

**BYLAWS
Of
WISH BONE CANINE RESCUE, INC.**

An Illinois Nonprofit Corporation

Adopted, March 2, 2014

Modified 1.3.16

ARTICLE I - NAME, LOCATION, OBJECTIVES

Section 1 Name: The name of this entity shall be known as Wish Bone Canine Rescue, Inc. (referred to herein as "WBCR" or "*Organization*"). WBCR is a nonprofit corporation under the laws of the state of Illinois.

Section 2 Location: The principal office for the activities and affairs of WBCR is 1303 Morrissey Drive, in Bloomington, McLean County, Illinois. The address of the Organization's principal office can be changed by the Board of Directors at any time as may be necessary. Any change of address may be noted below and posted on the WBCR website.

Address: _____

Dated: _____

The Board of Directors may at any time establish branch or subordinate offices at any place or places where this Organization is qualified to conduct its activities.

The Organization may create, establish and/or maintain a website and conduct business on line via the Internet, and may maintain a domain name, site, and/or on line office, forum, place of meeting, or other Internet services to foster and facilitate any and all aspects of business or conduct of the affairs of the Organization more effectively, efficiently and economically with access of services to a greater number of people, over a greater geographical area, than could possibly be done via a static location.

Section 3 Objectives: The purpose of Wish Bone Canine Rescue, Inc. is to

- a minimize the needless euthanizing of abandoned dogs at primarily local shelters/pounds; and to rescue dogs in abusive, endangering and neglectful environments;
- b provide food, shelter and necessary veterinary care including spaying and neutering of rescued animals;
- c establish a network of individuals willing to provide quality temporary foster homes for rescued animals;
- d operate adoption programs to place rescued animals into suitable and loving permanent adoptive homes;
- e create public interest and awareness of abused and abandoned animals; and,
- f promote action and advocacy for all of the above.

Wish Bone Canine Rescue, Inc. will endeavor to maximize the percentage of its operating budget to directly benefit rescued animals. Fundraising to support this will be achieved through solicitation and acceptance of contributions from individuals and businesses, grant writing, and other methods or events as the Board of Directors of the Organization desire to utilize.

ARTICLE II – POWERS

Section 1: *Direction of Powers:* Subject to the provisions and limitations of the Illinois Nonprofit Corporation Law and any other applicable laws, and subject to any limitations of the Articles of Incorporation or Bylaws, the general powers of the Organization will be exercised, its property controlled, and its business and affairs conducted by or under the direction of the Board of Directors (hereinafter referred to as the Board). The Board may act by majority vote of all the Directors in the matters declared above; as well as in all other matters, including all rules and regulations governing the action of the Board, Organization and its Members; and shall have full authority with respect to the distribution and payment of the monies received by the Organization from time to time; provided, however that the Objectives of the Organization, as expressed in the Articles of Incorporation and these Bylaws, shall not thereby be amended or changed.

Section 2: *Non Profit and Private Inurement:* Wish Bone Canine Rescue, Inc. shall not conduct or operate for profit and its assets are irrevocably dedicated to charitable purposes as stated hereinabove. No part of the net earnings, properties, or assets of the Organization, on dissolution or otherwise, shall inure to the benefit of any private person or individual, or to any Director or Officer of the Organization, except that the Organization shall be authorized and empowered to pay reasonable reimbursements for actual and necessary expenses to further improve the health and well-being of the animals, and to make payments and distributions in furtherance of the purposes set forth in **Article I, Section 3**. On liquidation or dissolution, all properties and assets remaining after payment, or provision for payment, of all debts and liabilities of the Organization shall be distributed to an Illinois nonprofit fund, foundation, or corporation that is established and operated to promote the charitable purposes set forth in these bylaws and that has established its tax exempt status under I.R.C. Section 501(c)(3).

Section 3: *Discrimination:* The Organization shall not apply its standards, policies, procedures, or practices inequitably or single out any particular party for disparate treatment unless justified by reasonable cause. The Organization, by and through its members and other affiliated persons, shall not discriminate based on race, religion, creed, national origin, marital status or sexual preferences. Any actions taken by any Director, Officer, Member, Volunteer, Donor or other person(s) affiliated with or on behalf of the Organization in violation of this Section shall be deemed outside their scope of authority.

ARTICLE III – BOARD OF DIRECTORS AND OFFICERS

Section 1: *Board Role, Size, Compensation:* The Board of Directors is responsible for overall policy and direction of the Organization. The Board may also delegate responsibility for day-to-day operations to Committee Members, Volunteers, Foster Home Members or other designated person(s). The Board should consist of five (5) Officers: President; President-Elect, Immediate Past President; Secretary; Treasurer; and, up to six (6), but not less than one (1) additional Director(s). Each Director shall be at least 18 years of age. No employee of the Organization may serve as a member of the Board of Directors. No person convicted of animal cruelty, neglect or abandonment, any misdemeanor involving fraud or dishonesty or any felony by a court of law or other appropriate governmental authority may be a Director and during the pendency of any legal action prior to conviction, the person's role as a Director shall be suspended until resolution of all legal matters. The Board of Directors shall receive no compensation for their services as Board members; however, the Board may authorize by majority vote of non-interested Directors the reimbursement of actual and necessary reasonable expenses, supported by proper documentation, incurred by Board members performing duties as Directors of the Board.

Section 2: *Term:* All members of the Board of Directors may serve until his or her death, resignation, or removal as provided herein. Officers of the Board are elected by majority vote of the Board with the President-Elect being a 3-year term (one year each as President-Elect, President and Immediate Past President), and the Secretary and Treasurer being one year terms. The Board may replace or reassign any

Officer with another Board member by majority vote of all Directors then in office, provided, however, that the Officer(s) who are subject to reassignment shall not be entitled to vote on such an action or be counted as a Board member when calculating the majority vote.

Section 3: Vacancies: A vacancy or vacancies in the Board of Directors shall be deemed to exist when there are less than the authorized number of Directors, in the case of the death, resignation, or removal of any Director or if the authorized number of Directors is increased by majority vote of the Board. When a vacancy on the Board exists the selection of a new Director should be from persons nominated as set forth in Section 7 below by a majority vote of the existing Board.

Section 4: Resignations: Any Director of the Board may resign at any time by presenting Notice to the President or Secretary. Such resignation shall take effect at the time specified, and, unless otherwise specified, the acceptance of such resignation shall not be necessary to make it effective.

Section 5: Removal: Any Director of the Board may be removed with or without cause by a majority vote of all Directors of the Board then in office, provided, however, that the Director who is subject to removal action shall not be entitled to vote on such an action or be counted as a Board member when calculating the majority vote. While not exhaustive, excessive absenteeism from Board meetings or neglect of official functions; allegations of a criminal offense related or unrelated to the Organization; or any action or activity that involves fraud, dishonesty, adversely affects the organization or its reputation in the community or violates the Organization's mission shall be reasons for removal from office. The vote to remove a Director may take place at any time or place as provided in **ARTICLE VI**. Except in extraordinary circumstance or where Notice is waived, a Director subject to removal should be given 24 hour Notice.

Section 6: Nominations: Nominations of new Director(s) to fill any vacancy may be made by Board members, Committee Chairpersons, Volunteers or Donors in good standing. The Nominating Committee will collect the nominations and contact each nominee to determine if the nomination in the best interests of the Organization and is accepted by the nominee. All nominations shall be subject to the majority vote of the Board, which shall be recorded in the minutes.

Section 7: Duties of the Officers of the Board: The Officers of the Board shall, unless otherwise provided by the Board, have such powers and duties as generally pertain to their respective offices. Any person may hold more than one office except the President, who shall not hold any other office. In the case of the Board consisting of only 3 members, one member will hold the Secretary and Treasurer positions. Officers shall have the right to act in such ways to reasonably serve the best interests of the Organization. Their duties are as follows:

The President shall serve as a Chairman of the Board, shall convene regularly scheduled board meetings and preside or arrange for the Immediate Past President to preside over board meetings.

The President-Elect shall succeed to the office of President should that office become vacant during an unfinished term and shall automatically become President at the end of term as President-Elect. The President-Elect serves on the Finance Committee.

The Immediate Past President shall serve as the President's delegate, as well as preside in the President's absence. The Immediate Past President serves on the Finance Committee and as chair of the Nominating Committee.

The Secretary shall keep a record of board actions, including taking of minutes at all board meetings, sending out meeting notices, distributing copies of minutes and the agenda to each board member and assuring corporate records are maintained.

The Treasurer shall provide a financial report to the Board at each meeting, assist in preparation of the budget, make financial information available to the board and chair the Finance Committee.

Section 8: *Conflict of Interest:* Whenever a Director has a financial or personal interest in any matter coming before the Board or Committee that interest shall be made known to the Board or Committee and any action on that matter shall be handled in accordance with the Conflict of Interest policy.

ARTICLE IV – COMMITTEES, APPOINTED POSITIONS & ADVISORS

Section 1: *Finance Committee:* The Board Treasurer chairs the Finance Committee, which is composed of members approved by the Board of Directors, including the President and Immediate Past President. The Finance Committee serves as the Audit Committee. The Finance Committee has whatever authority as may be designated by the Board of Directors, including choosing the auditor, performing regular reviews of the organization's financial activity, overseeing the development of the annual budget and reviewing/revising the Finance Policies at least every two (2) years.

Section 2: *Nominating Committee:* The Board appoints the Nominating Committee members annually with the Immediate past President serving as the Chair. The purpose of the Nominating Committee is to create a multi-talented board of directors. The primary duties of the Nominating Committee are to analyze the current Board's skills and areas for improvement, as well as anticipating the future needs of the Board; lead the recruitment process for suitable members for the Board; maintain records of current directors' skills, experiences, and terms of service; and evaluate each individual Board member's participation and contribution annually to determine suitability for continued Board membership.

Section 3: *Other Committees and Appointed Positions:* The Board may create or dissolve Committees and make such other appointments as needed by a majority vote. .

Section 4: *Advisors:* The Board may appoint from time to time any number of persons as advisors of the Organization. Each such advisor may be appointed to act either singly or as a committee. Each such advisor shall hold office only during the pleasure of the Board and shall have only such authority or obligations as the Board may determine. No advisor of the Organization shall receive a salary for services provided to the Organization, however, the Board shall be authorized and empowered to pay reasonable compensation for services rendered, or reimbursement of expenditures reasonably incurred on behalf of activities for the benefit of the Organization, and furthermore the improvement of the health, safety, and well-being of the animals.

ARTICLE V – MEMBERSHIP

Membership: The Organization does not currently have a dues-paying or voting memberships. The Board of Directors may create and/or modify the membership structure of the Organization including but not limited to establish dues-paying or voting memberships with such rights and privileges as determined by the Board.

ARTICLE VI – MEETINGS AND NOTICE

Section 1: *Regular Meeting:* The Board of Directors shall meet at least once a year to conduct Board business. Board announcements including Notice of date, time and place of all Meetings will be delivered to all Board members in the most cost efficient manner, including but not limited to facsimile or electronic mail

Section 2: *Special Meetings:* Special meetings of the Board may be called by or at the request of the President, two Officers or any three (3) Directors of the Board. The Notice of Special Meeting shall be given

by the Secretary or designee and shall be delivered to all Board members in most cost efficient manner including but not limited to facsimile, electronic mail not less than 1 day prior to the meeting

Section 3: *Telephone and Internet Meetings:* Board members shall also be permitted to participate in meetings of the Board through telephone communication or Internet communication if such can be arranged so that all Board members can participate.

Section 4: *Action Without Meeting:* Actions required or permitted to be taken by the Board, an Officer or a Committee of the Board may be taken without a meeting, including removal of a Director. The actions taken shall be forwarded to the Secretary, who shall notify and file such actions to the Board.

Section 5: *Electronic Mail:* Communication by electronic mail shall be considered equivalent to any communication otherwise required to be in writing. Every Board Member shall maintain their current street and email address on file with Secretary. The Organization shall take such steps as it deems appropriate, under the circumstances, to assure itself that communications are authentic.

Section 6: *Quorum:* At all meetings of the Board, presence of a majority of the total number of the entire Board then in office shall be necessary and sufficient to constitute a quorum for the transaction of business. The act of a majority of the Directors present at any meeting at which there is a quorum shall be the act of the Board, unless otherwise provided by the Articles of Incorporation, within these bylaws, or by law. If a quorum shall not be present at any meeting of the Board, the Directors present may adjourn the meeting to another place, time, or date, giving verbal Notice to the Directors present at the meeting at the time of adjournment. The Secretary shall give Notice to any Director(s) not present at the meeting at the time of adjournment not less than 24 hours prior to the re-convened meeting.

Section 7: *Presumption of Assent:* Any Director present at a Board or Committee meeting at which action on any matter is taken shall be presumed to have assented to the action taken. He or she has the right to dissent or abstain from any action; however, it must be entered in the minutes of the meeting. Such right to dissent or abstain shall not apply to any Director that voted in favor of such action.

Section 8: *Executive Session:* Nothing herein shall prohibit the Board from entering an executive session closed to the public at meetings to discuss sensitive and/or confidential matters.

ARTICLES VII - BOOKS, RECORDS, & REPORTS

Section 1: *Permanent, Corporate Records:* The Organization shall keep current and correct records of the accounts, minutes of the meetings and proceedings, Volunteer, Foster Home, and records of all Board membership, past and present, of the Organization. Such records should be kept at the principal place of business of the Organization. Any such records shall be in written or electronic form or in a form capable of being converted into written form. The Board shall publish, at least annually, a report describing its activities, including a financial statement, and a description of any payments made by the Organization to Directors, including all reimbursements of expenses.

Section 2: *Inspections:* Every Director shall have the right at any reasonable time, and on written demand stating the purpose thereof, to examine the relevant books and records of, accounts, minutes, and bylaws of the Organization. Each such Director shall also have the right at any reasonable time to inspect the physical properties of the Organization. Except as required by law, Board member shall protect against the inappropriate disclosure or release of all confidential information of the Organization.

ARTICLE VIII – CONTRACTING AND FINANCIAL MATTERS

Section 1: Contracts: No Director, Officer or other person(s) shall have any power or authority to enter into any contract, render it liable for any debts or obligations, execute, or deliver any instrument in the name of, or on behalf of the Organization. The Board may however, authorize any Director(s), officer or other person(s), to take such actions. Such authority may be general, or confined to specific instances. In the absence of a contrary Board authorization, contracts and instruments may only be executed by an Officer of the Board.

Section 2: Financial matters of the Organization including but not limited to cash management, investments, and loans shall be governed by the Financial Policies adopted by the Board except that there shall be no loans made by or to this Organization, and no evidences of indebtedness will be issued in its name unless authorized by a two – thirds majority vote of the Board and no loans will be made by the Organization to any of its Directors, Officers or Members.

ARTICLE IX – INDEMNIFICATION

Indemnification: The Organization may to the extent permitted by law, upon majority vote of the then existing Board, indemnify any Director made a party to any action, suit or proceeding by reason of any acts or omission within the course and scope of their role as a Director against judgments, fines, amounts paid in settlement, and reasonable expenses including attorneys’ fees.

ARTICLE X - FISCAL YEAR

Fiscal Year: The fiscal year shall be the calendar year. The fiscal year for the Organization shall end December 31.

ARTICLE XI – CORPORATE SEAL

Corporate Seal: The seal of the Organization shall be circular in form and shall bear the name of the Corporation and words and figures showing that it was incorporated in the State of Illinois and the year of incorporation.

ARTICLE XII – AMENDMENTS

Amending Bylaws: The Articles of Incorporation or Bylaws of the Organization may be altered, amended, or repealed, and new Bylaws adopted only upon acting by a TWO-THIRDS majority vote of all Directors of the Board, except as otherwise provided in the Articles of Incorporation, or these Bylaws. Proposed amendments must be submitted to the Secretary and included in the Notice of any Regular or Special Meeting.

The above Bylaws were approved by Wish Bone Canine Rescue, Inc., on _____, 2016

_____, PRESIDENT _____
Print Name Signature

_____, PRESIDENT-ELECT _____
Print Name Signature

_____, SECRETARY _____
Print Name Signature