

COLORADO CANINE RESCUE

BYLAWS (as of January 17, 2018)

ARTICLE I. Organization

- 1.1 The name of the Organization shall be Colorado Canine Rescue, abbreviated as CCR.
- 1.2 The Organization may, by a majority vote of the Board members, change its name and logo.

ARTICLE II. Purposes

- 2.1 The following are the purposes for which this Organization has been organized:
 - (a) To rescue dogs that have been slated for euthanasia or are having difficulties being adopted out by a shelter;
 - (b) To provide necessary veterinary care to dogs in need;
 - (c) To create individualized plans to prepare dogs to be placed in permanent adoptive homes;
 - (d) To provide screening, counseling and education to potential adoptive families; and
 - (e) To provide continued education and support to adoptive families and their dogs.

ARTICLE III. Board of Directors

- 3.1 The business of this Organization shall be managed by a Board of Directors consisting of up to seven (7), and not fewer than three (3), members. At least one of the Directors elected shall be a resident of the State of Colorado and a citizen of the United States.
- 3.2 The Board of Directors shall control and manage the affairs and business of this Organization. The Board of Directors shall only act in the name of the

Organization when convened by the President after due notice to all the Directors. The Board may act only by a majority vote of all Directors and shall have full authority with respect to the distribution and payment of monies received by the Organization; provided, however, that the fundamental and basic purposes of the Organization, as expressed in the Articles of Incorporation, shall be followed.

- 3.3 Officers and Directors shall serve a term of two (2) years with the option of re-election. Terms begin January 1 of alternating years.
- 3.4 When sufficient cause exists, any Director or Officer may be removed from office by a majority vote of the Board. An Officer or Director may be represented by legal counsel at any removal hearing. The Board of Directors shall adopt such rules for this hearing as it may, in its discretion, consider necessary for the best interests of the Organization.
- 3.5 Vacancies on the Board of Directors shall be filled by a majority vote of the remaining members of the Board of Directors.

ARTICLE IV. Officers

- 4.1 The Officers of the Organization shall be the President, Vice President, Secretary, and Treasurer.
 - (a) The President shall preside at all meetings. They shall, by virtue of this office, be Chairman of the Board of Directors. They shall appoint all committees, temporary or permanent. They shall see that all books, reports and certificates required by law are properly kept or filed. They shall be one of the Officers that may sign the checks or drafts of the Organization. They shall have such powers as may be reasonably construed as belonging to the President of any organization.
 - (b) The Vice President shall assume the duties of President when the President is unable to perform such duties. **They may be one of the Officers authorized to sign checks or drafts of the Organization.**
 - (c) The Secretary shall keep the minutes and records of the Organization in appropriate books. It shall be their duty to file any certificates required by any statute, federal or state. They shall give and serve all notices to members of this Organization. They shall be the official custodian of the records and seal of this Organization. They may be one of the Officers authorized to sign the checks and drafts of the Organization. They shall exercise all duties incident to the office of Secretary.

- (d) The Treasurer shall have the care and custody of all monies belonging to the Organization and shall be solely responsible for such monies or securities of the Organization. They shall be one of the Officers authorized to sign checks or drafts of the Organization. They shall render, at stated periods as the Board of Directors shall determine, a written account of the finances of the Organization. Such report shall be physically affixed to the minutes of the Board of Directors of such meeting. The Treasurer will be responsible for having the Organization's annual tax return prepared and properly filed with the appropriate governmental agencies. They shall exercise all duties incident to the office of Treasurer.

ARTICLE V. Meetings

- 5.1 Meetings of the Board of Directors and Officers will be held at a time and place selected by the President. To the extent of practicality, participation in meetings may be done via the Internet and/or telephone.
- 5.2 A majority of the members of the Board of Directors shall constitute a quorum. Each Director and Officer shall have one vote and voting by proxy is permitted as determined by Colorado law.
- 5.3 If permitted under applicable law, communication by electronic mail shall be considered equivalent to any communication otherwise required to be in writing. The use of telephone or Internet communication to hold meetings shall be permitted. The Board shall take steps, as it deems appropriate under the circumstances, to assure that all communications are authentic. The use of a telephone or Internet for participation shall constitute presence in person.
- 5.4 Any decisions or votes conducted via email or phone will be ratified at the next Board meeting following such decisions or votes.
- 5.5 The Board of Directors shall make such rules and regulations covering its meetings as it may, in its discretion, determine necessary.

ARTICLE VI. Membership

- 6.1 This Organization will not have a general membership with voting rights. Financial supporters and volunteers will be given the title of "Member." Members will be included in frequent communications via mail, electronic mail, and telephone where they will be kept informed on the activities of the Organization. Volunteers will be required to complete a Volunteer Application, which will be reviewed and approved by the CCR Coordinators. If there are any discrepancies or applicants that need further review, they will be brought before the Board of

Directors. Volunteers accepted to the Organization will be allowed to participate in activities approved by the Board of Directors.

ARTICLE VII. Financial Matters

- 7.1 No part of the net earnings of the Organization shall benefit or be distributed to its Board of Directors, Members, Volunteers, or any other private persons, except that the Organization shall be authorized and empowered to pay reasonable reimbursements for actual and necessary expenses to further improve the health and well-being of the animals, and to make payments and distributions in the furtherance of the purposes set forth in Article II.
- 7.2 No Officer or Member of the Board of Directors shall, for reason of their office, be entitled to receive any salary or compensation, but nothing herein shall be construed to prevent an Officer or Director for receiving compensation from the Organization for duties other than as a Director or Officer.
- 7.3 The Board of Directors shall hire and fix the compensation of any and all employees which they, in their discretion, may determine to be necessary for conducting business of the Organization.
- 7.4 All funds of the Organization not otherwise in use will be deposited to the credit of, or in the name of the Organization. The Board may deem any or all of the following as desirable ways to employ such monies: banks, trust companies, investments, or other depositories.
- 7.5 The funds of the Organization may be employed, in whole or in part, to cash or be invested or reinvested in such properties, stocks, bonds, or other such securities as the Board may deem desirable.
- 7.6 There shall be no loans made by or to this Organization, and no evidences of indebtedness will be issued in its name unless authorized by a majority vote of the Board.
- 7.7 All forms of checks, drafts, or other orders for the payment of money, acceptances, notes, or other evidences of indebtedness, issued in the name of the Organization, will be signed by such Director or Directors of the Board, as shall be determine by resolution of the Board.
- 7.8 The fiscal year of the Organization shall be the calendar year, beginning January 1 and ending December 31.

ARTICLE VIII. Committees

- 8.1 All committees of the Organization shall be appointed by the Board of Directors and their terms of office shall be for a period of one year or less if sooner terminated by the action of the Board of Directors.

ARTICLE IX. General Provisions

- 9.1 Unless approved and authorized by the Board, no Board Member or Officer shall have any power or authority to enter into any contract, render it liable for any debts or obligations, execute, or deliver any instrument in the name of, or on behalf of the Organization. The Board may, however, authorize any Director or Officer to take such actions. Such authority may be general, or confined to specific instances.
- 9.2 The Organization shall keep current and correct records of the accounts, minutes of the meetings and proceedings, records of all past and present Board of Directors, and membership records. Any such records shall be in written form or in a form capable of being converted into written form. The Board of Directors shall publish, at least annually, a report describing its activities, including a financial statement. It shall make available a description of any payments made by the Organization, including all reimbursements of expenses.
- 9.3 Every Board Member or Officer shall have the right at any reasonable time, and on written demand stating the purpose thereof, to examine and make copies of the relevant books and records of accounts, minutes, and bylaws of the Organization. Each Director or Officer shall also have the right at any reasonable time to inspect the physical properties of the Organization. The Organization must establish reasonable procedures to protect against the inappropriate disclosure or release of confidential information.
- 9.4 No substantial part of the activities of the Organization shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and furthermore, shall not participate in or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office. Notwithstanding any other provision of these Articles, this Organization shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in the furtherance of the purposes of this Organization.

ARTICLE X. Dissolution

- 10.1 Upon dissolution of the Organization, assets shall be donated to the animal rescue corporation that assumes responsibility for any remaining CCR dogs and has committed to caring for any future CCR adoption-returned dogs.

ARTICLE XI. Amendments

- 11.1 The Articles of Incorporation and Bylaws of the Organization may be altered, amended or repealed. New or amended Articles and Bylaws must be approved by a majority vote of the Board of Directors.