

Carolina Basset Hound Rescue By-Laws

CAROLINA BASSET HOUND RESCUE, INCORPORATED

A NORTH CAROLINA NON-PROFIT CORPORATION

ARTICLE I: OFFICES

Section 1. Principal Office.

The principal office of Carolina Basset Hound Rescue, Incorporated, a North Carolina non-profit corporation (the "Company"), shall be in Mecklenburg County, North Carolina. The Company may have such other offices either within or without the State of North Carolina as the Board of Directors may determine or as the affairs of the Company may require from time to time.

Section 2. Registered Office.

The Company shall have, and continuously maintain, in the State of North Carolina or South Carolina a registered office and a registered agent whose office is identical with such registered office. The registered office may be but need not be identical with the principal office, and the address of the registered office may be changed from time to time by the Board of Directors.

ARTICLE II: PURPOSE

The purposes of the Company shall be to place unwanted basset hounds in temporary foster homes awaiting permanent placement and to engage in any other lawful activity permitted to be carried on by a non-profit corporation established pursuant to Chapter 55A of the North Carolina General Statutes, consistent with the provisions of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (or the corresponding provision of any future United States Internal Revenue Law).

The Company will accomplish this purpose by routinely engaging in, but is not limited to, the following activities: (a) lawfully rescuing and obtaining possession of basset hounds that appear to be abused, stranded, relinquished, or abandoned; (b) taking part in established pet-oriented public awareness activities; (c) taking part in established community-based activities thus raising the awareness of the organization and the problem of overbreeding; (d) holding fundraisers in which the public has contact with personal and sometimes Company dogs; (e) transporting dogs primarily, but not limited to, between and within North and South Carolina; (f) conducting home visits of prospective adoptive and foster homes; (g) having volunteers act as foster parents for basset hounds without permanent homes, including seeing to veterinary and grooming needs of foster animals; and (h) other business as is consistent with the overall mission of rescuing basset hounds and placing them in loving permanent homes not necessarily explicitly defined by the CBHR By-Laws or authorized by the Company.

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ARTICLE III: BOARD OF DIRECTORS

Section 1. General Powers.

The Board of Directors, and such committees as the Board of Directors may establish pursuant to these By-laws, shall have full power and authority to set policy and procedures and to govern the affairs of the Company. In the event of divergent opinions among committees and the Board of Directors, the Board of Directors shall have the final authority and power to set policy and procedures and to govern the affairs of the Company.

Section 2. Number, Tenure and Term.

The number of Directors of the Company shall not be less than three (3) with members numbering odd, the exact number of which shall be determined from time to time by the Board of Directors and two of which shall at all times be the President of the Company and the Treasurer. The term of office for the members of the Board of Directors shall be two (2) years and Directors may serve successive terms.

Section 3. Nomination and Election of Directors.

The Board of Directors shall be elected in accordance with this Article III, Section 2. Terms of board members shall be staggered so that not more than 60% of the positions shall be elected in one year.

(a) Nominations: The current Board of Directors shall serve as the nominating committee for the Board of Directors. All active volunteers are eligible to serve on the Board of Directors with the stipulation that no more than one member from a household may serve on the Board of Directors at the same time.

(b) Election of Directors: The then current Board of Directors shall elect the Directors who shall serve for a period of two (2) years or until their successors have been duly elected and qualified. Those persons who receive the highest number of votes at such meeting at which a quorum is present shall be elected as Directors.

(c) Vacancies: In the event any Director shall resign, die or be removed as herein provided, his or her successor shall be selected by the remaining members of the Board of Directors, even though less than a quorum may be present, and shall serve the remainder of the unexpired term.

Section 4. Qualifications

The Board of Directors shall be composed of properly qualified individuals representing a cross section of the community. The Board Directors of the Company must be legal residents of North Carolina or South Carolina.

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Section 5. Removal.

Any member of the Board of Directors may be removed from the Board of Directors with just cause, including violations of by-laws or standard operating procedures of the company by the affirmative vote of two-thirds of the whole Board of Directors (excluding the member sought to be removed). If any member of the Board of Directors is so removed, a replacement Director may be elected at the same meeting in accordance with Article III, Section 3 above.

Section 6. Compensation.

Board members shall serve without compensation.

Section 7. Chairperson.

The President of the Company shall serve as the chairperson of the Board of Directors. In the absence of the President, the Board of Directors shall appoint a chairperson to serve in the President's absence. The chairperson shall preside at all meetings of the Board of Directors and perform such other duties as may be directed by the Board.

ARTICLE IV: MEETINGS OF DIRECTORS

Section 1. Annual Meetings.

An annual Volunteer and Business meeting shall be held according to a schedule determined by the Board of Directors. The Board of Directors shall establish the time and place of the meetings. Any meeting of the Board may be held in a form other than physical presence, such as conferences or teleconferences.

Section 2. Special Meetings.

Special meetings of the Board of Directors may be called at any time by the President or on the written petition of a majority of Board of Director members. Any meeting of the Board may be held in a form other than physical presence, such as conferences or teleconferences.

Section 3. Conduct of Meetings.

At any regular or special meeting of the Board of Directors the Chairperson, as determined under Article III, Section 7 of these By-laws, shall preside over the meeting. A secretary shall be selected for each regular or special meeting for purposes of preparing the minutes of the meeting and filing same in the Company's corporate records. The Board of Directors may permit any or all Directors to participate in a regular or special meeting by, or conduct the meeting through the use of, any means of communication by which all Directors participating may simultaneously participate in the meeting. A member of the Board of Directors participating in a meeting by this means is deemed to be present at the meeting.

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Section 4. Notice of Meetings.

Notice of special meetings shall be given by mail, e-mail, telephone, or facsimile transmission to each member of the Board of Directors.

Section 5. Quorum.

A quorum shall consist of a majority of the members of the Board of Directors and the affirmative vote of a majority of those Directors present shall decide all matters, except as otherwise provided herein.

Section 6. Voting Rights.

Each Director shall have one vote. Voting by proxy shall not be permitted.

Section 7. Action Without a Meeting.

Action taken by a majority of the Board of Directors or members of a committee without a meeting is nevertheless action by the Board of Directors if written consent to the action in question is signed by all the Directors, whether electronic or hard copy, and filed with the minutes of the proceedings of the Board, whether done before or after the action so taken.

ARTICLE V: OFFICERS

Section 1. Officers.

The officers of the Company shall be a President, one or more Vice-Presidents, a Secretary, a Treasurer, and such other officers with such other titles and duties as the Board of Directors may designate from time to time to equal an odd number. The office of President and Treasurer cannot be held by the same person. At its discretion, the Board of Directors may change the duties of the officers specified herein.

Section 2. Election and Term of Office.

Each of the officers of the Company will be elected by the Board of Directors preceding the Annual Volunteer and Business meeting. Terms shall be staggered so that not more than 60% of the positions shall be elected in one year. The term of each officer will be two years or until his death, resignation, or removal from office. The said officer shall hold office until his successor is elected.

Section 3. President.

The President shall preside at the Annual Volunteer and Business meeting and all meetings of the Officers and subject to the control of the Board of Directors, shall, in general, supervise and control the business and affairs of the Company. The person holding the office of President cannot hold more than two consecutive terms (i.e. 4 years) unless approved by the Board of Directors.

Section 4. Vice-President.

The Vice-President shall perform the duties of the President in the event of the absence or inability of the President to act, or in the event of a vacancy in that office. A Vice-President shall perform such

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interim duties as are assigned by the Board of Directors or by the President. It is the intent that the Vice-President will be the forerunner for the office of President.

Section 5. Secretary.

The Secretary shall handle the general correspondence of the Company; shall attend all meetings and keep the minutes; and shall perform such other duties as from time to time may be assigned to him or her by the President or by the Board of Directors. In the event Secretary be absent from meetings of the Board of Directors, the Board shall appoint another attendee scribe of meeting minutes.

Section 6. Treasurer.

The Treasurer shall have charge and custody of all funds of the Company, shall have authority to open bank accounts in the name of the Company and together with such other person or persons as may be designated by the Board of Directors to sign checks and drafts and other papers requiring the payment of money; shall cause all debts and obligations of the Company to be paid upon verification by the person or persons authorizing, the indebtedness; shall keep an accounting of all receipts and disbursements which shall be open for inspection by the Directors and auditors at all times; shall give a report of accounts of each meeting of the Board of Directors; shall furnish a quarterly statement of all receipts and disbursements of the Company; shall furnish a statement of all receipts and disbursements upon request of the Officers or Board of Directors; and shall perform such other duties as may be authorized and directed by the Board of Directors.

Section 7. Compensation.

Officers shall serve without compensation.

ARTICLE VI: COMMITTEES

Section 1. Standing Committees.

The Board of Directors may designate one or more standing committees which shall consist of two (2) or more persons, to address various issues relating to the operation of the Company. Except as otherwise provided below, such standing committees shall meet as necessary, and shall report their recommendations to the Board for approval. In addition, the Board of Directors may appoint a Board of Advisors which shall consist of two (2) or more individuals who need not be members of the Board of Directors of the Company for the purpose of providing general direction and advice to the Board of Directors.

Section 2. Vacancies.

Any vacancy occurring in a committee chair shall be filled by a vote of the majority of the Board. Any vacancy occurring on the Board of Advisors shall be filled by a majority vote of the Board of Directors.

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Section 3. Removal.

Any Committee chair may be removed at any time with just cause by the affirmative vote of two-thirds of the Board of Directors (excluding, the person the committee sought to be removed).

Section 4. Minutes.

All committees shall keep regular minutes of their proceedings and report the same to the Board.

Section 5. Procedures.

The provisions of Article IV that govern conduct of meetings, notice, quorum, voting rights and action without a meeting of the Board of Directors shall apply to committees and their members in the same manner.

Section 6. Responsibility of Directors.

The designation of a committee and the delegation thereto of authority does not constitute compliance by a member of the Board of Directors with the standards of conduct imposed upon him or her by the law.

Section 7. Reversal of Committee by the Board.

Any decision or action of a committee may be reversed, amended, or nullified by a majority of the Board of Directors; provided, however, that no rights of third parties shall be affected by such revision or amendment or nullification.

Section 8: Disbanding of a Committee

A committee may be disbanded upon a majority vote of the Board.

ARTICLE VII: FISCAL MATTERS

Section 1. Fiscal Year.

The fiscal year of the Company shall be the year ending December 31st.

Section 2. Funds.

All funds and property received by or coming into the custody of the Company belong to and are funds and property of the Company to be expended only for the purposes authorized and in accordance with regulations prescribed by the Company.

Section 3. Accounting Review.

The accounts of the Company shall periodically receive an accounting review, agreed upon procedures, or attestation of cash balance. The initial review encompassed the fiscal years 1998-2000; was conducted by an independent, duly licensed certified public accountant; and the report was submitted to the Board of Directors.

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ARTICLE VIII: INDEMNIFICATION

The Company shall indemnify its officers, directors, employees, and agents arising out of their status as officers, directors, employees or agents of the Company, or their activities in any of the foregoing capacities in accordance with and to the fullest extent allowable under the provisions of the North Carolina Nonprofit Corporation Act, as same may be amended from time to time.

ARTICLE IX: DISSOLUTION

In the event of dissolution of the Company all assets shall be distributed in accordance with the provisions of the Company's Articles of Incorporation.

ARTICLE X: PARLIMENTARY AUTHORITY

Roberts Rules of Order, Revised shall constitute the ruling authority in all cases in which they are not consistent with these By-laws or with any statute of the state of North Carolina.

ARTICLE XI: NON-DISCRIMINATION

This Company shall operate entirely on a non-discriminatory basis with respect to age, gender, race, religion, national origin, sexual orientation, or handicapped condition. This policy shall apply to boards, committees, staff, services and programs.

ARTICLE XII: AMENDMENTS

Except as otherwise provided herein, these By-laws may be amended or repealed and new By-laws may be adopted by the affirmative vote of two-thirds of the Board of Directors then holding office.

Adopted: May 29, 1998

Revised: February 24, 2001

Revised: October 03, 2009

Revised: June 21, 2015. Approved by Board of Directors as documented in the minutes.

Revised: 02/25/18 to add the Treasurer as a member of the BOD. Approved by BOD.