

**BYLAWS OF THE SPCA OF BRADLEY COUNTY TN**  
**FOUNDED 2013, INCORPORATED**  
September 2, 2013

**I. Mission and Purpose**

The Mission and Purpose of the SPCA of Bradley County TN, Founded 2013, Incorporated, is to advance the welfare of animals in the Bradley County, Tennessee area, to promote the no-kill sheltering philosophy, and to operate exclusively for a charitable purpose within the meaning of Section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code.

**II. Membership**

The Organization does not have members.

**III. Directors and Officers**

A. *Directors and Named Officers* – The Organization shall have a Board of Directors that shall consist of not less than three (3) and not more than nine (9) Directors. The Incorporators of the Organization shall appoint the First Board of Directors. Thereafter, the existing Board of Directors shall elect their replacements. The Organization's Board shall have the offices of President and a Secretary. The same person may not hold the Offices of President and Secretary at the same time. The Organization may appoint other Officers by resolution of the Board of Directors.

1. *President* – The President shall be the spokesperson for the organization, shall sign any leases, mortgages, notes, resolutions, and/or other official documents of the organization, and shall facilitate all membership meetings. The President may delegate these duties to another duly elected Officer of the Organization when s/he deems it necessary and appropriate.
2. *Secretary* – The Secretary shall take notes at meetings, shall record all decisions of the Organization, shall maintain the roster and official documents of the Organization for review by any Director, and shall receive and maintain bank statements and legal documents of the Organization. The Secretary may delegate these duties to another member in the event that s/he deems it necessary and appropriate.

- B. *Eligibility to become a Director or an Officer* – Directors shall be at least eighteen (18) years of age, a citizen of the United States of America, and concerned about the welfare of animals. Any Director is eligible to serve as an Officer.
- C. *Election of Directors and Officers* – Directors and Officers shall be elected at a duly called meeting of the Board of Directors where they receive a majority of the votes.
- D. *Terms of Office* – Directors and Officers shall serve terms of one (1) year. Directors and Officers may serve unlimited consecutive terms.
- E. *Resignation and Removal* – Directors and Officers may resign by delivering a letter of resignation to the Secretary. The Secretary may resign by delivering a letter of resignation to the President. The resignation shall be deemed effective on the date of receipt of the letter, or on the date noted on the face of the letter, whichever is later.

Directors and Officers may be removed by a two-thirds (2/3) majority vote of the Directors represented at a meeting called for that purpose. Removal of an Officer shall NOT be deemed removal of a Director unless specifically stated.

In the event that a Director resigns, the vacancy may be filled by an election at a duly called meeting of the Board of Directors. In the event that an Officer resigns, a person appointed by a majority of the Board of Directors may fill the vacancy. The newly appointed Officer shall serve the remainder of the expired term.

- F. *Compensation* – No Director or Officer shall receive compensation for their services as a Director or Officer of the Organization. However, in the event a Director or Officer is also an employee of the organization, or has a business relationship with the organization, said Director or Officer may not vote in matters concerning budget or compensation. Officers may incur expenses of up to \$500 for the Organization's business, and shall be reimbursed these expenses within thirty (30) days of submitting a receipt for the same.

#### G. *Meetings*

- 1. *Notice* – Directors and Officers shall have at least 24 hours notice of any meeting. Notice will be delivered to the household where the Officer resides, and may be oral or in writing and shall state the time, date, and place of the meeting.

Any Director who attends a meeting shall be deemed to have waived the notice requirements of these bylaws, unless, at the beginning of the meeting, the Director protests the conduct of business on the basis of lack of notice in accordance with these bylaws.

2. *Quorum* – At least a majority of Directors, or two (2) Officers, whichever is less, must be present to have a quorum.
3. *Vote* – Directors act by majority vote at a duly called meeting at which a quorum is present. Officers may act on behalf of the organization and in accordance with these bylaws and resolutions of the membership between membership meetings. Actions of the Officers between meetings must be reported at the next Board Meeting, and must be ratified by the Board of Directors to constitute an action by the Organization.

All Directors have the right to participate in, and to receive records of, all meetings, and to vote on all issues submitted to the Board for a vote.

4. *Proxies* – No Officer or Director may vote by proxy on any matter.
  5. *Regular and Special Meetings* – The Directors shall meet at least annually. The President or 2/3 of the Board of Directors may call a special meeting.
- H. *Indemnification* – Officers and Directors shall be indemnified for actions taken pursuant to their duties, so long as those duties are in accordance with these bylaws and with then-existing resolutions of the Organization.
- I. *Standards of Conduct* – Directors and Officers shall conduct the affairs of the Organization in good faith, with the care an ordinarily prudent person in a like position would exercise under similar circumstances, and in a manner the Officer reasonably believes to be in the best interests of the Organization. In discharging such duties, an Officer is entitled to rely on information, opinions, reports or statements, including financial statements and other financial data, if prepared or presented by other Officers of the Organization whom the Officer reasonably believes to be reliable and competent, or by legal counsel, public accountants, or similar persons whom the Officer reasonably believes to be reliable and competent.

Officers and Directors shall reveal any potential conflict of interest or personal financial interest regarding any transaction to the membership of the Organization.

- J. *Committees* – The Directors of the Organization may establish Committees from time to time to study issues affecting the Organization and to make recommendations to the Board of Directors for action.
- K. *Earnings* – No part of the net earnings of the Organization shall inure to the benefit of or be distributable to its members, trustees, Officers, or other private persons, except the Organization shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in the purpose clause hereof.
- L. *Political Activities* – No substantial part of the activities of the Organization shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Organization shall not participate in or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of this document, the Organization shall not carry on any other purpose not permitted to be carried on (a) by an organization exempt from federal income tax under section 501 (c) (3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or (b) by an organization, contributions to which are deductible under section 170 (c) (2) of the Internal Revenue Code, or corresponding section of any future federal tax code.

#### **IV. Amendments to Charter and Bylaws**

The Charter and Bylaws may be amended only by a unanimous vote of the Board of Directors at a duly called meeting for that purpose.

#### **V. Enforcement of Bylaws**

The Board of Directors of the Organization shall have the authority to vest any Officer with standing to pursue litigation to enforce these Bylaws and/or Resolutions of the Board of Directors on behalf of the Organization. Such authority to pursue legal remedies will be authorized only through a majority vote at a meeting called for that purpose. The Officer's authority to pursue legal redress and/or to settle any legal matter may be limited.

## **VI. Dissolution**

In the event of dissolution, after all debts and liabilities of the Organization are paid, assets shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, or 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