

BYLAWS
of the
Basset Rescue Crew of the Southeast, Inc.
A South Carolina Corporation
Incorporated October 21, 2009
As provided for under South Carolina Code of Laws,
Title 33, Chapter 31

Article I: Principal Office

Section 1. The principal office of Basset Rescue Crew of the Southeast, Inc., (hereinafter referred to as BaRCSE) shall be in Richland County, South Carolina. BaRCSE may have such other offices, within or without the State of South Carolina, as the Board of Directors may deem necessary for BaRCSE to carry out its purposes and goals hereinafter delineated.

Section 2. BaRCSE shall have and continuously maintain, in the State of South Carolina, a registered office and a registered agent. The registered office may be but need not be identical with the principal office, and the Board of Directors may change the address of the registered office from time to time.

Article II: Purpose

Section 1. The purpose of BaRCSE shall be to work with basset hound owners considering surrender of a dog to help resolve and keep the animal with the owner, to work with shelters to take possession of stray or relinquished dogs, place unwanted basset hounds in temporary foster homes awaiting permanent placement, to educate the public about the plight and care of needy basset hounds and to engage in any other lawful activity permitted to be carried on by a non-profit corporation established pursuant Title 33, Section 31 of the South Carolina Code of Laws, consistent with the provisions of Section 501(c)(3) of the Internal Revenue Code of 1966, as amended (or the corresponding provisions of any future United States Internal Revenue Law).

Section 2. BaRCSE will accomplish these purposes through a series of activities and programs designed to legally rescue and obtain possession of basset hounds that appear to be relinquished, abused, abandoned or stranded, from legal animal shelters or other legal recipients of such basset hounds. BaRCSE will receive basset hounds from individuals

only after proper BaRCSE relinquishment forms and other legal matters (if any) are completely resolved.

Article III: Members

Membership shall be open to any person or family, regardless of the state of residency, who expresses an interest in becoming a member. Such person or family may become a member after completing the BaRCSE application for membership and shall be allowed voting privileges as a member in good standing in accordance with the Standard Operating Procedures.

Article IV: Officers

Section 1. Officers shall be the President, Vice President(s), Secretary, and Treasurer. The officers shall perform their duties as prescribed by parliamentary authority, these bylaws and Standard Operation Procedures (herein after referred to as SOP's) as they may now appear or as amended at subsequent times. No officer may hold more than one elected office at a time. Officers will be paid a stipend of one dollar (\$1) per year. At the discretion of the membership, additional officer positions may be created, such as specified Vice Presidents to handle specific areas of operation. Such additional Vice Presidents shall be numbered or otherwise referred to so as to identify their status in the event of the President being unable to perform his/her duties. The officers may create committees within the organization to meet certain duties to further the goals and activities of the organization. Officers shall be elected by popular vote of the membership at a regular or called meeting, to two-year terms, and cannot serve more than two consecutive two-year terms in the same office. The rule of plurality shall apply to all elected positions. At the discretion of the Board of Directors or the general membership, counter signatures on checks and Purchase Orders may be required.

Section 2. President: The President shall be the presiding officer at all meetings of the membership. The President shall be a member of the Board of Directors, and may serve as Chairman of the Board of Directors, if so elected by the members of the Board of Directors. The President shall have full voting rights as any other member. The President shall have the power to name Committee Chairpersons subject to approval by a majority of the officers, and to designate duties to the committees as deemed necessary and proper for the carrying out of the duties and goals of such committees. Standing and special committees shall be created from within the membership and shall be named and assigned duties as detailed in Article VI, below. The term of the Office of President shall be two (2) years.

Section 3. Vice-President(s): The First Vice-President shall act as temporary chairman of meetings at which the President cannot attend, and shall fulfill that role until the President is able to assume his/her normal duties, or until a successor is elected by the membership. Vice- Presidents may be created by the membership as required, and numbered successively. In the event that the First Vice-President is unable to perform his/her duties the Second Vice-President shall assume the duties of the First Vice-

President. A Vice-President shall serve as co-chairmen of each standing committee, as appointed by the President and act a liaison between the committee(s) and the other officers. Even numbered Vice-Presidents shall be elected for one (1) year terms initially, after that all Vice-Presidents shall serve a two (2) year term. Nothing in this section shall limit the number of Vice-Presidents, nor their roles in carrying out the wishes of the President and/or the Board of Directors.

Section 4. Secretary: The Secretary shall handle all general correspondence of BaRCSE, issue advanced notices of called or regular meetings of the membership, and carry out additional duties as prescribed by the officers. The Secretary shall be responsible for the preparation and dissemination of the minutes of all meetings of the membership and the Board of Directors. The Secretary shall be responsible for the safekeeping of BaRCSE records and official seal. The Secretary shall have the power to name an acting secretary at a meeting if required to do so. The Secretary term of office shall be for two (2) years, except the first term shall be for one (1) year.

Section 5. Treasurer: The Treasurer shall be responsible for the maintenance of financial records of BaRCSE, and shall give a written report monthly to the President and other officers of all income and disbursements, along with current bank balances of all funds of BaRCSE. The Treasurer shall keep the bank account checkbook(s) and other fiscal documents, and shall write all checks authorized by the Officer(s) so designated by the Board of Directors. At the discretion of the Board of Directors, the Treasurer may be required to furnish bond in favor of BaRCSE, at an amount prescribed by the Board of Directors, and at the expense of BaRCSE. The Treasurer shall provide receipts to all donors for the value of their donation(s) of cash, goods or services within 30 days of being received. The tem of office for the Treasurer shall be for two (2) years, except the first term shall be for one (1) year.

Article V: Board of Directors

The Board of Directors shall be elected by the membership and consist of not less than seven (7) nor more than fifteen (15) persons, of which a majority must be members of BaRCSE. The initial Board of Directors shall consist of not more than seven (7) persons. The rule of plurality shall govern the outcome of elections to the Board of Directors. Officers may serve on the Board of Directors, as can persons from without the BaRCSE membership. Terms of office on the Board of Directors shall be two years, except that half the initially elected board members shall serve one (1) year terms, and board members may serve no more than two consecutive terms. Ex-officio members may be appointed by a majority of the board members and officers, and will serve at the pleasure of the officers. The Board of Directors shall carry out duties of oversight and program development as required by the membership. The Board of Directors shall select banking and other fiscal organizations, including accounting firms and/or auditors and legal counsel. The Board of Directors shall accept previous selections of banking and other fiscal or legal business connections made by the incorporators prior to incorporation without a vote. The Board of Directors shall lead efforts of BaRCSE to solicit funds to support the missions and goals of BaRCSE. The Secretary and Treasurer shall be ex-

officio, non-voting members of the Board of Directors. While individuals may serve as both an officer and a board member, officers shall not constitute a majority of voting members of the Board of Directors.

Article VI: Elections

Section 1. All persons nominated for an office or Board of Directors position shall be deemed qualified in accordance with the established qualifications set forth by the membership in the SOP's.

Section 2. Each member shall have one (1) vote for each open office or Board of Directors position.

Section 3. Voting may be accomplished by secret ballot, voice vote, or electronic means. The Chair of the nominating committee shall be responsible for counting votes, certifying the election, and announcing the outcome. The President shall assume these tasks for the initial election.

Article VII: Committees

Standing committees shall be established by the Membership, and shall consist of not less than three members in good standing, at least one who may be an elected officer or member of the Board of Directors of BaRCSE. Appropriate committees shall assign home visits, or other forms of assistance toward the care, fostering and/or adoption of basset hounds within the BaRCSE system. These include but are not limited to:

Intake Committee: This committee shall make the decision as to which basset hounds are taken into the BaRCSE system and their initial temporary location. The Officers may designate themselves as this Committee, with oversight from the Board of Directors, as required.

Foster Home Committee: This committee shall approve all foster homes as temporary housing for basset hounds in the BaRCSE system, and assign basset hounds within the system as per the Foster Home assessment form. They shall use members not on the committee to do home evaluation visits when practicable.

Adoption Committee: This Committee shall make the decision as to which adoption requests are approved, and oversee the transfer of ownership from BaRCSE to the adopting party(s). They shall use members not on the committee to do home evaluations when practicable.

Medical Committee: The Medical Committee shall be responsible for identifying veterinarians and other professionals who can further the goals and objectives of BaRCSE (within BaRCSE financial limitations), publish such a list, and maintain contact with such providers as needed. The committee shall also agree to, change, or reject

proposed medical services on individual basset hounds within the BaRCSE system. The rule of plurality shall apply.

Transportation Committee: The transportation committee shall be responsible for arranging the movement of BaRCSE owned or about to be owned basset hounds from and to locations as required to carry out the programs and objectives of BaRCSE. Non-elected members shall be used as practicable for such transportation efforts.

Fundraising Committee: The fund raising committee shall be responsible for directing activities to raise funds to support the goals of the organization. Events and activities will be selected with the direction of the Board of Directors and in concert with the missions and goals of BaRCSE.

Nominating Committee: The nominating committee shall be appointed by the President and shall include not less than three (3) members who will be responsible for soliciting nominations of qualified candidates to be placed into nomination for vacant positions. The committee shall be formed no less than three (3) month prior to an election, except in the case of a mid-term election in which case the committee shall report its nomination(s) one (1) month prior to the scheduled special election.

Article VIII: Meetings

Section 1. Regular or Called Meetings. The membership shall hold not less than one regular or special called meeting annually. In the event that only one meeting is held in a 12-month period that meeting shall be held during the month of March. The Secretary shall post a 30-day notice of regular meetings naming the place and time of such meeting in the same manner as a called meeting. A majority of the officers or a majority of the membership may call special meetings, with a minimum of a 14-day notice to the membership via postal or electronic communication from the Secretary or his/her designee. The reason(s) for the special meeting shall be clearly communicated to the membership at the time of the call.

Section 2. Quorum. Quorum for all meetings of the membership and Board of Directors shall be 25% (twenty-five per cent) of the members of each appropriate group. Proxies shall be provided all members of any membership meeting or Board Meeting, and shall be accepted by the Secretary in person from the proxy holder at the time and place of the meeting or electronically submitted to the Secretary not less than 24 hours in advance of the beginning of the appropriate meeting. Committees may meet via telephone, e-mail or other means to accomplish their assigned duties.

Section 3. Agenda. All meetings shall have an agenda distributed to the membership no less than 48 hours prior to the time set for the meeting to begin.

Section 4. Conflict of Interest. Any member with a conflict of interest or a perceived conflict of interest regarding any matter on which the individual may cast a vote shall declare the conflict of interest and shall abstain from voting on that matter.

Section 5. Voting. All issues to be voted on shall be decided by a simple majority of those present either in person or by proxy, as authorized in Section 2 above.

Article IX: Parliamentary Authority

The rules contained in the Modern Edition of *Robert's Rules of Order* shall govern the Corporation in all cases where they are not inconsistent with these by-laws, and any special rules of order the Corporation may adopt.

Article X: Removal of Officers and/or Board of Directors Members

Section 1. All officers and Board of Directors members serve at the pleasure of the Membership for specified terms and are subject to term limitation as per Articles IV and V above. As such, they are expected to maintain a level of demeanor and control expected of an individual holding such position in an organization. To this end, all officers and board members are expected to perform their duties to the best of their ability for the benefit of BaRCSE and its members.

Section 2. Infractions of any illegal or immoral nature as to any BaRCSE business shall be cause for immediate removal from office. Such infractions shall include, but not be limited to, misappropriation of BaRCSE funds or equipment, the improper or illegal use of titles of authority to the public by impersonation or other deceptive practices, the personal use of BaRCSE credit accounts or cards, the taking of monies or other gratuities from BaRCSE vendors for favorite treatment, purposefully causing harm to an animal in a malicious manner and similar infractions that would bring harm to the BaRCSE funds or reputation.

Section 3. Officers and Board of Director members shall refrain from the use of personal attacks on BaRCSE members, donors, employees or volunteers of shelters or other rescue groups, regardless of the reason, such as swearing at, degrading the integrity of members, defaming or libeling, or in other ways bring disgrace or harm to other members. Infractions of this nature are grounds for filing a grievance as Described below in Section 4. To this end, disagreements on business matters shall be discussed in a business-like manner.

Section 4. Reasons for removal shall be brought to the attention of the membership by filing a grievance with the Secretary or his/her assigned designee (except if against the Secretary, in that case filed with the President) and such recipient of the grievance is required to send notification of the grievance to the membership within 96 hours of such grievance being received by the Secretary or President. Such grievance(s) must be specific and refer to either illegal or by-law violations in detail, and may ask for the accused to either resign or ask the Board of Directors to appoint a committee of not less than five (5) BaRCSE members to hear the complaint and in their judgment, if such grievance is found to be valid, their options shall be to call for the resignation from the office held, or resignation from BaRCSE, at their discretion. Business decisions made in

open meetings that prove to be erroneous shall be corrected by appropriate legal and proper action, and do not constitute reason for a grievance.

Article XI: Removal of non-elected members

Section 1. Members of BaRCSE shall be held to the same standards as officers and Board of Directors members as described in Article VII above. Personal differences between members that do not affect the successful operation of BaRCSE shall be settled by the parties outside the venue of BaRCSE.

Section 2. Differences of opinion about BaRCSE business shall be confined to the BaRCSE meetings or other business functions, and shall not be discussed with the general public. If such infraction occurs and in the opinion of a majority of the Officers, is detrimental to the successful operation of BaRCSE, the officers may use legal means to reprimand or expel such member(s) from the rolls of BaRCSE.

Article XII. Amendments

These by-laws may be amended by a vote of 67% (sixty-seven percent) of the membership at any legally called or regular meeting, if the membership has been advised of the intention to amend the by-laws by the Secretary or the member intending to introduce such amendment(s) not less than 48 hours prior to the time of the meeting in writing with a brief description of the intended amendment. In the event that calling a meeting is not an option, the Board of Directors may authorize the vote on an amendment be taken by electronic means. 67% (sixty-seven percent) of members voting by the stated deadline must approve the proposed amendment. Members must have a minimum of five (5) business days from the notification email from the Secretary to the deadline to vote for or against the proposed amendment.

Article XIII. Severability

Should any portion of these bylaws as they now exist or amended be deemed to be in conflict with legal or moral standards of the State of South Carolina, the United States of America, or other organization with the legal power to do so, the portion found to be in violation may be expunged without regard to other non-effected measures of these bylaws.

Certifications

We certify these bylaws were adopted by a majority vote on December 21, 2015 in a legal membership meeting with a quorum present.

_____ President _____ (Date)

_____ Secretary _____ (Date)