

# **Bowie Citizens for Local Animal Welfare, Inc.**

## **AKA Bowie CLAW, Inc.**

### **By-Laws**

#### **I. Name**

The name of this organization shall be Bowie Citizens for Local Animal Welfare Inc. (hereinafter the "Corporation") and it may be referred to as Bowie CLAW Inc. or Bowie CLAW.

#### **II. Principal Office**

1. The Principal office of the Corporation shall be in the state of Maryland.
2. The Corporation may also have an office or offices in such other place or places as the purposes of the Corporation may require and as the Board of Directors may from time to time designate.

#### **III. Purpose**

1. The purpose of the organization shall be to advocate for the interests and welfare of animals in the city of Bowie, Maryland and the greater Bowie area. This includes but is not limited to the establishment of a system that insures the care and placement of Bowie's homeless animals and the return of lost pets as well as any other related legal purpose.
2. This organization is organized exclusively for charitable purposes under section 501(c)(3) of the Internal Revenue Code or corresponding section of any future federal tax code.
3. The Corporation is incorporated as a Non-Stock corporation and has no authority to issue stock.

#### **IV. Membership**

1. Regular Members. Membership in the Corporation shall be available without regard to race, color, creed or national origin. Any person, firm or corporation who or which subscribes to the purposes and policies of the Corporation by written application prescribed by the Board of Directors may become a regular Member of the Corporation subject only to compliance with the provisions of these By-laws.

2. Honorary Members. The Board of Directors at a duly convened meeting may elect Honorary Members by a unanimous vote of the Directors present. Honorary Members shall be exempt from payment of any dues whatsoever and shall be entitled to all the privileges of regular Members except the right to vote or hold office.
3. Resignation. Any Member may withdraw from the Corporation after fulfilling all obligations to it by giving written notice of such intention to the Secretary, which notice shall be presented to the Board of Directors by the Secretary at the first meeting after its receipt.
4. Suspension. Any Member may be suspended for a period of time, or expelled for cause including but not limited to a violation of any of the By-laws, Rules of the Corporation, or for conduct prejudicial to the best interests of the Corporation. Suspension or expulsion shall be by a three/fifths (3/5) vote of the Board of Directors, provided that a statement of the charges shall have been mailed by first class and certified mail to the Member under charge at his or her last recorded address at least 15 days before final action is taken thereon.
5. Annual Dues. The Board of Directors shall determine from time to time the amount of annual dues payable to the Corporation by a Regular Member.
6. Payment of Dues. Dues shall be payable in advance on the first day of May in each fiscal year. Dues of a new Member shall be prorated from the first day of the month in which such new Member is elected to membership, for the remainder of the fiscal year.
7. Default and Termination of Membership. When any Member shall be in default in the payment of dues for a period of three months from the beginning of the fiscal year or period for which such dues become payable, his or her membership may thereupon be terminated by the Board of Directors.
8. Death of Member. Upon the Death of any Member, his or her membership shall cease.
9. Certificate Nonassignable. Neither any issued certificate of membership nor the rights and privileges of a Member shall be assignable.
10. General. The Corporation shall conduct an annual enrollment of Members but persons may be admitted to membership at any time. Only Members in good standing of the Corporation shall be eligible to participate in its business meetings, or to serve in any of its elective or appointive positions or to vote following consistent membership for a period of at least three months.
11. Annual Meeting. The annual meeting of the Members of the Corporation shall be held at such time as may be designated by the President of the Corporation, provided such annual meeting shall be held during the month of May of each year. The business to be transacted at the annual meeting shall include the election of Directors to succeed those whose terms shall have expired as of the date of such annual meeting, and the transaction of such other business as may come before the meeting.

12. Special Meetings. Special meetings of the Members may be called at any time for any purpose or purposes by the President, or by majority of the Board of Directors, and shall be called forthwith by the President, by a Vice President, the Secretary or any Directors of the Corporation upon the request in writing of a majority of all the Members entitled to vote on the business to be transacted at such meeting. Such request shall state the purpose or purposes of the meeting. Business transacted at all special meetings of Members shall be confined to the purpose or purposes stated in the notice of the meeting.
13. Place of Holding Meetings. All meetings of Members shall be held in the State of Maryland as designated by the Board of Directors.
14. Notice of Meetings. Written notice of each meeting of the Members shall emailed by the Secretary, to each Member of record entitled to vote thereat at his or her email address as it appears upon the books of the Corporation, at least two (2) days before the meeting. Each notice shall state the place, day and hour at which the meeting is to be held and, in the case of any special meeting, shall state briefly the purpose of purposes thereof. Meetings will also be posted on the Corporation website.
15. Quorum. The presence in person or by proxy of any Members of the Corporation shall constitute a quorum at all meeting of the Members. Other than a special meeting described in paragraph 12 above, at any meeting at which a quorum shall attend, any business may be transacted.
16. Conduct of Meetings. Meeting of Members shall be presided over by the President of the Corporation or, if he or she is not present, by a Vice President, or if none of said officers is present, by a chairman to be elected at the meeting. In the absence of the Secretary of the Corporation, the presiding officer shall appoint a person to act as Secretary of the meeting.
17. Voting. At all meetings of Members every member entitled to vote thereat shall have one (1) vote. Such vote may be either in person or by proxy appointed by an instrument in writing subscribed by such Member or his or her duly authorized individual, bearing a date not more than (3) months prior to said meeting, unless said interment provided for a longer period. Such proxy shall be dated, but need not be sealed, witnessed or acknowledged. All elections shall be had and all questions shall be decided by a majority of the votes cast at a duly constituted meeting, except as otherwise provided by law, or by these By-Laws.

If the presiding officer of the meeting shall so determine, a vote by ballot may be taken upon any election or matter, and the vote shall be so taken upon the request of ten percent (10%) of all of the Members entitled to vote on such election or matter. In either of such events, the proxies and ballots shall be received and be taken in charge and all questions touching the qualification of voters and the validity of proxies and the acceptance or rejection of votes shall be decided by the tellers. Such tellers shall be appointed by the chairman of said meeting.

## V. Board of Directors

1. General Powers. The property and business of the Corporation shall be managed under the direction of the Board of Directors of the Corporation.
2. Number and Term of Office. At the Annual Meeting next held after the adoption of these By-laws, there shall be an election by ballot for five (5) Directors of the Corporation to replace the Directors designated in the Corporation's Articles of Incorporation. This Original Board Directors will have staggered terms so there will be electable vacancies every year for the Board. One Director will serve a one-year term, two Directors will serve a two-year term and two members will serve a three-year term. The initial length of the terms of Original Board of Directors will be determined at the meeting in which these bylaws are adopted. Thereafter all Directors shall serve a three-year term.
3. Election of the Directors. At least thirty (30) days prior to the Annual Meeting of the Members of the Corporation a slate of Directors to fill the term(s) then expiring shall be presented. The said slate or slates of nominees to the Member of the Corporation will be presented for election of the Annual Meeting. The slate of nominees shall include any eligible Member who has requested consideration at least 60 days prior to the Annual Meeting. Any request to be included as a nominee shall be directed to any Officer of the Corporation.
4. Definition of Directors. Directors shall be defined as:
  - a. a Member of the Corporation,
  - b. be informed of the purpose and goals of Bowie CLAW,
  - c. be informed of the services provided by Bowie CLAW and publicly support them,
  - d. commit to the work of the organization,
  - e. be willing to serve on at least one committee,
  - f. make a significant time commitment,
  - g. volunteer for and willingly accept assignments, completing them thoroughly and on time,
  - h. attend all Board meetings unless due, reasonable notice is given,
  - i. attend all General meetings unless due, reasonable notice is given,
  - j. prepare for and participate in the discussions and deliberations of the Board in a professional manner,
  - k. foster a positive working relationship with the community, fellow Board of Directors and other CLAW members,

1. make known to the Board any potential financial or other conflicts of interest that may arise and recuse oneself from decision-making involving such a conflict.
5. Filling the Vacancies. In the case of any vacancy in the Board of Directors through death, resignation, disqualification, removal or other cause, the remaining Directors, by affirmative vote of the majority thereof, may elect a successor to hold office for the unexpired portion of the term of the Director whose place shall be vacant, and until the election of his or her successor, or until he or she shall be removed, prior thereto, by an affirmative vote of a majority of the Members. Similarly and in the event the number of Directors is increased, the additional Directors so provided for shall be elected by a majority of the entire Board of Directors already in office, and shall hold office until the next annual meeting of Members.
6. Removal of Directors. Any Director may be removed from office with or without cause by the affirmative vote of a majority of the Members entitled to vote at any special meeting of Members regularly called for that purpose.

Directors who miss one third of the total number of Board meetings in a 12-month period or with two un-notified absences in a calendar year may be dismissed from the Board pending majority vote (“un-notified” means the member did not contact a Director or Officer of the Corporation before the upcoming meeting to indicate they would be gone from the upcoming meeting).
7. Place of Meeting. The Board of Directors may hold their meetings and keep their books of the Corporation, within the State of Maryland, at such place or places as they may from time to time determine by resolution or by written consent of all the Directors. The Board of Directors may hold their meeting by conference telephone or other similar electronic communications equipment in accordance with the provisions of the State of Maryland Corporation law.
8. Regular Meetings. Regular meetings of the Board of Directors shall be held at such time and place as shall from time to time be determined by resolution of the Board. Regular meetings may be rescheduled at the request of a majority of the Board provided that due notice is provided to all Board members as to the time and place of meeting. Special meetings of the board may be called by the President or at the request of at least two Board members, provided that due notice is provided to all Board members as to the time and place of meeting. The Annual Meeting of the Board of Directors shall be held immediately following the Annual Meeting of Members at which the Board of Directors is elected. Any business may be transacted at any regular meeting of the Board provided that a quorum is present.
9. Special Meetings. Special meetings of the Board of Directors shall be held whenever called by any Director. The Secretary shall give notice of each special meeting of the Board of Directors, by emailing the same at least three (3) days prior to the meeting to each Director; but such notice may be waived by any

Director. Unless otherwise indicated in the notice thereof, any and all business may be transacted at a special meeting. At any meeting at which every Director shall be present, even though without notice, any business may be transacted and any Director may in writing waive notice of the time, place and objectives of a special meeting.

10. Quorum. A majority of all the Directors shall constitute a quorum for the transaction of business at all meeting of the Board of Directors, but, if at any meeting less than a quorum shall be present, a majority of those present may adjourn the meeting from time to time.
11. Required Vote. An affirmative vote of any majority of those present shall be necessary for the passage of any resolution.
12. Committees. The Board of Directors may, by resolution passed by a majority of the entire Board, designate one or more committees, each committee to consist of two or more of the Directors of the Corporation, which to the extent provided in the resolution, shall have and may exercise the powers of the Board of Directors, and may authorize the seal of the Corporation to be affixed to all papers which may require it. Such committee or committees shall have such names as may be determined from time to time by resolution adopted by the Board of Directors.

## **VI. Officers**

1. Election, Tenure and Compensation. The officers of the Corporation shall be a President, a Vice President, a Secretary, and a Treasurer. The officers shall be appointed by the Board of Directors at its first meeting following the annual meeting of the Members. The President shall be a Director and the other officers may, but not need be, Directors. Any two or more of the above offices, except President and Vice President, may be held by the same person, but no officer shall execute, acknowledge or verify any instrument in more than one capacity if such instrument is required by law or by these By-Laws to be executed, acknowledged or verified by and two or more officers. Officers shall not receive any stated salary for their services as such, but each officer shall be entitled to receive from the Corporation reimbursement of reasonable expenses incurred by him or her in the performance of the business of the Corporation. Nothing herein contained shall be construed to preclude any officer from serving the Corporation in any other capacity and receiving compensation therefore.

In the event that any office other than an office required by law, shall not be filled by the Board of Directors, or once filled, subsequently becomes vacant, than such office and all references thereto in these By-Laws shall be deemed inoperative unless and until such office is filled in accordance with the provisions of these By-Laws.

Except where otherwise expressly provided in a contract duly authorized by the Board of Directors, all officers and agents of the Corporation shall be subject to removal at any time by the affirmative vote of a majority of a quorum of the

Board of Directors, and all officers, agents and employees shall hold office at the sole discretion of the Board of Directors or of the officers appointing them.

2. Powers and Duties of the President: The President shall preside at all meetings of the Members and of the Board of Directors. Subject to obtaining the additional signature of the Secretary, the President may sign and execute all authorized bonds, contracts or other obligations in the name of the Corporation. The President shall be ex-officio a member of all standing committees. He or she shall do and perform such duties as may, from time to time, be assigned to him or her by the Board of Directors. In addition the President shall: work to establish overall long-term and short-term goals and objectives of the organization, be the primary spokesperson to the media and community at large, provide leadership and enhance relationships with other community groups and agencies, represent the organization to Government and Municipal officials, report to the Board on the status of major programs, set monthly Board meeting agendas, ensure Board members receive agenda and minutes in a timely manner.
3. Powers and Duties of the Vice President. The Board of Directors shall appoint a Vice President and may appoint more than one Vice-President. Subject to obtaining the additional signature of the Secretary, the Vice President (unless otherwise provided by resolution of the Board of Directors) may sign and execute all authorized bonds, contracts, or other obligations in the name of the Corporation. Each Vice President shall have such powers and shall perform such other duties as may be assigned to him or her by the Board of Directors or by the President. In case of the absence or disability of the President, the duties of that office shall be performed by any Vice President, and the taking of any actions by any such Vice President in place of the President shall be conclusive evidence of the absence or disability of the President. In addition the Vice President shall work to establish overall long-term and short-term goals and objectives of the corporation.
4. Powers and Duties of the Secretary. The Secretary shall give, or cause to be given, notice of all meetings of Members and Directors and all other notices required by law or by these By-Laws, and in case of his or her absence or refusal or neglect to do so, any such notice may be given by any person thereunto directed by the President, or by the Directors or Members upon whose written request the meeting is called as provided in these By-Laws. The Secretary shall record all the proceedings of the meeting of the Members and of the Directors in books provided for that purpose, and he or she shall perform such other duties as may be assigned to him or her by the Directors or the President. He or she shall have custody of any seal of the Corporation and shall, as indicated in paragraphs 2 and 3 above, affix the Secretary's signature and/or the Corporation's seal to all instruments requiring it, when authorized by the Board of Directors or the President, and attest to the affixation of any seal. In general, the Secretary shall perform all the duties generally incident to the office of Secretary, subject to the control of the Board of Directors and the President. Specifically the Secretary shall:

- a. be responsible for ensuring that accurate minutes of meetings are taken and distributed in a timely manner,
  - b. work with the President to establish meeting agendas,
  - c. prepare the agenda and distribute it prior to a meeting,
  - d. ensure that the records of the organization are maintained as required by law and made available when appropriately requested (with the exception of financial records),
  - e. ensure or ensure that a designee agreed to by the Board members maintain official records each CLAW member,
  - f. ensure that an updated copy of the bylaws is available at all meetings, and
  - g. participate in the formulation of long- and short-term goals and objectives of the organization.
  - h. sign all documents identified within these bylaws.
5. Powers and Duties of the Treasurer. The Treasurer shall have custody of all the funds and securities of the Corporation, and he or she shall keep full and accurate account of receipts and disbursements in books belonging to the Corporation. He or she shall deposit all moneys and other valuables in the name and to the credit of the Corporation in such depository or depositories as may be designated by the Board of Directors. Subject to obtaining the additional signature/endorsement of the President or Vice-President on any check or other negotiable instrument, the Treasurer shall disburse the funds of the Corporation as may be ordered by the Board of Directors or the President, taking proper vouchers for such disbursements. He or she shall render to the President and the Board of Directors, whenever either of them so requests, an account of all his or her transactions as Treasurer and of the financial condition of the Corporation. The Treasurer shall give the Corporation a bond, if required by the board of Directors, in a sum, and with one or more sureties, satisfactory to the Board of Directors, for the faithful performance of the duties of this or her office and for the restoration to the Corporation in case of his or her death, resignation, retirement or removal from office of all books, papers, vouchers, moneys and other properties of whatever kind in his or her possession or under his or her control belonging to the Corporation. The Corporation shall pay the cost of any required bond. The Treasurer shall perform all the duties generally incident of the office of the Treasurer, subject to the control of the Board of Directors and the President. Specifically the Treasurer shall:
- a. exhibit a fiduciary responsibility to the organization,
  - b. have the ability to maintain/read/understand/interpret financial statements for Bowie CLAW,
  - c. have signing authority on behalf of the Board for financial matters,
  - d. have charge and custody of and be responsible for all funds and securities in the name of the corporation,

- e. have the ability to disburse funds as may be directed by the Board, keep and maintain an accurate record of the organizations receipts and expenditures,
- f. ensure preparation of the annual budget,
- g. prepare financial reports as needed,
- h. report the financial status at each meeting, and
- i. participate in the formulation of long- and short-term goals and objectives of the organization.

## **VII. Committees**

1. The Board may appoint standing and ad-hoc committees as required.
2. The Board will appoint committee chairs from among the Regular Membership.
3. Committee Chairs will report on committee efforts at General Meetings.
4. The Board will provide oversight on committee activities.
5. The work of any committee is not deemed to be final until it is approved by the Board of Directors.

## **VIII. Conflict of Interest**

1. Any Board of Director, Officer or Regular Member who has a financial or other conflict of interest, actual or apparent, in a matter pending before the Board shall recuse themselves from voting on any resolution regarding that matter.

## **IX. Seal**

1. Seal. In the event that the President shall direct the Secretary to obtain a seal, the seal shall be circular in form and shall have inscribed thereon the name "Bowie Citizens for Local Animal Welfare, Inc." the year "2009" and the words "State of Maryland." The seal will remain in the custody of the Secretary of the Corporation.

## **X. Fiscal Policies**

1. The fiscal year of the Executive Board shall be January 1 to December 31.
2. Categories of expenditures to support the functions of Bowie CLAW shall be approved through a majority vote of the Board of Directors and such expenditures shall be carried out by the Corporation's Officers.

## **XI. Banks Accounts and Loans**

1. **Bank Accounts.** Such officers or agents of the Corporation as from time to time shall be designated by the Board of Directors shall have authority to deposit any funds of the Corporation in any such banks or trust companies as shall from time to time be designated by the Board of Directors and such officers or agents as from time to time shall be authorized by the Board of Directors may withdraw all of the funds of the Corporation so deposited in any such bank or trust company, upon checks, drafts or other instruments or orders for the payment of money, drawn against the account or in the name or behalf of this Corporation, and made or signed by such officers or agents; and each bank or trust company with funds of the Corporation are so deposited is authorized to accept, honor, cash and pay, without limit as to amount, all check, drafts or other instruments or orders for the payment of money, when drawn, made or signed by officers or agents so designated by the Board of Directors until written notice of the revocation of the authority of such officers or agents by the Board of Directors shall have been received by such banks or trust company. There shall from time to time be certified to the banks or trust companies in which funds of the Corporation are deposited, the signature of the officers or agents of the Corporation so authorized to draw against the same. In the event that the Board of Directors shall fail to designate the officers by who checks, drafts, and other negotiable instruments or orders for the payment of money shall be signed, as hereinabove provided in this Section, all of such checks, drafts and other negotiable instruments or orders for the payment of money shall be signed by the President or Vice President and counter signed by the Treasurer of the Corporation. Unless otherwise directed by the Board of Directors, the Corporation's checks, drafts, and other negotiable instruments or orders for the payment of money shall be kept in an account which requires the signature of two officers to access the money in a Corporation account.
2. **Loans.** Upon the express direction of the Board of Directors, the officers or agents of the Corporation shall have authority to effect any such expressly authorized loans, advances or other forms of credit at any time or times for the Corporation from such banks, trust companies, institutions, Corporations, firms or persons as the Board of Directors, shall from time to time designate, and as security for the repayment of such loans, advances, or other forms of credit to assign, transfer, endorse and deliver, either originally or in addition or substitution, any or all stocks, bonds, rights and interest of any kind in or to stocks or bonds, certificates of such rights or interests, deposits, accounts, document governing merchandise, bills and accounts receivable and other commercial paper and evidences of debt at any time held by the Corporation; and for such loans, advances or other forms of credit to make, execute and deliver one or more notes, acceptances or written obligations of the Corporation on such terms, and with such provisions as to the security or sale or disposition there of as such officers or agents shall deem proper; and also to sell to , or discount or rediscount with, such banks, trust companies, institutions, corporations, firms or person any and all commercial paper, bills receivable, acceptances and other instruments and evidences of debt at

any time held by the Corporation, and to that end to endorse, transfer and deliver the same. In each instance of express authorization from the Board of Directors, there shall be certified to each bank, trust company, institution, corporation, firm or person so designated the signatures of the officers or agents so authorized; and each such bank, trust company, institution, corporation, firm or person is authorized to rely upon such certification until written notice of the revocation by the Board of Directors of the authority of such officers or agents shall be delivered to such bank, trust company, institution, corporation, firm or person.

## **XII. Reimbursements**

Any payments made to an officer or other employee of the Corporation, such as salary, commission, interest or rent, or entertainment expense incurred by him or her, which shall be disallowed in whole or in part as a deductible expense by the Internal Revenue Service, shall be reimbursed by such officer or other employee of the Corporation to the full extent of such disallowance. It shall be the duty of the Directors, as a Board, to enforce payment of each such amount disallowed. In lieu of payment by the officer or other employee, subject to the determination of the Board of Directors, proportionate amounts may be withheld from his or her future compensation payments until the amount owed to the Corporation has been recovered.

## **XIII. Dissolution**

1. Dissolution. Upon the dissolution of the Corporation, assets shall be distributed for one or more exempt purposes within the meaning of Section 501(c) (3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or shall be distributed to the federal government or to a state or local government for a public purpose.

## **XIV. Amendments**

1. Amendment to By-Laws. The Board of Directors shall have the power and authority to amend, alter or repeal these By-Laws or any provision thereof, and may, from time to time make additional By-Laws.
2. These bylaws may be amended subject to the following procedure:
  - a. An proposed amendment must be introduced as a resolution before the Board of Directors.
  - b. The resolution is passed by a majority vote of a quorum of the Board of Directors.
  - c. The resolution is ratified by a two-thirds (2/3) vote of the Regular Members at any general meeting.
3. A proposed amendment approved by the Board of Directors but defeated by the Regular Membership cannot be considered again before the next general election of Directors has occurred.

4. An amendment defeated by the Regular Membership, if so reintroduced per XIV(3), is considered to be new and subject to all provisions of XIV(2).
5. A copy of any proposed amendment to these bylaws shall be provided to each Officer at least one week prior to the Board of Directors meeting, and made available to the Regular Members, by their last known email, one week before the ratification vote is conducted.

## Signatures

\_\_\_\_\_  
Tara Kelley-Baker

\_\_\_\_\_  
Date

\_\_\_\_\_  
Karen Garretson

\_\_\_\_\_  
Date

\_\_\_\_\_  
Jill Hochman

\_\_\_\_\_  
Date

\_\_\_\_\_  
Becky Neilson

\_\_\_\_\_  
Date

\_\_\_\_\_  
Michael Semeniuk

\_\_\_\_\_  
Date