

**By-Laws**  
**Of**  
**Cape Cod Disaster Animal**  
**Response Team**

**July 2008**  
**Revised: January 2010**

Cape Cod Disaster Animal Response Team  
(CCDART)  
By-Laws

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ARTICLE I – General

**Section 1.1 – Registered Name:**

The name of the organization shall be Cape Cod Disaster Animal Response Team, hereafter referred to as CCDART.

**Section 1.2 – Purpose of the Organization:**

CCDART will be organized and operate as *a charitable, non-profit, tax-exempt corporation*. CCDART is founded on a local, group development model designed to strengthen organized responses to emergencies.

The purpose of this non-profit, tax-exempt organization shall be to provide personal and public information, training, support, supplies and personnel for the purpose of planning, preparing and responding to aid animals in a disaster. Animals affected by disaster shall be described as, but not limited to, small and large animals including pets, farm and exotic animals.

CCDART will aid communities who seek to comply with the PETS Act (Pets Evacuation and Transportation Act), Federal Law # S.2548 & H.R. 3858 requiring that household pets and service animals be included in local and state evacuation plans. (Attachment #1)

A disaster is a threatening or occurring event of such destructive magnitude and force that it causes the dislocation and interruption of basic human and animal needs. Disasters include a natural or man-made emergency. A disaster produces a range and level of immediate suffering that cannot be promptly or adequately addressed by the affected people and it impedes them from initiating and proceeding with their recovery efforts. Natural disasters include hurricanes, tornadoes, floods, tidal waves, typhoons, winter storms, tsunamis, hail storms, wildfires, epidemics, and earthquakes. Human caused disasters, whether intentional or unintentional, include residential fires, building collapses, explosions, disease outbreaks, transportation accidents, hazardous material releases, and domestic acts of terrorism.

**Section 1.3 – Location:**

The principle office of the organization shall be located at PO Box 325, W. Barnstable, MA 02668. The primary area of service shall be Region 2 of the Massachusetts Emergency Management area, but response by the team may encompass state and/or

national service. The registered office may be moved to another location, as the Board of Directors may deem necessary.

**Section 1.4 – Affiliations:**

The organization shall be independent of all other organizations, but may network and respond to/with other disaster response teams at the local, state or national level. (See Attachment #2: A list of organizations with whom CCDART may cooperate.) CCDART is working to establish a Memorandum of Understanding agreement with the American Red Cross and local schools.

**Section 1.5 – Corporate Seal/Logo:**

The seal of the corporation shall, subject to alteration by the Board of Directors, bear in its name, the word “Massachusetts”, and the year of its incorporation.

**Section 1.6 – Limitations of the Organization:**

CCDART shall not engage in animal activist activities outside the specific purpose of the corporation nor will it promote any political candidate to benefit itself or its members. It will, however, support similar purposed individuals or organizations, as deemed appropriate by the Board of Directors.

**ARTICLE II – Members**

**Section 2.1 – Definition:**

Membership shall consist of the persons who have associated together in the formation of this organization and others initially appointed as directors.

The number of members shall not be limited initially. There shall be two categories of membership.

**Active Team Members:**

Those who complete enrollment and training in disaster services as outlined within the Standard Operating Procedures and who wish to participate in full disaster preparedness exercises, trainings and actual events.

**Associate Team Members:**

Those who cannot or do not wish to participate in disaster training, but who are valuable assets to the team for limited duties not directly related to disaster response.

A member is defined as one who attends fifty (50) percent of the membership meetings per year and demonstrates an active interest in disaster response for animals at some level.

The qualifications for general membership will be established and outlines in the Standard Operating Procedures. Membership will eventually be established upon recommendation of a Membership Committee, the Board of Directors, or by a majority vote of those present at the meeting of the organization.

**Section 2.2 – Duration of Membership:**

Each member shall renew their commitment to the organization on an annual basis at the *beginning of the calendar year* regardless of when they began as a member. Membership is not transferable or to be reassigned, but is based upon the requirements for active membership and adherence to the Standard Operating Procedures.

**Section 2.3 – Termination of Membership:**

A member may be terminated for any reason at any time without cause. The member's affiliation is voluntary and is an "at will" relationship. A member may be terminated by any officer of the corporation. A member may request reinstatement in writing to the Board of Directors. A member shall be reinstated by a two-thirds vote of the Board approving reinstatement.

**Section 2.4 – Voting Rights and Board Sub-Committees:**

Members at large shall have no direct vote on any corporate matters. Full voting power will be vested in the Board of Directors. However, members at large may participate on one of several Sub-Committees appointed by the Board of Directors to consider particular issues of interest to the organization and/or make recommendations to the Board for a formal vote. See Standard Operating Procedures for a list of Sub-Committees.

**ARTICLE III – Meetings**

**Section 3.1:**

The organization will operate based upon calendar year. An annual meeting shall be held within 60 days of the close of the calendar year, at which time the officers shall be elected. The newly elected will assume their positions immediately following this annual vote. General reports of the officers and committees, including CCDART's financial health, shall be presented at this meeting. The Board of Directors shall determine the exact place, date and time of the meeting. The Secretary/Clerk of the organization shall notify the Directors and members in writing (including by e-mail if appropriate) at least ten (10) days prior to the date of the annual meeting.

**Section 3.2:** (Note: See section 5.2 describing the duties of the President)

The term "President" hereafter refers to the President of the organization and the Chairman of the Board of Directors. Until such time that an Executive Director for the organization may be chosen, this term shall apply to the officer established to direct all



activities for CCDART as an agent if the Board of Directors. A Chairman may also be established for Sub-Committees, but is not to be confused with the term used for the Chairman of the Board. The President shall preside over all meetings of the directors at which he/she is present. If the President is not present, now a Vice-President as officer, a meeting Chairman shall be elected from among the directors present to preside over that meeting as the first order of business.

**Section 3.3:**

All meetings shall be conducted in compliance with all Massachusetts laws concerning such meetings.

**Section 3.4:**

The minutes of all meetings shall be recorded by the secretary. Minutes will include a written record of all business, a summary of discussions and the results of all votes and will be stored in a book kept for that purpose. If the secretary is not present, then an interim secretary shall be elected from among the directors present to perform the duties of the secretary for the meeting. This action shall be first order of business unless selection of a meeting Chairman takes precedence.

**Section 3.5:**

The Board of Directors shall meet no fewer than four (4) times annually. Generally membership shall meet at such times and places as determined by the Chairperson in consensus with the Board of Directors.

**Section 3.6 – Special Meetings:**

Special Board Meetings may be called by any director or by the Chairperson of the Organization. Special meetings in person, or by conference call, may be called to address various, urgent issues of the organization including, but not limited to, decisions involving disaster operations.

**ARTICLE IV – Board of Directors**

**Section 4.1 – General Powers, qualifications, elections:**

The powers of the organization shall be composed of a Board of Directors not to exceed nine (9) in number, and not less than the number required by Massachusetts law. Board members must be dedicated to the efforts of disaster animal response and a local group, community development model as a vital part of successful response in disaster services. Board members must demonstrate skills in business management and/or non-profit task groups. They must be able to communicate effectively in groups.

**Section 4.2 – Quorum:**

For the purposes of a Directors meeting, a quorum is reached when 2/3 of the Directors are present.

**Section 4.3:**

Membership to the Board will be initially sponsored by recommendations from the current organizing chairman and senior members who have associated together in the formation of the organization. Thereafter, membership to the Board will be by election of the existing Board of Directors and per requirements stated in the Standard Operating Procedures. Nominees for the Board of Directors shall be introduced at a regular monthly meeting. Senior members of the organization will recommend candidates to the Nominating Committee as per the Standard Operating Procedures.

**Section 4.4 – Terms of Office:**

Directors shall hold office for a term of three (3) years. The incumbent Directors, at the last board meeting of each year, shall elect officers and directors of the organization. Elected officers will begin their duties immediately. One-third of the members of the Board shall be elected annually, staggering the membership. The incumbent Directors shall have the right to vote for as many persons as there are Director's to be elected. Nominations shall be from a slate presented by a Nominating Committee. Board members may serve two consecutive terms of three (3) years each.

**Section 4.5 – Officers:**

The officers of the Board of Directors shall include: The President (Chairman of the Board), Vice-President, Treasurer, Secretary/Clerk.

**Section 4.6 – Compensation:**

Because of the nature and purpose for which this corporation is formed, CCDART will function primarily as a voluntary organization. No officer, director, nor agent of the corporation shall *receive compensation for duties*. However, a majority of the Board of Directors may eventually vote to employ an Executive Director or administrator for CCDART.

Directors shall not be precluded *from providing goods or services in other capacities and receiving compensation for any such services* provided it is not contrary to the organization's stated conflict of interest policy. Upon request, the corporation will acknowledge any donations of service in a letter that may be used for tax purposes. The organization/corporation will provide a 1099 form for all contracted services.

**Section 4.7 – Advisors:**

The Chairman or Board of Directors of CCDART may seek advisors at their discretion. An Advisory Committee may be established. Advisors shall not have voting privileges but may be present at Board and/or general meetings or but other methods of contact.

**Section 4.8 – Board of Directors and Officers – Resignation:**

An officer or Director may give written notice of any resignation at any time.

**Section 4.9 – Board of Directors and Officers – Removal:**

Any Board member or Chairperson of CCDART may be removed from office for neglect of fiduciary duties or other actions of harmful to the purposes and mission of the organization. This action will require *a two-thirds vote* of Directors present and voting at any regular or special meeting at which a quorum is present.

**Section 4.10 – Reasonable Notice and Hearings:**

Any Board member or Chairperson, whose tenure may be terminated, must be given reasonable notice, at least seven (7) days, and an opportunity to be heard at a meeting considering his/her termination. Provided that a quorum is present, a consensus in favor of the director's removal shall cause said tenure to be terminated. The Director whose tenure may be terminated will not participate in the call for consensus.

**Section 4.11 – Exclusion from Serving on the Board:**

Any person with a criminal record or who has been a member of a subversive group shall forfeit his/her right to membership in CCDART.

Individuals may be excluded from serving on the Board of Directors if said individual serves in a similar capacity for other organizations if the service to two organizations creates a potential conflict of interest by mission, finance, or philosophy with that of CCDART.

Refer to Standard Operating Procedures for CCDART's Welcome Agreement outlining guidelines for exclusion in disaster services.

**ARTICLE V: Board of Directors Job Descriptions**

**Section 5.1 – Officers, Powers and Duties:**

Refer to the Standard Operating Procedures for general guidelines about the function of a non-profit Board of Directors. The officers shall have the following powers and duties, and, in addition, such powers and duties as the Board of Directors may from time to time designate and confer to the following:



## **Section 5.2 – President (Chairman of the Board):**

The term “President” refers to the President of the organization and the Chairman of the Board of Directors. *See section 3.2 outlining this definition.* The President of CCDART shall have general supervision over the affairs of the Corporation/Organization as directed by the Board of Directors, and shall perform all duties otherwise incidental to the office of the President of the Board of Directors, which shall include, but are not limited to:

### **Administrative Duties:**

1. Preparing the agenda for meetings of the Board of Directors;
2. Presiding at all meetings of the Board of Directors;
3. Authorizing emergency non-budgeted expenditures not to exceed \$500;
4. Authorizing signatures for documents and financial needs. The Chairman will share this responsibility with the Clerk and Treasurer;
5. (If applicable): Conducting annual evaluations of the Executive Director and Senior Staff;
6. (If applicable): Setting the salary of the Executive Director of CCDART as prescribed by the Board of Directors. (See guidelines for non-profit Directors);
7. Developing and appointing special committees with the endorsement of the Board of Directors whenever the need arises;
8. Overseeing public relations and all materials relating to the media about the organization. The President may share this responsibility with a member of the Board of Directors, and Executive Director, or Public Relations Sub-Committee.

### **Disaster-Related Duties:**

1. Personal demonstration of disaster-preparedness and training;
2. Liaison with collaborative, disaster related organizations;
3. Coordination with other disaster service organizations for liaison, training and deployment;
4. Establishment, advisement and supervision of a Team Coordinator and Team Leaders for direct disaster services;
5. Other duties to be determined.

## **Section 5.3 – Vice-President:**

The duties of the Vice-President shall include, but are not limited to, the following:

1. Assumption of the duties of the President in the absence of the President or if the Chairman of the Board of Directors is unable to act;
2. In the event that the office of the President of the Board of Directors becomes vacant, the Vice-President shall assume the office of the President and



Chairman for the unexpired term and perform all such duties as are incumbent to the office of the President;

3. At the discretion of the Board of Directors, the Vice-President may serve as Chairman of the Long Range Planning Committee.

#### **Section 5.4 – Secretary/ Clerk:**

The Clerk shall be the Clerk of CCDART and the Board of Directors. The minutes of all meetings shall be recorded by the secretary, which includes a written record of all business, a summary of discussions and the results of all votes. If the secretary is not present, then an interim secretary shall be elected from among the directors present to perform the duties of the secretary for that meeting. The action will take precedence unless the selection of a chairperson precedes this action.

#### **General responsibilities of secretary/clerk include:**

1. Maintaining a full and complete record of the meetings of the Board of Directors. The original of all records are to be kept on file at the principal office of CCDART;
2. Insuring that a current list is kept of the names and addresses of all members of the organization;
3. Keeping complete records of all certifications, registrations, and training of full service disaster team members;
4. Serving as custodian of the corporate records and logo;
5. Insuring that members of the Board and members are notified of all meetings in accordance with the provision of these by-laws;

All books and records may be inspected by any Director, or his or her agent or attorney at any reasonable time.

Disaster Related Services: Supervision and responsibility for all records collected from a disaster.

#### **Section 5.5 – Treasurer:**

The Treasurer shall keep, or cause to be kept, correct and accurate accounts of the properties and financial transactions of CCDART. The treasurer shall perform such duties as are incident to the office and as prescribed by the Board of Directors including, but not limited to:

1. Having charge and custody of the funds and securities of CCDART, including assuring they are safely kept and that all funds and credits are kept in the name of CCDART;
2. Submitting monthly, quarterly, and annual itemized reports of the financial status of CCDART to the Board of Directors as requested;
3. Periodically reviewing the books of CCDART;

4. Having the books audited annually. The report of such audit shall be reviewed with the Finance Committee (if applicable), the Board of Directors and shall be filed with records of CCDART; and
5. The treasurer shall *discharge* other duties as prescribed by the Board of Directors.

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

## **ARTICLE VI: Expenditures**

### **Section 6.1:**

The President, Secretary, and Treasurer, known as Corporate Officers, shall have signature authority on all checks issued by the corporation and may issue checks in payment of the corporation's liabilities up to a value of \$200.00 on their own merit. Amounts more than \$200.00, but less than \$1,000.00, will require the signature of an additional officer for a total of two signatures. Board of Directors approval is required for expenditures of more than \$1,000.00.

## **ARTICLE VII: Reimbursement of Expenses**

### **Section 7.1 – Corporate Expenses**

Officers or directors may be reimbursed for out-of-pocket expenses incurred in the performance of corporate business, or as repayment of an expense paid on behalf of the corporation as long as the expense is pre-approved by the directors (as outlined above) and a proper receipt and reimbursement form for the expense is provided to the Treasurer.

### **Disaster Expenses:**

Because of the nature and uncertainty of disasters, expenses reimbursed for the incident will be determined on a case-by-case basis by calling an Emergency Meeting in person (Special Meeting) or conference call with the Officers/Directors and Team Leaders assigned to the incident.

### **Gifts:**

The Board of Directors may accept gifts, bequests, contributions, devises or conveyances for the general purposes or for any special purpose of CCDART.

## **ARTICLE VIII – Agreements**

### **Section 8.1:**

The Board of Directors may authorize any officer or officers, agent or agents of CCDART, in addition to the officers so authorized by these By-Laws, to enter into any contract or execute and deliver any instrument in the name of or on behalf of CCDART and such authority may be general or confined to specific instances. (Examples: Memorandums or agreements with various towns and organizations for mutual use of resources, personnel, services, supplies, response, training etc.).

## **ARTICLE IX – Sub – Committees**

### **Section 9.1:**

Sub-Committees may be recommended, assigned, and appointed by the President of CCDART with the recommendation and approval of the Board of Directors. For a list of potential Sub-Committees, see CCDART Standard Operating Procedures.

## **ARTICLE X – Indemnification**

### **Section 10.1:**

CCDART, its Board, Officers and members will be required to sign a waiver for release of liability prior to participating in the organization.

### **Section 10.2 – Operations Insurance:**

The Board of Directors and members at large will maintain liability insurance to the full extent permitted by law for the indemnification of CCDART operations;

### **Section 10.3:**

The Board of Directors and members at large will be required to review and accept general coverage via the Volunteer Act under the Federal Government. They will be encouraged to provide their own personal indemnification through their homeowners, business, malpractice and/or medical insurers.

### **Section 10.4:**

To the fullest extent permitted by the laws of the State of Massachusetts, the corporation shall indemnify and hold harmless each director and officer of the corporation against any and all claims, liabilities, and expenses (including attorney's fees, judgments, fines, and amounts paid in settlement) actually and reasonably incurred and arising from any threatened, pending, or completed action, suit or preceding, whether civil, criminal, administrative, or investigative, to which any such person shall have become subject by reasoning of having held such a position or having allegedly taken or omitted to take any action in connection with any such position.

The foregoing shall not apply to:



- a. Any breach of such person's duty of loyalty to the corporation or its members;
- b. Any act of omission by such person not in good faith or which involves intentional misconduct where such person had reasonable cause to believe his conduct was unlawful;
- c. Any transaction from which, such person derived any improper personal benefit.

#### **ARTICLE XI: Indemnification (Cont.)**

##### **Section 11.1 – Determination of Entitlement of Directors and Officers to Indemnification:**

The decision concerning whether a director or officer seeking indemnification has satisfied the provisions of Sections 10.4 shall be made by (1) the Board of Directors by a majority vote of quorum consisting of directors who are not parties to the action, suit, or proceeding giving rise to the claim for indemnity ("Disinterested Director"), whether or not such majority constitutes a quorum, (2) if there are not Disinterested Directors, or if the Disinterested Directors so direct, by independent legal counsel in a written opinion, or (3) a vote of the executive committee.

#### **ARTICLE XII: Conflict of Interest Policy**

##### **Section 12.1:**

See separate Conflict of Interest Policy: Attachment #1

#### **ARTICLE XIII: Dissolution Clause**

##### **Section 13.1:**

In the event of dissolution of the corporation (after all payment of liabilities of the corporation or due provision), all of these assets of the corporation shall be disposed of to any other organization, entity, or group as determined by the Directors two-thirds (2/3) vote, so long as the entity is likewise a charitable, non-profit corporation also exempt from federal tax under Section 501(c)(3) of the Internal Revenue Code. The chosen entity must be engaged in similar disaster services, They must share a philosophy for direct service to American Red Cross Cape Cod Massachusetts Chapter and other emergency response groups in the communities of Region 2.

#### **ARTICLE XIV: Amendment of By-Laws**

##### **Section 14.1:**

These by-laws may be modified, nullified, or amended and new By-Laws may be adopted by a two-thirds (2/3) vote of the Board of Directors as long as no such modification, nullification, or amendment is contrary to the laws of the Commonwealth of Massachusetts or will adversely affect the corporation's tax exempt status under Section 501(c)(3) of the Internal Revenue Code. At least thirty (30) days written notice

shall be given to the Board of Directors of the intention to alter, amend or repeal and adopt new By-Laws. Included with the written notice shall be a complete copy of the proposed revisions to the By-Laws or a complete copy of the proposed new By-Laws.

**ARTICLE XV: Signature Page**

**Section 15.1:**

These By-Laws are hereby adopted and ratified by our hands this XX day of XX, 2010.

\_\_\_\_\_  
President

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Treasurer