

Border Collie Save and Rescue Inc. Bylaws  
A Nonprofit Corporation

**ARTICLE 1. Name**

- 1.1. The name of this nonprofit corporation shall be known as "Border Collie Save and Rescue, Inc.". The authorized abbreviation shall be BCSAVE.

**ARTICLE 2. Offices**

- 2.1 The name and address of the registered agent and registered office of this nonprofit corporation is John H. Byrne, 7726 W. Hwy 199, Springtown TX 76082.
- 2.2 The address of the registered office may only be changed by amendment of these bylaws.

**ARTICLE 3. Purpose**

- 3.1 BCSAVE is organized exclusively for charitable purposes within the meaning of Section 501 (c) 3 of the Internal Revenue Code, as now enacted or hereafter amended. The specific purpose and objectives of the Corporation shall include, but not be limited to, the following:
- 3.1.1 Promote the efforts of Border Collie breed rescue in the Southwestern United States.
- 3.1.2 Take in surrendered, neglected or abandoned Border Collies and place them in foster homes that provide them with food, shelter, essential health care and evaluation until placed into a suitable home.
- 3.1.3 Operate a foster home based no-kill rescue, euthanizing animals only in cases of terminally ill or injured animals suffering intractable pain or those determined to be dangerous to humans in accordance with policies adopted by the Executive Board. Only a licensed person will perform euthanasia.
- 3.1.4 Adopt sterilized Border Collies to qualified homes after an application and screening process that includes Applicant Interviews, Vet References and Home Visits.
- 3.1.5 Participate in community-sponsored activities and events that contribute to animal welfare and pet adoption.
- 3.1.6 Educate the public on the Border Collie breed characteristics and promote

responsible and knowledgeable ownership through education and positive training methods.

- 3.1.7 Maintain strong ties with community veterinarians, municipal animal control facilities, commercial businesses, and community leaders.
- 3.1.8 Network and collaborate to develop leadership and efforts related to rescuing Border Collies in the United States.
- 3.1.9 Identify responsible Border Collie rescuers and communicate regarding dogs in need of rescue.
- 3.1.10 Promote Border Collie rescue with Breeders and Breed clubs.
- 3.1.11 Utilize social media to communicate regarding Border Collies in need of rescue.

#### **ARTICLE 4. Board**

- 4.1 Number. The Board shall consist of no less than five (5) Directors. The Board of Directors may appoint additional Officers and Directors and give title as they see fit by a majority rule.
- 4.2 Qualifications. Each Director will be at least 21 years of age.
- 4.3 Powers. The Board of Directors is responsible for BCSAVE's overall policy and direction. The Board shall be the governing body of the Corporation, and shall exercise the powers and duties usually exercised by a Board of Directors, including but not limited to the following.
  - 4.3.1 Determination of matters of policy and finances of the Corporation.
  - 4.3.2 Instruction and direction of the various committees of the Corporation upon matters of policy and position.
- 4.4 Nominations. Nominations for new Directors may be presented by any Director and received by the Secretary at any time and forwarded to the Board for consideration at its next annual Board Meeting. These nominations shall be sent out to the Directors with the meeting announcement, to be voted upon at the next meeting.
- 4.5 Term. Each Director shall hold office for a term of three (3) years or until either a member of the Board resigns or is disqualified by a majority rule of the remaining members of the Board of Directors. Each Officer shall hold office for a term of one (1) year or until either the Officer resigns or is disqualified by a majority rule of the remaining members of the Board of Directors.

- 4.6 Vacancies. Any vacancy occurring in the Board of Directors, including Officer positions shall be filled by the affirmative vote of a majority of the remaining Directors at the next regular scheduled Board meeting. A Director or Officer elected to fill a vacancy shall be elected for the un-expired term of his/her predecessor in office.
- 4.7 Elections. The Officers and Directors (as necessary) shall be elected or reelected annually by the Board of Directors.
- 4.8 Attendance. Any Director who shall be absent for three (3) consecutive meetings of the Board may, at the discretion of the Board, be considered to have resigned. A proxy may be provided for one meeting. The President shall decide on the merits of absences.
- 4.9 Removal from the Board. Whenever a Director is unable or unwilling to perform the duties prescribed in these bylaws, or has flagrantly violated the objectives of BCSAVE, or whose personal conduct may bring discourse to BCSAVE, may be removed by a two-thirds majority vote of the Board.
- 4.9.1 No member of the Board of Directors shall be removed without an opportunity to be heard at a meeting of the full Board, but no formal hearing need be held.

#### **ARTICLE 5. Officers**

- 5.1 Officers. The Officers of the Corporation shall be President, Vice-President, Secretary, Treasurer and any other Directors that the Board designates as Officers. Officers shall, unless otherwise provided by the Board, have such powers and duties as generally pertain to their respective offices. Directors shall have the right to act in such ways to reasonably serve BCSAVE's best interests and not as representatives of any other organization or constituency.
- 5.2 President. The President shall be the chairperson of the Board of Directors and shall be the presiding Officer of the Corporation. The President shall ensure that all BCSAVE bylaws are followed and enforced and that all resolutions and orders adopted by BCSAVE at its meetings are promptly executed. The President shall have general supervisory control over the affairs of BCSAVE and shall give an annual report of BCSAVE's progress and status to the Board. The President shall set the agenda of BCSAVE meetings and shall make every effort to include agenda items put forth by other Directors. The President will be empowered to call special meetings of the Board and shall be entitled to attend any meeting of any committee.
- 5.3 Vice-President. In the absence of the President, or in the event of his or her inability or refusal to act, the Vice-President shall perform all the duties of the President, and when so acting shall have all the powers of, and be subject to all the restrictions on, the president. The vice president shall have other powers and perform such other duties as may be prescribed by law, by the articles of incorporation, or by these bylaws or as may be prescribed by the board of directors.

- 5.4 Secretary. The Secretary shall record all minutes of all meetings, develop and maintain an accurate mailing list and database of approved adopters, volunteers, dogs, donors and important contacts. The Secretary shall forward all minutes of Board meetings to all Directors no later than fifteen (15) days after said meeting. The Secretary shall assist in the promotion and development of all Corporation publications.
- 5.5 Treasurer. The Treasurer shall manage all BCSAVE's financial affairs. The Treasurer shall receive and account for all funds received by the Corporation. The Treasurer shall account for and manage any and all Corporation expenses. The Treasurer shall prepare the Corporation's budget, a report of which is presented to the Board. The Treasurer will provide a financial status report, including income and expenditures at each Board meeting. The Treasurer shall at all reasonable times exhibit the BCSAVE books and accounts to any Director when requested.
- 5.6 One Director may hold the offices of Secretary and Treasurer concurrently, if agreed upon by a majority of the Board.

#### **ARTICLE 6. Committees**

- 6.1 Committees. The Board of Directors, by resolution adopted by a majority of the board may designate two or more of its Directors, advisors, or and/or volunteers to constitute a committee and may create such committees, as the board deems necessary. The designation of such a committee and the delegation thereto of authority shall not operate to relieve the board of directors, or any member thereof, of any responsibility imposed by law. The board may at any time revoke or modify any or all of the committee authority so delegated. Committees shall keep regular minutes of its proceedings, cause them to be filed with the corporate records, and report the same to the board, as the board requires.
- 6.2 Committee Members. Committees may consist of persons who are not members of the board and shall act in an advisory capacity to the board.
- 6.3 Meetings and Action of Committees. Regular committee meetings may be held without notice at such times and places as such committee may fix by resolution. Any member may call special meetings of such committee thereof with adequate notice stating the place, date and hour of the meeting to ensure that the members have the opportunity to participate in the meetings. Any member of a committee may waive notice of any meeting and no notice of any meeting need be given to any member thereof who attends in person. The notice of a meeting of a committee need not state the business proposed to be transacted at the meeting. Any meeting of a committee may be conducted through the use of any means of communication by which all members participating may simultaneously hear each other during the meeting. A member participating in a meeting by this means is deemed to be present in person at the meeting.

## **ARTICLE 7. Advisors**

- 7.1 Advisors. The Board may appoint from time to time any number of persons as advisors to BCSAVE. Each such advisor may be appointed to act either singly or as a committee. Each such advisor shall hold office only at the pleasure of the Board. Advisors shall have only such authority or obligations as the Board may determine.

## **ARTICLE 8. Meetings**

- 8.1 Meetings. Regular meetings of the Board will be held on dates to be determined by the Board. To the extent of practicality, regular meetings may be held in different locations or to include Directors participating via the Internet and/or telephone. Meetings are to be held on a regular basis. In the absence of other designation, regular meetings will be held via the internet or telephone. The Secretary shall cause the organization and distribution of all Board meeting announcements before every regular meeting.
- 8.2 Special Meetings. Special meetings of the Board of Directors may be called by any Officer, or a simple majority of the Directors. A call for a special meeting shall be made by the Secretary. In the absence of designation, special meetings will be held via the internet or phone.
- 8.3 Notice. Notice of any meeting of the Board of Directors shall be given by telephone or electronic mail to each of the Directors entitled to vote at such meeting. In the event of all regular meetings the notice may be e-mailed at least seven (7) days before the meeting is to be held. In the event of a Special Meeting, notice may be e-mailed at least (24) hours before the time and day the meeting is to be held. Any Director may waive notice of any meeting, except where Director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened.
- 8.4 Business. The business to be transacted at the meeting need not be specified in the notice or waiver of notice of such meeting.
- 8.5 Quorum. A majority of the Board of Directors shall constitute a quorum for the transaction of business at any meeting of the Board; but if less than a majority of the Directors are present at said meeting, a majority of the Directors may adjourn the meeting from time to time without further notice.
- 8.6 Action Without Meeting. Actions required or permitted to be taken by the Board or a Committee of the Board may be taken without a meeting. All of the Directors entitled to vote thereat must, individually or collectively, consent in writing to such action. Such written consent or consents shall be filed with the minutes of the proceedings to the Secretary who in return shall notify and file such actions to the Board. Written consent

filed by the Board shall have the same force and effect as the unanimous vote of such Directors.

- 8.7 Electronic Mail. If permitted under applicable law, communication by electronic mail shall be considered equivalent to any communication otherwise required to be in writing. BCSAVE shall take such steps as it deems appropriate, under the circumstances, to assure itself that communications by electronic mail are authentic.
- 8.8 Alternative Meeting Formats. Directors shall be permitted to hold meetings of the Board through Internet communication or via conference call if such can be arranged so that all Directors are given an opportunity to participate and can hear all other members. BCSAVE shall take such steps as it deems appropriate under the circumstances to assure itself that communications via the internet or conference call are authentic. The use of the internet or conference call for participation shall constitute presence in person and as an official meeting and the Secretary shall record the minutes of the meeting as such.
- 8.9 Presumption of Assent. Any Director present at a Board or committee meeting at which action on any matter is taken shall be presumed to have assented to the action taken. S/he has the right to dissent or abstain from any action, however it must be entered in the minutes of the meeting. Such Directors shall also be allowed to file a written dissent or abstention to such action with the person acting as the Secretary of the meeting before the adjournment thereof, or forward such disagreement or abstention via e-mail to the Secretary immediately after the adjournment of the meeting. Such right to dissent or abstain shall not apply to any Director who voted in favor of such action.

#### **ARTICLE 9. Compensation**

- 9.1 Efforts on behalf of BCSAVE will be on volunteer basis only.
- 9.2 No member of the Board of Directors, advisors, volunteers, or fosters of BCSAVE shall receive compensation for their service in the Corporation.
- 9.3 Any member of the Board of Directors, advisors, volunteers, or fosters may be authorized to receive reasonable reimbursement from BCSAVE for any services performed and/or actual expenses incurred if authorized by the Board of Directors.

#### **ARTICLE 10. Financial Matters**

- 10.1 Funds Raised. Funds shall be raised by the corporation through public contributions and grants, private donations and adoption fees, and fundraising activities.
- 10.2 Deposits. All funds of BCSAVE not otherwise in use will be deposited to the credit of, or

in the name of BCSAVE. The Board may from time to time deem any/all of the following as desirable ways to employ such monies: banks, trust companies, investments or other depositories.

- 10.3 Investments. BCSAVE's funds 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 from time to time deem desirable.
- 10.4 Loans. There shall be no loans made by, or to BCSAVE, and no evidences of indebtedness will be issued in its name unless authorized by a simple majority vote of the Officers of the Board.
- 10.5 Checks. All checks, drafts, or orders for the payment of money, notes, or other evidences of indebtedness issued in the name of the Corporation, shall be signed by such officer or officers, agent or agents of the Corporation and in such manner as shall from time to time be determined by resolution of the Board of Directors. In the absence of such determination by the Board of Directors, such instruments shall be signed by a Director of the Corporation.
- 10.6 Corporate Funds. Corporation funds shall be used only for the promotion of the purposes of the Corporation. No funds shall inure to the benefit of any member or any person having a personal or private interest in the activities of the Corporation, except to the extent such funds shall be used to finance the activities of the Corporation.

#### **ARTICLE 11. Parliamentary Authority**

- 11.1 Parliamentary Authority. Robert's Rules of Order (revised) shall govern all proceedings.

#### **ARTICLE 12. Indemnification**

- 12.1 No member of BCSAVE shall be personally liable for any of its debts, obligations, or acts.
- 12.2 Each member of the Board and each Officer shall be and is hereby indemnified by BCSAVE against any and all costs and expenses. The foregoing right of indemnification shall not be exclusive of other rights or obligations which any Director or Officer may be entitled to or granted.
- 12.3 BCSAVE may; to the fullest extent, now or hereafter permitted by law, indemnify any person made, or threatened to be made, a party to any action, suit or proceeding by reason of the fact that *s/he* (or a person of whom *s/he* is the legal or personal representative or heir or legatee) is or was a Director, Donor, Volunteer, Foster, Home Member, or any other agent of BCSAVE, or of any other organization served by her/him in any capacity at the request of BCSAVE, against judgments, fines, amounts paid in settlement, and reasonable expenses; including attorney's fees.

### **ARTICLE 13. Execution of Instruments, Deposits, and Funds**

- 13.1 Execution of Instruments. The board of directors may authorize any officer or officers, agent or agents, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the corporation, and such authority may be general or may be limited to specific instances. Unless so authorized, no officer, agent or employee shall have any power or authority to bind the corporation by any contract or to pledge its credit or to render it liable monetarily for any purpose or in any amount.
- 13.2 Checks and Notes. All checks, drafts or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of the corporation shall be signed by such officer or officers, agent or agents of the corporation and in such manner as shall from time to time be determined by resolution of the board of directors. The board of directors will determine when multiple signatures are required and will initiate such with the corporation's banking institution.
- 13.3 Deposits. All funds of the corporation shall be deposited to the credit of the corporation in such banks or other depositories as the board of directors may select.
- 13.4 Gifts. The board of directors may accept or grant on behalf of the corporation any contribution, gift, bequest, or devise for the nonprofit purposes of this corporation.
- 13.5 Loans. No loans shall be contracted on behalf of the corporation and no evidence of indebtedness shall be issued in its name unless authorized by a resolution of the board of directors. Such authority may be general or limited to specific instances.

### **ARTICLE 14. Corporate Books, Records, Reports, and Seal**

- 14.1 Books, Records and Reports. BCSAVE shall keep current and correct records of the accounts, minutes of the meetings and proceedings, Foster Home Membership, Adopters, and records of all Directorship past and present. Such records shall be kept by the Secretary and available readily to the registered office or the principal place of BCSAVE via email. Any such records shall be in written form, or in a form capable of being converted into written form. The Board shall publish at least annually, a report describing its activities, including a financial statement and a description of any payments made by BCSAVE, including all reimbursements of expenses.
- 14.2 Directors' Inspection Rights. Every Director shall have the right at any reasonable time, and on written demand stating the purpose thereof, to examine and make copies of/from the relevant books and records of accounts, minutes and bylaws of BCSAVE. BCSAVE must establish reasonable procedures to protect against the inappropriate disclosure or release of confidential information.



#### **ARTICLE 15. Fiscal Year**

- 15.1 The Fiscal year shall be the calendar year and shall end 31-December.

#### **ARTICLE 16. Amendments**

- 16.1 Amendments. These bylaws may be amended by a simple majority vote of the Officers of the Board and/or a 2/3rds majority vote of the full Board of Directors, except as otherwise provided in the Articles of Incorporation, or these Bylaws.
- 16.2 Proposed Amendments. Proposed amendments must be submitted to the Secretary to be sent out with the regular Board announcements.

#### **ARTICLE 17. Conflict of Interest**

- 17.1 Directors or their family members may not profit from the corporation's activities.
- 17.2 The Board of Directors may not be compensated for their role as a Director.
- 17.3 In the event a motion is presented before the Board, which may directly or indirectly profit or benefit an Officer, Director or a family member of such, the Officer or Director in question will be excused from voting on that particular issue or item.

#### **ARTICLE 18. IRS 501(c)(3) Tax Exemption Provisions**

- 18.1 Limitations on Activities. No substantial part of the activities of this corporation shall be the carrying on of propaganda or otherwise attempting to influence legislation (except as otherwise provided by Section 501(h) of the IRC) and this corporation shall not participate in a political campaign on behalf of or in opposition to any candidate for public office.

Notwithstanding any other provisions of these bylaws, this corporation shall not carry on any activities not permitted to be carried on a) by a corporation exempt from federal income tax under Section 501(c)(3) of the IRC or b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the IRC.

#### **ARTICLE 19. Dissolution**

- 19.1 Dissolution. In the event of dissolution of BCSAVE, all funds and property, whether real or personal remaining after payment of all debts, shall be transferred to one or more qualified 501 (c)(3) organizations with the limitation that such shall be used for the same

or similar purpose as that of BCSAVE and for the benefit of rescue animals, as decided by the Board of Directors prior to dissolution.

**ARTICLE 20. Effective Date**

20.1 Effective Date. These bylaws shall become effective on the date they were initially adopted, January 14, 2018.



John H. Byrne, Director



Naomi W. Byrne, Director

Julia M. Rigler, Director

Landon Jurgens, Director



Suzanne Schaeffbauer, Director

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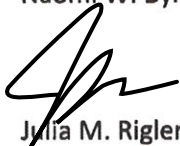
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