

Bylaws of
Animal League of Gaston County, Inc.
A nonprofit corporation

ARTICLE I
Organization

1. The name of the organization shall be **Animal League of Gaston County.**
2. The Principal Office of this Corporation shall be in the City of **Gastonia**, County of **Gaston**, State of **North Carolina**, and, if so required by State Laws, the Corporation shall have Registered Office in the City of **Gastonia**, County of **Gaston**, State of **North Carolina**, and a Registered Agent whose office may or may not be identified with the Registered Office. The addresses of each of these offices may be changed from time to time by the Board of Directors.
3. 3. In the event the corporation is dissolved, the assets of the corporation will be distributed in accordance with the laws of NC for non-profits. The Board will designate the nonprofit corporation to receive the assets.

ARTICLE II
Purposes

The following are the purposes for which this organization has been organized: To promote companion animal welfare in the community through advocacy, education and service.

Our goals include but are not limited to:

Advocacy:

1. To foster an ethic of compassion through the humane treatment of animals by way of cooperative participation on citizen's advisory committees and volunteer work at the county animal shelter

Education:

1. An ongoing information and referral service about animal welfare issues
2. Seminars and conferences promoting companion animal welfare and the human/animal bond
3. Attendance at public events to promote community awareness

Service:

1. A temporary/foster home for homeless dogs and cats with an active adoption program
2. Provide assistance for low cost spays and neuters
3. Cruelty intervention

ARTICLE III
Membership

Section 1: Voting Members

The **Animal League of Gaston County** fiscal calendar year is January 1 through December 31. Voting membership in this organization shall be open to all who pay annual membership dues to be received by the Treasurer by January 31 of each year. Those members who join after June 30 will be charged half the membership fee.

Classes of voting members and dues are as follows:

Single: \$25

Family (up to 6 individuals): \$40

Senior: \$15 (for members age 60 and older)

Members will have the right to vote at the annual meeting to elect the Board of Directors if they are in good standing 30 days prior to the date of the annual meeting. In order to be a member in good standing, dues must be paid in full and received personally by the Treasurer or postmarked no later than January 31. Nominees to the Board must also be members in good standing. Voting members are entitled to notice of, and to vote at, such meetings.

The right of the members to vote shall cease upon termination of his/her membership. No member shall be entitled to share in the distribution of corporate assets upon the dissolution of the Corporation.

Section 2: Non-Voting Members

Junior member is under the age of eighteen (18) - \$5 per calendar year.

Corporate Sponsor member - \$50 per calendar year.

Section 3: Resignation and Termination of members

- A. Resignation – Any member may resign from the Corporation by delivering a written resignation to the President or Secretary of the Corporation or by letting their membership lapse through non-payment of dues.
- B. Termination – The Board, for good cause, shall decide by at least five votes, to terminate a member only after a thorough review of a written complaint has merit, then the subject member shall be notified by certified mail and given two weeks to respond to the complaint. After the subject member’s response is received and reviewed, the Board will have three options:
 - (i) To drop the investigation
 - (ii) To terminate the membership
 - (iii) To notify the subject member in writing of the Board’s concerns

A vote of five votes of the Board of Directors shall be required to reinstate any member who has been terminated.

ARTICLE IV
Meetings

Section 1: Annual Meeting

- A. The annual membership meeting of this organization shall be held on the first Monday of March, except if such day is a legal holiday then the Board of Directors shall fix the day but it shall not be more than two weeks from the date fixed by these by-laws.

- B. The purpose of the meeting is to elect the Board of Directors and to deliver an annual report to the members. This report shall include, but not limited to:
 - (i) A full financial report
 - (ii) A full report on the organization's activities for the upcoming year
 - (iii) A full report on goals for the following year

- C. Annual reports will be mailed to Corporate Sponsor members.

Section 2: Notice of the annual meeting

The Secretary shall mail to every member in good standing at his or her address as it appears in the membership roll book in this organization a notice telling the time and place of such annual meeting. This mailing will also include a list of nominees for the Board of Directors. Notice shall not be made less than 15 days or more 30 days before the meeting.

Section 3: Quorum for annual meeting

At the annual meeting of members of the Corporation, the presence of ten members shall be necessary to constitute a quorum to conduct business. The act of a majority of the members present at which there is a quorum shall be the act of the full membership, except as may be otherwise specifically provided by statute.

Section 4: Working meetings

- A. Working board meetings of this organization may be called by the President when s/he deems it for the best interest of the organization. Notices of such meetings shall be mailed or emailed to all members at their addresses as they appear in the membership roll book at least seven days before the scheduled date set for such working meeting. Such notice shall state the reasons that such meeting has been called, the business to be transacted at such meeting and by whom it was called. At the request of any member of the Board of Directors or request of a member of the organization, the President shall cause a working meeting to be called but such request must be made in writing at least ten days before the requested schedule date.
- B. No other business but that specified in the notice may be transacted at such working meeting without the unanimous consent of all present at such meeting.
- C. Non-Board Members can attend; however, they cannot participate.

ARTICLE V
Voting

Section 1: Election of a Board of Directors

For election of directors, a nominating committee of three members shall be appointed by the Board of Directors at the November Board Meeting and shall include at least one current member of the Board of Directors. The nominating committee shall be responsible for sending out a notice asking for nominations and shall offer a slate of candidates to the Secretary of the organization, who will then prepare and mail the listing nominees for the Board of Directors. This list shall be mailed to each member along with the notice of the meeting.

All voting must be done in person at the annual meeting. No mail-in ballots will be allowed. There shall not appear any place on such ballot that might tend to indicate the person who cast the ballot.

All elections will be decided upon a simple majority of ballots. Ties shall be decided by a vote of the nominating committee.

ARTICLE VI
Director and Member Inspection Rights

Any member or director has the right to inspect the organization's books and records. Such records may either be viewed or copied at member's expense at the registered office of the organization, or a copy of such records will be mailed to the member at a fee that covers copying and postage. This will be done within 30 days of the request.

ARTICLE VII
Board of Directors

Section 1: Board of Directors

No employee of algc can serve on the board of directors, but may serve as consultants to the board.

A Board of Directors consisting of seven members, three members at large and four officers shall manage the business of this organization. All directors elected shall be residents of the State of North Carolina or South Carolina.

Section 2: Terms of office

All directors elected for the ensuing year at the annual meeting of this organization shall take office immediately following their election and serve for a term of two years.

Officers will be chosen by a show-of-hands of the newly elected Board of Directors immediately following the adjournment of the annual meeting and shall serve a one year term.

The Board of Directors will be organized in such a way that terms are staggered.

All members may be re-elected to one additional term, so that no member of the Board of Directors or officer may serve more than four consecutive years.

The President can serve no more than two consecutive years.

Section 3: Responsibility of the Board of Directors

The Board of Directors shall have the control and management of the affairs and business of this organization. Such Board of Directors shall only act in the name of the organization when it shall be regularly convened by its President after due notice to all the directors of such meeting. Meetings of the Board of Directors shall be held monthly at a time and place as stated in meeting notice. The meeting shall include:

- a. An agenda for the meeting
- b. Minutes from the previous meeting
- c. A financial report

Section 4: Board of Directors Meetings

A. Quorum for Board of Directors

Five Board of Directors shall constitute a quorum.

B. Voting

Each director shall have one vote and such voting may not be done by proxy. All voting shall be done by a show-of-hands.

If a quorum is not met, an alternate(s) member-at-large may be selected by the Board to vote on the approval of the Treasury Report and Meeting Minutes only.

1.) Procedure

- i. All meetings of the Board of Directors, including the annual meeting, shall be conducted under Robert's Rule of Order.
- ii. All meetings of the Board of Directors, including the annual meeting, shall be conducted under the NC Open Meetings Law, that is, all discussion and action must take place in a meeting open to the membership and public. Discussion of personnel matters or discussing the acquisition of property may take place in a closed meeting of the directors.

- iii. All regular meetings will be open to the general membership and the public. At the end of each meeting, before adjourning, the President will open the floor for public comment or concerns for a period of no more than 30 minutes.

Section 5: Vacancies

Vacancies in the Board of Directors shall be filled by a vote of the majority of the remaining members of the Board of Directors for the balance of the term. This appointment will be made at the next regularly scheduled Board of Directors meeting. The President of the organization by virtue of his or her office shall be Chairman of the Board of Directors.

Section 6: Removal

The Board of Directors serves at the pleasure of the membership.

A. Removal without cause

A director may be removed without cause by a vote of three-fourths of the membership.

B. Removal with cause

A director may be removed when sufficient cause exists for such removal. The Board of Directors may entertain charges against any director and removal will follow the same procedure as outlined for the removal of a member as set in the Article III, Section B of these bylaws. A director may be represented by counsel during any removal hearing.

Section 7: Participation

A volunteer commitment to serve as a member of the Board of Directors assumes acceptance of a variety of personal responsibilities, including:

- A. Attendance at board meetings, working meetings and annual meetings. Any Board member who is absent from three consecutive Board meetings without being excused by the President shall be deemed to have resigned from office and the vacancy shall be filled as provided by these bylaws. Excused absences notwithstanding, fourth absence shall result in automatic dismissal from the board.
- B. A willingness to give freely and enthusiastically of time and expertise.
- C. A thorough understanding and belief in the issues, policies, goals and objectives of the corporation.

Section 8: Chairman

At all meetings of the Board of Directors, the President or Vice President, or in their absence a Chairman chosen by the Directors shall preside.

ARTICLE VIII
Order of Business

1. Review and approval of the minutes of the preceding meeting
2. Treasurer's report
3. Officer's report
4. Committee reports
5. Old and unfinished business
6. New business
7. Member concerns
8. Adjournment

ARTICLE IX
Officers

The initial officers of the organization shall be as follows:

President
Vice President
Secretary
Treasurer

Section 1: President

1. The President shall preside at all membership meetings.
2. S/He shall by virtue of his or her office is Chairman of the Board of Directors.
3. S/He shall present at each annual meeting of the organization an annual report of the work of the organization.
4. S/He shall see all books, reports and certificates required by law are properly kept or filed.
5. S/He shall be one of the officers who may sign the checks or drafts of the organization.
6. S/He shall have such powers as may be reasonably construed as belonging to the chief executive of any organization.

Section 2: Vice President

The Vice President shall in the event of the absence or inability of the President to exercise his or her office become acting President of the organization with all the rights, privileges and powers as if s/he had been the duly elected President.

S/He shall assist the President in all matters pertaining to the organization and the operations of the corporation.

Section 3: Secretary

1. The Secretary shall maintain the minutes and records of the organization.
2. It shall be his or her duty to file any certificate required by any statute, federal or state.
3. S/He shall give and serve general membership notice.
4. S/He shall be the official custodian of the records and seal of this organization.
5. S/He may be one of the officers required to sign the checks and drafts of the organization.
6. S/He shall present to the membership at any meetings any communication addressed to him as Secretary of the organization.
7. S/He shall attend to all correspondence of the organization and shall exercise all duties incident to the office of the Secretary.

Section 4: Treasurer

1. The Treasurer shall have the care and custody of all monies belonging to the organization and shall be solely responsible for such monies or securities of the organization.
2. S/He must be one of the officers who shall sign checks or drafts of the organization. No special fund may be set aside that shall make it unnecessary for the Treasurer to sign the checks issued upon it.
3. S/He shall render at stated periods as the Board of Directors shall determine a written account of the finances of the organization and such report shall be physically affixed to the minutes of the Board of the Directors of such meeting. Financial reports shall include detail of revenues and detail of expenditures.
4. S/He shall exercise all duties incident to the office of the Treasurer.

No officer shall for reason of his or her office be entitled to receive any salary or compensation from the animal league of Gaston County.

ARTICLE X
Employees

The Board of Directors shall hire and fix the compensation of any and all employees, which they in their discretion may determine to be necessary for the conduct of the business of the organization.

No employee of the animal league of Gaston County shall be eligible to serve on the board of directors, but can act as consultants to the board.

ARTICLE XI
Committees

The Board of Directors shall appoint all committees of this organization and their term of office shall be for a period of one year.

ARTICLE XII
Amendments

- A. These bylaws may be altered, amended, repealed or added to by an affirmative vote of not less than a number equaling five of members of the Board of Directors.
- B. The board shall review these bylaws and shall propose any necessary revisions at least once every five years.

ARTICLE XIII
Agents and Representatives

The Board of Directors may appoint such agents and representatives of the Corporation with such powers and to perform such acts or duties on behalf of the Corporation as the Board of Directors may see fit, so far as may be consistent with these bylaws, and to extend authorized or permitted by law.

ARTICLE XIV
Period of Accounting and Reporting

The fiscal year shall begin on January 1 and end of December 31 of each year.

Amended: August 13, 2012