principal office from one location to another with noting the change address and effective date below, and such changes of address shall not be deemed an amendment of these Bylaws.

\_\_\_\_\_ Dated \_\_\_\_\_

\_\_\_\_\_ Dated \_\_\_\_\_

The Corporation may also have offices at such other places, within or out of the State of California where it is qualified to do business, as its business may require and as the Board may, from time to time, designate.

**Article 3. Purpose and Powers**

**Section 1. Purposes**

The Rescue is a nonprofit public benefit Corporation and is not organized for the private gain of any person. It is organized under the Nonprofit Public Benefit Corporation Law for public and charitable purposes.

The primary purposes of this Corporation shall be to:

- a. Promote the humane treatment of dogs and accept and rescue dogs in need, care for them medically, rehabilitate and place/adopt them into caring homes.
- b. Encourage and promote responsible dog ownership.
- c. Reduce the abuse and neglect of discarded or unwanted dogs.
- d. Provide educational services to interested public regarding dog rescue.
- e. Educate dog owners about training, behavior, spay and neuter and promote compassion and respect for all dogs.
- f. Promote and participate in partnerships and programs with other organizations with similar purpose and goals.

## **Section 2. Powers**

The Corporation shall have the power, directly or indirectly, alone or in conjunction or cooperation with others, to do any and all lawful acts which may be necessary or convenient to effect the charitable purposes for which the Corporation is organized, and to aid or assist other organizations or persons whose activities further accomplish, foster, or attain such purposes. The powers of the Corporation may include, but not be limited to, the acceptance of contributions from the public and private sectors, whether financial or in-kind contributions.

## **Article 4. Membership**

### **Section 1. No Membership Classes**

The Corporation shall have no members who have any right to vote or title or interest in or to the Corporation, its properties and franchises.

### **Section 2. Non-Voting Affiliates**

The Board of Directors may approve classes of non-voting affiliates with rights, privileges, and obligations established by the board. Affiliates may be individuals, businesses, and other organizations that seek to support the mission of the corporation. The Board, a designated committee of the Board, or any duly elected Officer in accordance with Board policy, shall have authority to admit any individual or organization as an affiliate, to recognize representatives or affiliates, and to make determinations as to affiliates' rights, privileges, and obligations. At the discretion of the Board of Directors, affiliates have no voting rights.

## **Article 5. Board of Directors**

The Board of Directors govern the organization.

### **Section 1. Number**

The authorized number of Directors shall be no less than 3 and no greater than 9.

### **Section 2. Duties**

The Board is responsible for establishing the direction of the organization and for its financial, ethical, and legal well being. The Board must establish the Corporation's policies and review/change them as necessary, manage its programs, ensure the proper management and use of its assets and property and ensure the proper care of its rescue dogs.

The Board must ensure the Corporation properly employs the necessary corporate formalities to make decisions, that it prepares and submits all required state and federal reports and that it operates in compliance with relevant state and federal laws,

Board members must diligently prepare for, attend and participate in the meetings of the Board of Directors and any Board committees as needed in order to carry out its work.

### **Section 3. Appointment of Directors**

#### **3.1 Appointment**

The Board of Directors will be appointed prior to the first annual meeting of this Corporation. At the first annual meeting, the Board will provide for staggered terms of its Directors by designating 1 and 2 year terms. Following the expiration of those designated terms, the term

of each Director shall continue for 2 years. Each Director will hold office until the annual meeting during the year in which his/her term of office expires or until a successor has been qualified and appointed.

### *3.2 Terms*

Directors serve a term of 2 years. There is a limit to 3 consecutive terms. There is a mandatory 1 year hiatus before a Board member can resume a seat on the board after reaching term limit. Barring resignation or removal from office, Directors will remain in office until a successor is properly elected, designated or appointed.

## **Section 4. *Resignation, Removal, Vacancy***

### *4.1 Mid Term Vacancy*

The Board of Directors, by majority vote of all Directors in office, may elect new Directors to fill any vacancies on the Board including vacancies created by the passage of a resolution changing the total number of Board member positions, resignation, death or removal. A Director elected to fill a vacancy will serve the remainder of the term associated with that position.

### *4.2 Removal of Directors*

A Director may be removed for the causes stated in these Bylaws or no cause, by a majority vote of the Directors. The individual being considered for removal has no vote in the process.

A Director may be removed for the following reasons but not limited to:

- Repeated failure to attend Board meetings.
- Failing to fulfill the duties required of a director.
- Intentional acts or omissions that a prudent person could have reasonably foreseen that would damage the reputation or interests of the Corporation.
- Engaging in acts or behaviors that threaten the wellbeing and care of its rescues.

For cause or no cause, if before any meeting of the Board members at which a vote on removal will be made, the Director in question is given electronic or written notification of the Board's intention to discuss her/his case and is given the opportunity to be heard at a meeting of the Board.

### *4.3 Resignation*

A Director may resign at any time. The resignation of a Director must be in writing and be delivered to the President. Once delivered it is irrevocable. No Director may resign if the Corporation would then be left without a duly elected Director in charge of its affairs, except upon notice to the Attorney General of the State of California.

## **Article 6. *Meetings***

### **Section 1. *Quorum for Meetings***

All Board meetings require a quorum; a quorum being a majority vote of the Board to formally conduct the business of the Corporation.

## 1.1 Voting

The Directors must diligently and conscientiously attempt to make decisions by consensus. They must employ all standard business practices and techniques including the expression and careful consideration of minority views. When a consensus cannot be achieved, a Director may request a vote be taken. The affirmative vote of a majority of all Directors in office is necessary and sufficient to make a decision of the Board of Directors. An abstention does not reduce the number of affirmative votes required to pass motion.

All decisions requiring a vote must have a clearly stated motion, a second and a vote that must be recorded in the written minutes. Each member of the Board of Directors will have one vote. At the request of any Director, the names will be recorded in the minutes of each Director who voted for, against or abstained on a particular motion.

## 1.2 Proxies

If a quorum is not present at a meeting, the Board of Directors can use Proxies to make up the quorum for a vote. Vote by proxy is allowed at any meeting of the Board of Directors or as a part of any decision by the Board. The quorum is based on attendance at meetings in person or by proxy, as long as the proxy authorization is provided in writing to the Board prior to meeting. The principal with the proxy who votes on behalf of absent member must be a current member of the Board of Directors

## **Section 2. Meetings**

### *2.1 Frequency*

The Board must meet at least 6 times yearly, monthly meetings being preferable. Meetings of the Board of Directors may be called by the President, or a majority of the Directors in office. Roberts Rules of Order may be consulted for guidance but shall not be binding.

### *2.2 Annual Meeting*

The annual meeting shall be set at the time and place by Board resolution and communicated to in a manner consistent with its intended purpose. Election of Officers will take place at the annual meeting. If the Officers are not elected at the annual meeting, they may be elected at a special meeting held for that purpose.

### *2.3 Executive Session*

The Board President or the Board by majority vote of the Directors present may at any time decide to go into executive session. Executive session shall be used when the Board deems it is necessary to protect the confidentiality of the matters to be considered. Executive session meetings may be attended only by members of the Board of Directors and any guests the Board invites to attend the meeting. A Director may be excluded from any portion of executive session meetings in which matters will be considered that present a conflict of interest for that Director. Minutes shall be properly recorded but shall only be read or approved at a subsequent Executive Session if there is a need to continue to insure the confidentiality of the matters contained in the minutes. The Secretary shall take care to record in the minutes only the motions passed and information essential to comply with the law in order to protect the confidential nature of Executive Sessions.

## *2.4 Manner of Meeting*

Board of Directors meetings may be conducted by telephone, video conferencing, and internet based communications or other methods so long as all participating Directors may simultaneously hear and speak with each other. A Director participating in such a meeting is deemed present for purpose of a quorum.

## *2.5 Informal Action by the Board of Directors*

Any action required or permitted to be taken by the Board of Directors at a meeting may be taken without a meeting if consented in writing, setting forth the action so taken, shall be agreed by the consensus of a quorum. For purposes of this section an e-mail transmission from an e-mail address on record constitutes a valid writing. The intent of this provision is to allow the Board of Directors to use email to approve actions, as long as a quorum of Board members gives consent.

## *2.6 Meeting Notice*

Notice must be given to each member of the Board of Directors of every meeting of the Board, stating the date, time and location of the meeting and the purpose of the meeting. The notice must be given not less than 2 (two) days in advance of the meeting if delivered by telephone conversation or in person and not less than 7 (seven) days in advance if delivered by first class mail, e-mail, text or fax to an address provided by the individual Director. The Board may, by resolution, establish or change the dates for regularly scheduled meetings with proper notice given to all Directors. A Director may waive the right to receive advance notice of a Board meeting if presented to the Secretary in writing and preserved in the records of the Corporation. The attendance of a Director at any Board meeting without specific objection to having received a meeting notice constitutes a waiver of the right to receive full notice of that meeting.

## **Article 7. Officers**

The Officers are Board Directors of the Corporation and must carry out the policies and decisions of the Board of Directors as directed by the Board. Officers must include a President, Secretary and Treasurer and may also include a Vice President or any other Officers as the Board may desire.

### **Section 1. Positions**

#### *1.1 President*

The President is the principal Officer of the Corporation and will in general, supervise or oversee the supervision of all of the affairs of the Corporation. The president will preside at all meetings of the Board of Directors.

#### *1.2 Vice President*

In the absence of the President or in the event of the President's inability to act, the Vice President performs the duties of the President. The Vice President, when acting as President has all the powers of and is subject to all restrictions of President. More than one position of Vice President may be created and their duties clarified in an ordinary resolution of the Board.

### *1.3 Secretary*

The Secretary must perform or oversee the performance of the following duties:

- Record and keep the minutes of the meetings of the members of the Board of Directors or any Board committees.
- See that all notices are duly given in accordance with the provision of these Bylaws or as required by law.
- Be custodian of the corporate records; keep a register of each Director's mailing address; ensure that all state and federal reports are prepared and filed in a timely fashion.
- Perform or oversee all duties incident to the office of Secretary.

The Secretary may delegate some of these tasks but remains responsible for their proper completion.

### *1.4 Treasurer*

The Treasurer must perform or oversee the performance of the following duties:

- Keep and maintain adequate and correct books and accounts of Corporation properties and business transactions.
- Prepare full and accurate financial records on a timely basis of all of the income, expenses and assets of the Corporation.
- Present reports at Board meetings on the financial affairs of the Corporation and provide financial information necessary to prepare and file the required reports to state and federal government agencies.

The Treasurer may delegate some of these responsibilities but remains responsible for their proper completion.

## ***Section 2. Elections of Officers***

The Board may prepare and adopt by resolution a formal written policy regarding the details of the Board Officers election process including procedures for the announcement of elections and the solicitation of nominees and the schedule and procedures that must be used to hold elections.

Nominees for Officer positions on the Board of Directors must have exhibited an interest in and a commitment to the purposes of the Corporation and must have expertise in dog rescue work relevant to the needs of the organization.

Nominations for new Officers may be made by the Board of Directors, by individual Board members, and/or qualified Volunteers. All nominees should be fairly considered based on the individual's expertise and commitment to the work of the Corporation.

The annual election meeting shall be set at a time and place by Board resolution and communicated to in a manner consistent with its intended purpose. If the Officers are not elected at an annual meeting, they may be elected at a special meeting held for that purpose.

### **Section 3. Terms**

Officers will hold office for a term of 2 years. There is a limit to 3 consecutive terms. There is a mandatory 1 year hiatus before an Officer can resume the same office after reaching the term limit of that office.

### **Section 4. Non-Director Officers**

The Board of Directors may designate additional Officer positions of the Corporation and may appoint and assign duties to other non-Director Officers for the Corporation.

### **Section 5. Non-Liability of Directors/Officers**

The Directors/Officers shall not be personally liable for the debts, liabilities, or other obligations of the Corporation. There shall be no personal liability to a third party for monetary damages on the part of a Director or Officer caused by the Director's or Officer's negligent act or omission in the performance of that person's duties as a Director or Officer, except as provided by Law.

## **Article 8. Indemnification and Insurance**

### **Section 1. Indemnification by Corporation of Directors, Officers, Volunteers, and other agents**

This Corporation shall indemnify its Directors, Officers, Volunteers and other persons, including persons formally occupying any such positions, against all expenses, judgments, fines, settlements, and other amounts and reasonably incurred by them in connection with any "proceeding," as that term is used in that section, and including an action by or in the right of the corporation, by reason of the fact that the person is or was a person described in Corp. Code section 5238(a). "Expenses," as used in this Bylaw, shall have the same meaning as in that section of the Corporations Code.

### **Section 2. Insurance for Corporate Agents**

This Corporation shall have the right to purchase and maintain insurance to the full extent permitted by law on behalf of its Directors, Officers, and other agents, to cover any liability asserted against or incurred by any Director, Officer, or agent in such capacity or arising from the Director's, Officer's or agent's status as such.

## **Article 9. Committees**

The Board may establish any committee including standing committees or temporary committees, with a resolution by the Board. Such resolution must name the committee and the purpose of the committee and must state whether it is a Board committee or a non-Board committee.

### **Section 1. Board Committee**

Board Committees are established by the Board which has delegated part of the power of the whole Board to authorize expenditures, approve amendments to budgets, set policies and authorize programs and activities. Such Committees must be established by the affirmative vote of at least a majority of all Directors then in office. Every member of a Board Committee must be appointed by the Board

Board Committees must consist of one or more Directors and must follow the meeting requirements that the Board of Directors itself must follow including:

- Proper meeting notice.
- Having a quorum to conduct votes.
- Passage of motions.
- Writing minutes and filing them with the Board Secretary.

### **Section 2. *Non-Board Committee***

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 make decisions for the Corporation. Such Committees are established through a resolution adopted by the Directors present at a properly called meeting. The Board may appoint the members of the Non-Board Committees or delegate this task to the President or the Committee Chair.

## **Article 10. *Other Provisions***

### **Section 1. *Compensation***

No Officer or member of the Board of Directors will receive any compensation for fulfilling the responsibilities of a member of the Board or as an Officer of the Board as defined in these Bylaws. However the Corporation may pay Officers and Board members for services performed as independent contractors as long as the required rules for avoiding conflicts of interest are followed.

### **Section 2. *Conflict of Interest***

A conflict of interest is always present whenever the Corporation pays money or other form of compensation or provides any tangible benefits to any Officer or member of the Board of Directors or to a member of a Director's or Officer's family. All transactions involving conflicts of interest must be approved using the following procedures: Conflict of interest transactions must be approved by the full Board of Directors; they cannot be approved solely by an Officer of the Board or by a committee. Directors and Officers who have a conflict of interest in any matter must declare the existence of any conflict of interest, disclose the details of the proposed transaction on the record, abstain from voting on that matter and leave the room when the vote is taken and until the votes have been counted. Minutes must be recorded. The Board must ensure that all transactions involving a conflict of interest are fair to the Corporation and that no special benefits inure to any given person. The information relied upon by the Board must be recorded in the minutes. All conflict of interest transactions must be approved by the affirmative vote of a majority of all the members of the Board of Directors who do not have a conflict of interest involved in the issue as long as no less than two disinterested Directors vote to approve of the transaction.

### **Section 3. *Financial and Operational Year***

The Tax and Operations year of the Corporation is the calendar year January 1 to December 31.

### **Section 4. *Execution of Instruments, Deposits, Funds and Gifts***

The Board, may by resolution, authorize any Officer or agent of the Corporation to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Corporation, and such authority may be general or confined to specific instances.



Checks, drafts, promissory notes, orders for the payment of money, and other evidence of indebtedness of the Corporation shall be signed by the Treasurer and/or by a Board designated person of the Corporation, except as otherwise specifically determined by resolution of the Board or otherwise required by law.

All funds of the Corporation shall be deposited to the credit of the Corporation in banks, trust companies, or other depositories as the Board may select.

The Board may accept on behalf of the Corporation any contribution, gift, bequest, or devise for the charitable or public purposes of this Corporation.

### **Article 11. Books and Records Keeping**

The Corporation shall keep at its principal office:

- Minutes of all meetings of Directors and Committees of the Board, noting the time and place of meetings with names of those present and the proceedings.
- Books and records of account, including accounts of its business transactions and accounts of its assets, liabilities, receipts, and disbursements.
- A copy of the Corporation's Articles of Incorporation and these Bylaws, including any amendments to date.
- Copies of filings made to the IRS, the California Franchise Tax Board, California Secretary of State and California Attorney General required by statute or regulation, are available to the public. Tax records should be retained for at least seven years from the date of filing the applicable return.

#### **Section 1. Retention Periods**

Corporate documents such as Bylaws, Articles of Incorporation, IRS form 1023 and application for exemption: Permanently

Tax records: 7 years from date of filing

Board and Board Committee Materials : Meeting Minutes retained in perpetuity

Press Releases/Public Filings : Permanently

Legal Files : Generally 10 years

Marketing and Sales Documents: Generally 3 years or 3 years beyond the life of any agreement

Contracts: 3 years beyond the life of agreement

Correspondence: 2 years

Banking and Accounting: 7 years

Insurance: Permanently

Audit Records: External - permanently, Internal - 7 years

Electronic Mail - print in hard copy and kept in appropriate file or download to computer file and Retention depends upon subject matter as covered above.

## **Article 12. *Transparency, Accountability and Non-discriminatory Policy***

The Corporation does not discriminate in the delivery of its services to the public and does not discriminate for or against any person on the basis of ethnicity, nationality, place of origin, religion, gender, sexual orientation, marital status, familial status, economic status, age or mental or physical ability. The Corporation will practice and encourage transparency and accountability to the general public by making full and accurate information about its mission, activities, finances, procedures and governance publicly available. This policy will:

- Indicate which documents and materials produced by the Corporation are open to Directors, Volunteers and/or the public.
- Indicate which documents and materials produced by the Corporation are closed to Directors, Volunteers and/or the public.
- Specify the procedures whereby the open/closed status of documents and materials can be altered.

### **Section 1. *Board***

All Board deliberations shall be open to Directors and Volunteers except where the Board passes a motion to make any specific portion confidential.

All Board minutes shall be open to Directors and Volunteers once accepted by the Board, except where the Board passes a motion to make any specific portion confidential.

### **Section 2. *Director/Volunteer Records***

No Director/Volunteer records shall be made available to any person outside the Corporation except the authorized governmental agencies.

Within the Corporation, Director/Volunteer records shall be made available only to those persons with managerial or personnel responsibilities for that Director/Volunteer except that Volunteer records shall be made available to the Board when requested.

### **Section 3. *Donor Records***

No Donor records shall be made available to any other person outside the Corporation except the authorized governmental agencies or donors themselves.

Within the Corporation, Donor records shall be made available only to those persons with managerial or personnel responsibilities for dealing with those Donors except that Donor records shall be made available to the Board when requested.

**Article 13. Amendments to the Bylaws**

Any amendment to the Bylaws may be adopted by approval of a majority of Directors then currently in office.

**Certificate of Adoption of Bylaws**

I do hereby certify that the above stated Bylaws of Fetchin' Retrievers Rescue were approved by the Fetchin' Retrievers Rescue Board of Directors and constitute a complete copy of the Bylaws of the Corporation.

Secretary:

Name *Sandy Diamond* Date *October 28, 2019*