

NORTH CAROLINA ANIMAL FEDERATION (NCAF) BYLAWS

Amended September 18, 2019

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 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: 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. Membership will be granted by majority vote of the Board of Directors based on recommendation by the Membership Committee.

NCAF shall have three classes of membership: Associate Members, Organizational Members and Honorary Members. Members shall live and work in the state of North Carolina. The annual membership period is from January 1 through December 31.

- a. Associate Member: Associate Members will have voting rights on member-wide issues only and are expected to attend at least one in-person meeting per year. Associate Members are welcome and encouraged to attend all Open Board Meetings but are not required to attend.
- b. Organizational Member: Organizational Memberships can include up to three (3) designated representatives from a qualifying organization, one of which must be at the management level. Each representative will have the same status as an Associate member. The organization will receive all benefits and discounts.
- c. Honorary Member: Honorary Membership may be granted to any retired or retiring NCAF member by the Board of Directors in recognition of the individual’s contributions to NCAF. This is a non-voting membership class that is not required to pay annual dues

and that may not serve as a member of the Board of Directors. Any member of NCAF in good standing can nominate a retiring NCAF member to the Membership Committee, which will present all nominations to the Board of Directors for approval.

Section 3: Membership shall be effective upon written notification by the Membership Committee and subject to compliance with the latest version of NCAF policy and these bylaws.

Section 4: Membership may be terminated by:

a. Resignation: Any group or individual member may resign from NCAF upon written notice to the Membership Committee Chair.

b. Removal: A member may be removed with cause by a simple majority of the Board of Directors at any regular or special meeting of NCAF where a quorum is present.

Section 5: Members receive no compensation other than reasonable reimbursement for expenses directly related to NCAF operations and approved by the Board of Directors

ARTICLE III - MEETINGS

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

Section 2: Members shall meet at least once quarterly. The Board of Directors will meet more frequently as deemed necessary, but at least once quarterly.

Section 3: Committee Meetings. Committee's shall meet at least once quarterly, and more frequently as deemed necessary by the Committee Chair.

Section 4: Special meetings of the Board of Directors may be called by or at the request of the Chair of the Board of Directors or any two members of the Executive Committee of the Board of Directors. The person or persons authorized to call special meetings of the Board may fix any place, either within or without the State of North Carolina, as the place for holding any special meeting of the Board called by them.

Section 5: Notice of regular and special Board meetings shall be posted for each member to view not less than ten days before the meeting.

ARTICLE IV – BOARD OF DIRECTORS

Section 1: Board of Directors Role and Size. The Board of Directors is responsible for overall policy and direction of NCAF, while delegating responsibilities for NCAF operations to the committees, membership and administrative director when applicable. Directors shall have the authority to amend the Articles of Incorporation and Bylaws. Directors 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 at all Board

meetings is mandatory for Directors unless proper notification of absence is made. NCAF Officers will only be elected from current Board Directors. Board meetings will be open Board Meetings that members may attend. However, the Board may call closed Board Meetings limiting the attendance of the meeting to only Directors and others designated by the Board to attend.

The Board shall have up to twelve (12) and not fewer than nine (9) members.

Section 2: Board Member Elections. Nominations to the Board will be solicited from the membership in the fourth quarter of the calendar year by the Governance Committee. The Governance Committee shall consider these nominations in light of NCAF's needs and interests and present its recommendations for new Directors to the Board of Directors for approval. The Board shall have the right to return these recommendations to the Governance Committee for further consideration. After Board approval, the Governance Committee's recommended slate must be circulated to the membership for acclimation by December 1.

Section 3: Board of Directors Installation. Elected board members will be installed as the first item of business at the first regular meeting of the new calendar year.

Section 4: Board Officer Elections. The Board Officers identified in section 7 are elected from within the Board of Directors as soon as possible after the installment of new Directors through a two-step process: 1) nomination of Board members for offices, and 2) voting if there is more than one nominee for an office. Officers serve a one-year term or until their successors are elected. No Director shall serve more than two consecutive terms as Chair of the Board.

Section 5: Terms. Directors serve staggered terms of two years with approximately one-third of the Directors elected each year. No Director may serve more than two consecutive, two-year terms. Thereafter, each Director must cease to serve for at least one (1) year before being eligible for nomination to the Board of Directors. A member of the Board who cycles off the board must remain a member in good standing for no less than a year before being eligible for re-election.

Section 6: Quorum. A majority of the Board of Directors shall constitute a quorum. A quorum must be reached before business can be passed.

Section 7: 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 to make sure agenda items are followed and the goals are met.

The Vice Chair assists with facilitation of meetings and acts as Chair in the absence of the Chair. The Vice Chair is also responsible for ensuring everyone at the meeting has the opportunity to weigh in on issues.

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

The Treasurer shall make a report at each Board of Directors 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 Directors and the public.

Section 8: Vacancies. When a vacancy on the Board exists, the Governance Committee may receive nominations to fill the vacancy from members of the Board of Directors two weeks in advance of a Board meeting. These nominations shall be sent out to Directors with the regular Board meeting announcement, to be voted upon and approved by majority vote at the next Board meeting. These vacancies will be filled only to the end of the departing Director's term.

Section 9: Resignation, Termination and Absences. Resignation from the Board must be in writing and received by the Chair and the Recorder. A Director shall be terminated for excess absences from the Board if s/he has two unexcused absences from Board Members meetings in a year. A Director may be removed for other reasons with cause by a majority vote of the remaining Board of Directors.

ARTICLE V - COMMITTEES

Section 1: There shall be four (4) standing committees: Executive, Finance, Governance and Membership. The Board Chair appoints all committee chairs. Committee Chairs and Committee members will be NCAF members in good standing. All standing Committees must be chaired or co-chaired by a member of the Board of Directors. The Board of Directors may form additional committees as needed, or any other task force deemed necessary by majority vote of the Board of Directors. A member of the Board of Directors must serve on but need not chair other committees and task forces.

Section 2: Executive Committee. The Executive Committee is comprised of the Officers of the Board: Chair; Vice-Chair; Treasurer; Recorder. The Executive Committee may act on behalf of the Board when so authorized by the Board, or in emergency matters subject to subsequent review by the Board at its next meeting.

Section 3: Governance Committee. The Governance Committee shall assist the Board of Directors by providing recommendations to enhance the quality and future viability of NCAF and the Board of Directors. This committee shall ensure legal compliance for NCAF using Not-For-Profit best practices.

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 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.

Section 5: Membership Committee. The membership committee is responsible for recruiting members and maintaining the records of membership. It reviews and makes recommendations to the Board regarding applications for membership. In addition, the committee communicates with new members, welcomes them and encourages engagement with NCAF.

ARTICLE VI – LIABILITY AND INDEMNIFICATION

Section 1: Personal Liability of Board Directors and Officers, 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 Directors. 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 NCAF on this eighteenth day of September 2019.

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.

Adoption and amendment block: Adopted 2006; Years amended 2008, 2012, and 2019.