

BYLAWS OF
WE LOVE CHINESE CRESTEDS ANIMAL RESCUE

The undersigned incorporator(s) is an (are) individual(s) 18 years of age or older and adopt the following articles of incorporation to form a nonprofit corporation.

ARTICLE I — NAME AND PURPOSE

Section 1: Name: The name of the organization shall be We Love Chinese Cresteds Animal Rescue (herein referred to as WLCCAR). It shall be a nonprofit organization incorporated under the laws of the State of Alabama.

Section 2: Purpose: WLCCAR is organized exclusively for the prevention of abandonment and cruelty to animals.

The purpose of this corporation is to:

- Prevent the needless death of dogs
- Prevent abandonment by owners
- Rescue and re-home unwanted dogs
- Rehabilitate abused and neglected dogs
- Reduce the stress placed on humane societies

ARTICLE II — MEMBERSHIP

Section 1 – Membership: Membership shall consist of the board of directors.

ARTICLE III — BOARD OF DIRECTORS

Section 1 - Board role, size, and compensation: The board is responsible for overall policy and direction of the association, and delegation of responsibility of day-to-day operations to the staff and committees. The board shall have up to 6, but not fewer than 3, members. The board receives no compensation other than reasonable expenses.

Section 2 - Terms: All board members shall serve one-year terms but are eligible for re-election for up to five consecutive terms. This does not apply to the founder of WLCCAR, who will serve as the board president for a life term unless voluntarily resigning.

Section 3 - Meetings and notice: The board shall meet or attend by conference call at least once a year, at an agreed upon time and place. An official board meeting requires that each board member have written notice at least two weeks in advance. Board meetings can be called upon by a majority consensus on an as needed basis.

Section 4 - Board elections: During the last quarter of each fiscal year of the corporation, the board of directors shall elect members to replace those whose terms will expire at the end of the fiscal year. This election shall take place during a regular meeting of the directors, called in accordance with the provisions of these bylaws.

Section 5 - *Election procedures*: New directors shall be elected by a majority of directors present at such a meeting, provided there is a quorum present. Directors so elected shall serve a term beginning on the first day of the next fiscal year.

Section 6 - *Quorum*: A quorum must be attended physically or by conference call by at least two board members for business transactions to take place and motions to pass.

Section 7 - *Officers and Duties*: There shall be six officers of the board, consisting of a chair, vice-chair, secretary, treasurer, social media liaison and training advisor. Their duties are as follows:

The president shall convene regularly scheduled board meetings, shall preside or arrange for other members of the Executive Committee to preside at each meeting in the following order: vice-chair, secretary.

The vice-president shall chair committees on special subjects as designated by the board as well as make a report at each board meeting.

The secretary shall be responsible for keeping records of board actions, including overseeing the taking of minutes at all board meetings, sending out meeting announcements, distributing copies of minutes and the agenda to each board member, and assuring that corporate records are maintained.

The treasurer shall chair the finance committee, assist in the preparation of the budget, help develop fundraising plans, and make financial information available to board members and the public.

The media liaison shall be responsible for maintaining the organizations Facebook page, sharing and promoting fundraising events, as well as keeping the page active.

The director shall be responsible for advising foster homes and other board members on proper dog training and assist with website information.

Section 8 - *Vacancies*: When a vacancy on the board exists mid-term, the secretary must receive nominations for new members from present board members two weeks in advance of a board meeting. These nominations shall be sent out to board members with the regular board meeting announcement, to be voted upon at the next board meeting. These vacancies will be filled only to the end of the particular board member's term.

Section 9 - *Resignation, termination, and absences*: Resignation from the board must be in writing and received by the secretary. A board member shall be terminated from the board if they fail to perform their responsibilities in accordance with the provisions of these by-laws. This termination will be voted upon with majority vote by the remaining board members.

Section 10 - *Special meetings*: Special meetings of the board shall be called upon the request of a majority of the board members. Notices of special meetings shall be sent out by the secretary to each board member at least two weeks in advance.

ARTICLE IV — COMMITTEES

Section 1 - *Committee formation*: The board may create committees as needed, such as fundraising, housing, public relations, data collection, etc. The board chair appoints all committee chairs.

Section 2 - *Executive Committee*: The three officers (chair, vice-chair and secretary) serve as the members of the Executive Committee. Except for the power to amend the Articles of Incorporation and By-Laws, the Executive Committee shall have all the powers and authority of the board of directors in the intervals

between meetings of the board of directors. The Executive Committee is subject to the direction and control of the full board.

Section 3 - *Finance Committee*: The treasurer is the chair of the Finance Committee, which includes at least two other board members. The Finance Committee is responsible for developing and reviewing fiscal procedures, fundraising plans, and the annual budget with staff and other board members. The board must approve the budget and all expenditures must be within budget. Any major change in the budget must be approved by the board or the Executive Committee. The fiscal year shall be the calendar year. Annual reports are required to be submitted to the board showing income, expenditures, and pending income. The financial records of the organization are public information and shall be made available to the membership, board members, and the public.

ARTICLE V — DIRECTOR AND STAFF

Section 1 - *Executive Director*: The executive director is hired by the board. The executive director has day-to-day responsibilities for the organization, including carrying out the organization's goals and policies. The executive director will attend all board meetings, report on the progress of the organization, answer questions of the board members and carry out the duties described in the job description. The board can designate other duties as necessary. If necessary, the duties of the executive director fall upon the board chair.

ARTICLE VI – AMENDMENTS

Section 1 - Amendments: These bylaws may be amended when necessary by a majority of the board of directors. Proposed amendments must be submitted to the secretary to be sent out with regular board announcements.