

# **BYLAWS**

## **COMMUNITY ANIMAL WELFARE SOCIETY**

Original Bylaws Adopted: March, 1994

Amended Version Adopted: September, 2016

2<sup>nd</sup> Amended Version Adopted: January, 2019

**BYLAWS  
COMMUNITY ANIMAL WELFARE SOCIETY**

(formed under the Utah Nonprofit Corporation and Co-operative Association Act)

**I. GENERAL PROVISIONS****Section 1.1. Offices.**

The principal office of the Corporation shall be at the location within or without Utah as determined from time to time by the Board of Directors. The Corporation may maintain additional offices at such other places as the Board of Directors may designate. The Corporation shall continuously maintain within Utah a registered office at such place as may be designated by the Board of Directors.

**Section 1.2. Purpose.**

The purpose of the Corporation is to work with the community to help animals. It is organized to operate for charitable and educational activities as provided by law.

**Section 1.3. Non-discrimination.**

The Corporation and those acting on its behalf in an official capacity do not discriminate on the basis of race, color, religion (creed), gender, gender expression, age, national origin (ancestry), disability, marital status, sexual orientation, or veteran status.

**II. MEMBERSHIP****Section 2.1. Members.**

The Corporation shall have no members.

**III. BOARD OF DIRECTORS****Section 3.1 General Powers.**

Subject to the limitations of the Articles of Incorporation and these Bylaws, all corporate powers shall be exercised by or under the authority of the Board of Directors, and the management and affairs of the Corporation shall be controlled by the Board of Directors. The directors need not be residents of Utah.

**Section 3.2 Number of Directors.**

The number of directors of the Corporation shall be at least three. The Board may increase or decrease the number of directors from time to time by majority vote of the Board. No change in the number of directors shall have the effect of shortening the term of any incumbent director. The Board may also designate one or more ex officio member positions.

**Section 3.3 Election and Term of Directors.**

The initial Board of Directors of the Corporation shall consist of those persons named in the Articles of Incorporation. The initial directors shall hold office until the first annual election of directors. Thereafter at each annual meeting of the Board of Directors, the Board shall elect directors for any open positions. Current directors who run for another term shall not vote in the election of their own office. Each director shall hold office for a term of two years, until the next election for that position and until a successor has been elected and qualified. Terms shall begin on January 1 of the year following the election, or, in the case of a mid-year special election to fill a vacancy, for the remainder of that position's term (see also Section 3.4).

Terms shall be staggered so that in a given year, approximately half of the directorships will be subject to election, as designated by the Board. No changes to the length of a term by the Board

shall have the effect of shortening the term of any incumbent director. Directors may be elected for a maximum of four consecutive terms. Once this term limit has been reached, a director shall leave the Board for at least one year before standing for election to another directorship position. Changes to term limits shall not have the effect of shortening the term of any incumbent director nor shall be applied retroactively.

#### **Section 3.4 Vacancies.**

Any vacancy occurring in the Board of Directors and any directorship to be filled by reason of an increase in the number of directors may be filled by the affirmative vote of a majority of the directors then in office at any time during the year. A director elected to fill a vacancy shall be elected for the unexpired term of his or her predecessor in office and until a successor is elected, qualified, and begins a new term on the regular schedule.

#### **Section 3.5 Removal or Resignation of Directors.**

A director may be removed with or without cause at any time by action of the Board, provided that the action is taken at a meeting of the Board expressly for that purpose. Except as otherwise required by law, any director of the Corporation may resign at any time by giving written notice to the Board or to the President or to the Secretary of the Corporation. The resignation is effective at the time specified in the written notice, and unless otherwise specified therein, no acceptance of the resignation is necessary to make it effective.

#### **Section 3.6 Quorum of Directors and Action by the Board.**

Unless a greater proportion is required by law, a majority of the number of directors constitutes a quorum for the transaction of business. Except as otherwise provided by law, by the Articles of Incorporation, or these Bylaws, the act of a majority of the directors present at a meeting at which a quorum is present shall be the act of the Board. Ex officio position holders are not voting members and do not count towards a quorum.

#### **Section 3.7 Meetings of the Board.**

Meetings of the Board of Directors, regular or special, may be held at such place within or without Utah, and upon such notice as may be prescribed by resolution of the Board of Directors. A director's attendance at any meeting shall constitute waiver of notice of the meeting, excepting the attendance at a meeting by the director for the purpose of objecting to the transaction of business because the meeting is not lawfully called or convened. Except when required by these Bylaws, neither the business to be transacted at nor the purpose of any regular or special meeting of the Board of Directors need be specified in the notice or waiver of the meeting.

#### **Section 3.8 Informal Action by Directors; Meetings by Conference Call.**

Unless otherwise restricted by the Articles of Incorporation or these Bylaws, any action of the Board of Directors may be taken without a meeting if consent in writing setting forth the action so taken signed by all of the directors is filed in the minutes of the Board of Directors. Unless otherwise restricted by the Articles of Incorporation or these Bylaws, any or all directors may participate in a meeting of the Board of Directors by means of a conference telephone or similar communications equipment by which all persons participating can communicate with each other at the same time, and participation by such means shall constitute presence in person at such a meeting.

#### **Section 3.9 Compensation of Directors.**

The Corporation may not pay any compensation to directors for Board services rendered to the Corporation, except that directors may be reimbursed for expenses incurred in the performance of their duties to the Corporation, in reasonable amounts as approved by the majority of the entire Board.

## **IV. BOARD OFFICERS**

### **Section 4.1 Board Officers.**

The Board of Directors shall elect or appoint a President, Secretary, and Treasurer and it may if it so determines, elect or appoint one or more Vice-Presidents and other officers and assistant officers as may be deemed necessary. If the Board of Directors so determines, the officers of the Corporation may be designated by such other titles as may be provided in the Articles of Incorporation or these Bylaws. Any two or more offices may be held by the same person except the offices of President, Treasurer, and Secretary.

### **Section 4.2 Term of Office and Removal.**

Each officer shall hold office for the term of one year beginning January 1, until the next election for that position and until a successor has been elected and qualified. Unless otherwise provided by resolution of the Board of Directors, all officers shall be elected or appointed at the annual meeting of the Board at which their term is expiring. Any officer may be removed by the Board of Directors whenever in its judgment the best interest of the Corporation will be served thereby; provided, however, that removal of an officer shall be without prejudice to his or her contract rights, if any, and the election or appointment of an officer shall not of itself create contract rights.

### **Section 4.3 Vacancies.**

Vacancies in offices, however occasioned, may be filled at any time by election by the Board of Directors for the remainder of the unexpired terms.

### **Section 4.4 Powers and Duties.**

The President shall preside at all meetings of the Board of Directors or shall delegate such responsibility to another officer or director in case of absence. Subject to the control of the Board of Directors, the officers of the Board shall have such authority and perform such duties as usually pertain to their respective offices and such additional powers and duties specifically conferred by law, by the Articles of Incorporation, by these Bylaws, or as may be assigned to them from time to time by the Board of Directors.

### **Section 4.5 Agents and Employees.**

The Board of Directors may appoint, hire, or contract agents and employees who shall have such authority and perform such duties as may be prescribed by the Board. These may include an executive director or chief executive officer position and other corporate operational positions as deemed necessary by the Board. The Board may remove any agent or employee at any time with or without cause. Removal without cause shall be without prejudice to such person's contract rights, if any, and the appointment of such person shall not itself create contract rights.

### **Section 4.6 Compensation of Agents and Employees.**

The Corporation may pay compensation in reasonable amounts to agents and employees for services rendered, in such amount to be fixed by the Board, or if the Board delegates the power to any agent, or employee, then by such agent or employee. Agents and employees may also be reimbursed for expenses incurred in the performance of their duties to the Corporation, in reasonable amounts as approved by the majority of the entire Board or under authority delegated by the Board to an agent or employee. If authority has been delegated by the Board to agents or employees to approve certain payments, an agent or employee must still obtain approval from an authorized second party or the Board for his or her own compensation or reimbursement, i.e. he or she may not solely approve his or her own compensation or reimbursement. The Board may require agents or employees to give security for the faithful performance of their duties and may review such performance from time to time as deemed appropriate.

## **V. EXECUTIVE AND OTHER COMMITTEES**

### **Section 5.1 Creation of Committees.**

The Board of Directors may, by resolution adopted by a majority of the Board, designate one or more committees, including an Executive Committee, if so desired. Each committee that has and exercises the authority of the Board of Directors to the extent allowed in statute and as provided by the Board, shall include one or more directors. Except for the Executive Committee, members of other committees may also include agents, employees, or other qualified persons as approved by the Board and for terms as specified by the Board. Other committees not having and exercising the authority of the Board of Directors in the management of the Corporation, such as advisory committees, may be designated and appointed by resolution adopted by a majority of the directors present at a meeting at which a quorum is present. The designation and appointment of any committee and the delegation thereto of authority shall not operate to relieve the Board of Directors, or any individual director of any responsibility imposed upon the Board or the director by law.

### **Section 5.2 Executive Committee.**

The Executive Committee, if created, shall consist of current directors and shall include at least two officers of the Board. It shall consult with and advise the remaining members of the Board and appropriate agents or employees in the management of corporate affairs. It shall have and may exercise, to the extent provided in the resolution of the Board of Directors creating such Executive Committee, such powers of the Board of Directors as can be lawfully delegated by the Board.

### **Section 5.3 Meetings.**

Regular or special meetings of the Executive Committee and other committees may be held without notice at such time and at such place as shall from time to time be determined by the Executive Committee or such other committees.

### **Section 5.4 Quorum and Action by the Board.**

At all meeting of the Executive Committee or other committees, a majority of the committee's members then in office shall constitute a quorum for the transaction of business. The acts of a majority of the members of the Executive Committee or other committees present at any meeting at which there is a quorum shall be the act of such committee.

## **VI. MISCELLANEOUS**

### **Section 6.1 Fiscal Year.**

The fiscal year of the Corporation shall be the calendar year or such other period as may be fixed by the Board of Directors.

### **Section 6.2 Checks, Notes and Contracts.**

The Board of Directors shall determine who shall be authorized from time to time on the Corporation's behalf to sign checks, drafts, or other orders for payment of money; to sign acceptances, notes, or other evidence of indebtedness; to enter into contracts; or to execute and deliver other documents and instruments.

### **Section 6.3 Books and Records to be Kept.**

The Corporation shall keep at its principal office in Utah: { 1) correct and complete books and records of accounts; and { 2) minutes of the proceedings of the Board of Directors and any committee having any of the authority of the Board. The Board may authorize the keeping of electronic records for such documents, provided these documents are secure and accessible at all times from the principal office and as required by law. Documents shall be retained for at

minimum the length of time specified by law. The Board may establish or delegate authority to determine additional document retention, archiving, and destruction policies from time to time as deemed necessary that may exceed the terms specified in law.

#### **Section 6.4 Amendments of Articles and Bylaws.**

The Articles of Incorporation may be amended by a majority vote of the directors pursuant to Utah Code Ann. Section 16-6-50. Bylaws of the Corporation may be adopted, amended, or repealed by the Board of Directors.

#### **Section 6.5 Indemnification and Insurance.**

Unless otherwise prohibited by law, the Corporation may indemnify any director or officer, any former director or officer, any person who may have served at its request as a director or officer of another corporation, whether for-profit or nonprofit, and may, by resolution of the Board of Directors, indemnify any employee against any and all expenses and liabilities actually and necessarily incurred by him or her or imposed on him or her in connection with any claim, action, suit, or proceeding (whether actual or threatened, civil, criminal, administrative, or investigative, including appeals) to which he or she may be or is made a party by reason of being or having been such director, officer, or employee; subject to the limitation, however, that there shall be no indemnification in relation to matters as to which he or she is judged in such claim, action, suit, or proceeding to be guilty of a criminal offense or liable to the Corporation for damages arising out of his or her own negligence or misconduct in the performance of a duty of the Corporation. Amounts paid in indemnification of expenses of liabilities may include, but shall not be limited to, counsel fees and other fees; costs and disbursements; and judgments, fines, and penalties against, and amounts paid in settlement by, such director, officer, or employee. The Corporation may advance expenses to or where appropriate may itself, at its expense, undertake the defense of, any director, officer, or employee: provided, however, that such director, officer, or employee shall undertake to repay or to reimburse such expense if it should be ultimately determined that he or she is not entitled to indemnification under this Section. The provisions of the Section shall be applicable to claims, actions, suits, or proceedings made or commenced after the adoption hereof, whether arising from acts or omissions to act occurring before or after adoption hereof. The indemnification provided by this Section shall not be deemed exclusive of any other rights to which such director, officer, or employee may be entitled under any statute, Bylaw, agreement, vote of the Board of Directors, or otherwise and shall not restrict the power of the Corporation to make any indemnification permitted by law.

The Board of Directors may authorize the purchase of insurance on behalf of any director, officer, employee, or other agent against any liability asserted against or incurred by him or her which arises out of such person's status as a director, officer, employee, or agent or out of acts taken in such capacity, whether or not the Corporation would have the power to indemnify the person against that liability under law. In no case, shall the Corporation indemnify, reimburse, or insure any person for any taxes imposed on such individual under Chapter 42 of the Internal Revenue Code of 1986, as now in effect or as may hereafter be amended ("Code"). Further, if at any time the Corporation is deemed to be a private foundation within the meaning of Section 509 of the Code then, during such time no payment shall be made under this Section if such payment would constitute an act of self-dealing or a taxable expenditure as defined in Section 4941(d) or Section 4945(d), respectively of the Code. If any part of this Section shall be found in any action, suit, or proceeding to be invalid or ineffective, the validity and effectiveness of the remaining parts shall not be affected.

#### **Section 6.6 Loans to Directors and Officers.**

No loans shall be made by the Corporation to its directors, officers, agents, or employees.