

NORTH CAROLINA ANIMAL FEDERATION (NCAF) BYLAWS

September 20, 2012

PREAMBLE

The North Carolina Animal Federation was formed on the eighth day of November 2006, for the purpose of uniting North Carolina Animal Welfare Organizations and their Professionals to exchange ideas and information while working collectively to elevate the standard of care and level of knowledge related to animal welfare in the state of North Carolina.

ARTICLE I – NAME AND MISSION

Section 1: The name of this organization shall be known as the “North Carolina Animal Federation” and shall be referred to, hereafter in these bylaws, as NCAF.

Section 2: The mission and purpose of the North Carolina Animal Federation is to advance leadership through collaboration, professional development, legislative participation and education for animal organizations in North Carolina.

ARTICLE II - MEMBERSHIP

Section 1: The Federation shall have three classes of membership – Board Members,, Associate Members, and Organizational Members. The annual membership period is from January 1 through December 31.

Section 2: Board Members will have voting rights on Board issues such as membership applications, elections, legislation and finance and member-wide issues such as training, education and outreach determinations. Attendance to all Board meetings is mandatory for Board Members unless proper notification of absence is made. NCAF Officers will only be elected from current Board Members. Board meetings will be Open Board Meetings to which Associate Members are welcome to attend. However, the Board may call Closed Board Meetings limiting the attendance of the meeting to only Board Members and others designated by the Board to attend.

Section 3: Associate Members will have voting rights on member-wide issues only and are expected to attend at least one meeting per year. Associate Members are welcome and encouraged to attend all Open Board Meetings, but are not required to attend.

Section 4: Organizational Memberships can include up to three (3) designated representatives from a qualifying organization, one of which must be at the management level, to have the opportunity to participate in committee work. Each representative will have the same status as an Associate member. The organization will receive all benefits and discounts.

Section 5: Membership shall consist of professionals affiliated with public and incorporated private non-profit animal welfare organizations within the state of North Carolina. The Board may establish additional criteria for membership within its discretion. Appointments shall attempt to fulfill, but are not limited to, balanced representation for non-profit and public organizations.

Section 6: New members, except charter members or those individuals invited by Board Member consensus, are nominated and sponsored by existing Board Member organizations.

Section 7: Membership shall be effective upon written notification by the Board Members and subject to compliance with the latest revision of NCAF rules, regulations and these bylaws.

Section 8: Membership may be terminated by:

- a. Resignation: Any group or individual member may resign from NCAF upon written notice to a Board Member.
- b. Removal: A group or individual member may be removed by a simple majority consensus of the Board Members at any regular or special meeting of NCAF where a quorum is present.

Section 9: Members receive no compensation other than reasonable reimbursement for expenses directly related to NCAF operations and approved by the Board Members. Board Members will seek out advice or resource on issues pertinent to our mission and animal welfare issues throughout the State of North Carolina and nationally.

ARTICLE III - MEETINGS

Section 1: Meetings. The frequency, duration, dates, times and locations of regular meetings shall be set by the Board Members.

Section 2: Members shall meet at least once quarterly. Board Members will meet more frequently as deemed necessary.

Section 3: Notice. Notice of regular, Board and special meetings shall be posted for each member to view not less than ten days before the meeting.

ARTICLE IV – BOARD MEMBERS

Section 1: Board Members Role and Size. Board Members are responsible for overall policy and direction of the Federation, while delegating responsibilities for Federation operations to the committees and membership. The Board shall have up to ten and not fewer than three members.

Section 2: Board Member Elections. Election of new Board Members and election of current Board Members to a second term will occur as the first item of business at the first regular

meeting of the calendar year. Nominated Members will be elected by a consensus of the current Board Members. The election of Board Officers will occur as the second item of business at the first regular meeting of the calendar year.

Section 3: Terms. All Board Members shall serve one-year terms, but are eligible for re-election.

Section 4: Quorum. A majority of the Board Members shall constitute a quorum. A quorum must be reached before business can be passed.

Section 5: Officers and Duties. There shall be four officers consisting of a Chair, Vice Chair, Recorder and Treasurer.

Their duties are as follows:

The Chair shall convene regularly scheduled meetings and shall set the tone and the agenda for the meetings.

The Chair shall preside over Board and general Member meetings guiding the meetings in the right direction to make sure agenda items are followed and the goals are met. In addition the Vice Chair is responsible for ensuring everyone at the meeting has the opportunity to weigh in on issues.

The Vice Chair assists with facilitation of meetings and acts as Chair in the absence of the Chair.

The Recorder shall be responsible for keeping records of Board Members and/or federation actions, including taking concise, impartial minutes at all Board and general Member meetings and then distributing the minutes to each Board Member in a timely manner.

The Treasurer shall make a report at each Board Member meeting. 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.

Section 6: Vacancies. When a vacancy on the Board exists the Chair may receive nominations for new members from present Board Members two weeks in advance of a Board Member meeting. These nominations shall be sent out to Board Members with the regular Board Members meeting announcement, to be voted upon at the next Board Members meeting. These vacancies will be filled only to the end of the departing Board Member's term.

Section 7: Resignation, Termination and Absences. Resignation from the Board must be in writing and received by the Recorder. A Board Member shall be terminated for excess absences from the Board if s/he has two unexcused absences from Board Members meetings in a year. A Board Member may be removed for other reasons by a majority vote of the remaining Board.

ARTICLE V - COMMITTEES

Section 1: Board Members shall have the authority for the direction and control of NCAF and the power to amend the Articles of Incorporation and Bylaws.

Section 2: Board Members. Board Members may form additional committees as needed, such as fundraising, event planning, membership, nominating, or any other committee deemed necessary by the consensus of the Board Members. The Board Chair appoints all committee chairs.

Section 3: Legislative Committee. The Legislative Committee shall assist the Board Members in establishing a legislative agenda for NCAF. The Legislative Chair, or his/her alternate shall submit a report to the membership at regularly scheduled meetings. During the Legislative Session, the Legislative Committee shall update the membership on relevant animal bills and scheduling of committee meetings considering those bills of interest to NCAF, as often as deemed necessary by the Legislative Committee Chair. The Legislative Committee shall, from time to time, recommend to the Board, a position for NCAF to take on bills. When addressing time sensitive situations the Legislation Committee will contact Board Officers for consensus.

Section 4: Finance Committee. The Treasurer is chair of the Finance Committee, which includes at least one other Board Member. The Finance Committee is responsible for developing and reviewing fiscal procedures, a fundraising plan, and annual budget with other Board Members. The Board must approve the budget, and all expenditures must be within the budget. The Board must approve any change in the budget. The fiscal year shall be the calendar year. Quarterly 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. The Chair will appoint someone to report to the Board in their absence.

ARTICLE VI – LIABILITY AND INDEMNIFICATION

Section 1: Personal Liability of Board Members, Officers, Associate and Advisory Members while acting in the course of their duties representing NCAF, is hereby eliminated to the fullest extent permitted by law.

ARTICLE VII - AMENDMENTS

These Bylaws may be amended when necessary by a majority of the NCAF Board Members. Proposed amendments must be submitted to the Recorder for dissemination to the Board.

These Bylaws were approved at a meeting of the Board Members of the North Carolina Animal Federation on this twenty-first day of February 2008.

ARTICLE VIII – DISOLUTION

In the event of NCAF being dissolved, the amount that remains after such dissolution and the satisfaction of all debts and liabilities shall be transferred evenly distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code to

current member organizations or to other incorporated animal welfare organization in NC with similar purposes which is not carried on for the profit or gain of its individual members.