

BYLAWS

OF

BOUNCE ANIMAL RESCUE

September 2016
Revised July 2017
Revised August 2017
Revised Sept 2017
Revised Oct 2018
Revised March 2019
Revised January 2020

**BYLAWS
OF
BOUNCE ANIMAL RESCUE**

**ARTICLE I
PURPOSES**

Section 1.1 Purposes. Bounce Animal Rescue's (hereinafter referred to as 'Corporation') charitable purposes and powers are generally and broadly set forth in this document and are subject to certain restrictions set forth elsewhere in these Bylaws. The specific charitable purposes of the Corporation shall be animal rescue to further support and promote the adoption of unwanted and abandoned animals. In addition, the Corporation will support other charitable efforts such as reducing animal over population through spay and neuter prior to adoption.

**ARTICLE II
OFFICES**

Section 2.1 Primary Office. The primary office will be in Northern Colorado, with adoption chapters located in other parts of Colorado, as the business need arises.

Section 2.2 Registered Office. The registered office of the Corporation required by the Colorado Nonprofit Corporation Act is to be maintained in Colorado may be, but need not be, the same as the primary office if in Colorado, and the address of the registered office may be changed from time to time by the Board of Directors or by the officers of the Corporation

**ARTICLE III
MEMBERS**

Section 3.1 No Members. The Corporation shall have no members.

**ARTICLE IV
BOARD OF DIRECTORS**

Section 4.1 General Powers. The business affairs of the Corporation shall be managed by its Board of Directors, except as otherwise provided in the Colorado Nonprofit Corporation Act, Articles of Incorporation, or these Bylaws.

Section 4.2 Number, Classification, Election, Tenure and Qualifications. Directors of the Board of the Corporation shall be natural persons at least eighteen (18) years of age or older. The number of directors shall be no less than four (4) and no more than nine (9). Any action of the Board of Directors to increase or decrease the number of directors, whether expressly by resolution or by implication through the election of additional directors, shall constitute a temporary amendment of these Bylaws affecting such increase or decrease. The minimum term will be two years. There is no lifetime maximum of served terms. However, the Board will vote at each Annual meeting to retain Board members that have reached their two-year term to extend another two years.

Section 4.3 Fiduciary Duty. Directors of the Board owe a fiduciary duty to the Board and Corporation and agree to not breach that duty and perform their duties with the best interest of the Corporation in mind, void of personal or interests of others that may conflict with the best interest of the Corporation.

Section 4.4 Vacancies. Any vacancy occurring in the Board of Directors may be filled by the affirmative vote of a majority of the remaining directors constituting a quorum.

Section 4.5 Resignation. Any Director may immediately resign at any time by giving written notice to the Chair of the Board.

Section 4.6 Regular Meetings. There will be a minimum of four (4) regular meetings of the Board of Directors per calendar year. Additional regular meetings may be called by the Chair, as appropriate. Meetings may be held in person, via phone, or via other technology.

Section 4.7 Special Meetings. Special meetings of the Board of Directors may be called by or at the request of the Chair, the Executive Director, or any three (3) directors collectively.

Section 4.8 Executive Session. The Board of Directors may elect to go into “executive session” and exclude non-board members from attendance when sensitive personnel issues or confidential matters must be discussed, upon advice of legal counsel, or upon vote by majority of the Board of Directors or determination by the Executive Director that an executive session is warranted. The Executive Director may participate in all executive sessions, other than meetings held for the purpose of reviewing the performance of the Executive Director or the terms and conditions of the employment of the Executive Director.

Section 4.9 Notice. Notice of each meeting of the Board of Directors stating the place, day, and hour of the meeting shall be given to each director at the director's preferred email address at least three (3) days prior to the meeting. The notice will include a Board Packet that may include, agenda, minutes of previous meeting, regional director and financial reports.

Section 4.10 Quorum. A majority of the directors shall constitute a quorum for the transaction of business at any meeting of the Board of Directors. The vote of a majority of the directors present in person at a meeting or by conference call, Skype or some other acceptable electronic means, at which quorum is present shall be the act of the Board of Directors. If less than a quorum is present at a meeting, a majority of the directors' present may adjourn the meeting from time to time without further notice other than an announcement at the meeting, until a quorum shall be present.

Section 4.11 Voting and Presumption of Assent. All Directors have the right to vote at meetings and via a proxy. All actions by the Board require a majority vote. Failure to assent to the Secretary of any matters of disagreement is construed as agreement. Assent is assumed by silence. Other matters may be agreed to with signature of directors absent of a meeting, but a majority vote is still needed.

Section 4.12 Voting by Proxy. For purposes of determining a quorum with respect to a particular proposal, and for purposes of casting a vote for or against a particular proposal, a director

may be deemed to be present at a meeting and to vote if the director has granted a signed written proxy to another director who is present at the meeting, authorizing the other director to cast the vote that is directed to be cast by the written proxy with respect to the particular proposal that is described with reasonable specificity in the proxy. Except as provided in this Section 4.12 and as permitted by Section 4.15, directors may not vote or otherwise act by proxy.

Section 4.13 Attendance. Directors may not miss more than two (2) consecutive regular meetings in any one year. If a director does not meet this requirement, they may be removed from the Board.

Section 4.14 Compensation. Directors shall not receive compensation for their services as such, although the reasonable expenses of directors of attendance at board meetings may be paid or reimbursed by the Corporation. Directors shall not be disqualified to receive reasonable compensation for services rendered to or for the benefit of the Corporation in any other capacity.

Section 4.15 Standard of Conduct for Directors and Officers. Each director and officer shall perform their duties as a director or officer, including, without limitation, their duties as a member of any committee of the Board of Directors, in good faith, in a manner the director or officer reasonably believes to be in the best interests of the Corporation, and with the care an ordinarily prudent person in a like position would exercise under similar circumstances.

Section 4.16 Ethics Committee and Process. The purpose of this committee is to receive any ethics complaints brought by the public regarding a Board member or the Executive Director. All complaints brought are considered confidential in nature.

The members of the committee shall be voted into place during each year's Annual Board meeting. The committee is comprised of: Board Chair, Board Vice Chair, and one other Board member. This committee will only be active when the current Board constitutes 6 or more in number. If an issue brought is against a member of the committee, the Board will choose another member to be involved for that complaint.

The committee will utilize its own written process by which it receives, reviews, and recommends any action to be taken.

The Board will only be involved if the committee brings an item to the Board by way of an Executive Session.

Section 4.17 Nominating Committee. The purpose of this committee is to receive and recommend candidates to the Board as potential new members.

The members of the committee shall be voted into place during each year's Annual Board meeting. The committee is comprised of: Board Vice Chair, another Board member, Executive Director, and two At-Large approved volunteers. The Board will make recommendations to the Board on an as-needed basis for Board members.

The committee will utilize its own written process by which it receives, reviews, and recommends candidates for each Board position.

The Board will have the opportunity to interview the candidate and will not vote on any candidate until at least the next Board meeting.

ARTICLE V OFFICERS

Section 5.1 Number and Qualifications. The elected officers of the Corporation shall be a chair, a vice-chair, a secretary, and a treasurer, all of whom shall be Directors of the Corporation. The Executive Director will also serve on the Board but will be a non-voting director. One person may hold more than one office at a time.

Section 5.2 Election and Term of Office. The elected officers of the Corporation shall be elected by the Board of Directors at the last regular meeting of the calendar year for the following year. If the election of officers shall not be held at such meeting, such election shall be held as soon as convenient thereafter. Each elected officer shall hold office until the officer's successor shall have been duly elected and shall have qualified, or until the officer's death, resignation or removal.

Section 5.3 Removal. Any officer may be removed by a majority vote of the Board of Directors whenever in its judgment the best interests of the Corporation will be served thereby, but such removal shall be without prejudice to the contract rights, if any, of the person so removed. Election or appointment of an officer or agent shall not in itself create contract rights.

Section 5.4 Authority and Duties of Officers. The officers of the Corporation, whether elected or appointed, shall have the authority and shall exercise the powers and perform the duties specified below and as may be additionally specified by the Executive Director, the Board of Directors or these Bylaws, except that in any event each officer shall exercise such powers and perform such duties as may be required by law.

- (a) Executive Director. The Executive Director of the Corporation shall have general and active control of their affairs and business, and general supervision of the corporation employees; (ii) The Executive Director and their delegates have contracting and signing authority for all Corporation matters. If the contract value or single incidence is over \$1,000, this requires approval by the Board of Directors prior to execution; (iii) Provide quarterly financials and reports as requested by the Board of Directors.
- (b) Chair. The chair shall perform all duties incident to the office of chair of the board and as from time to time may be assigned by the Board of Directors.
- (c) Vice Chair. In the absence of the Chair, the vice chair shall perform all duties normally performed by the Chair.
- (d) Secretary. The Secretary shall assure that delegates (i) keep the minutes of the proceedings of the Board of Directors (ii) see that all notices are duly given in accordance with the provisions of these Bylaws or as required by law; (iii) be custodian of the corporate records and the seal of the Corporation; and (iv) in general, perform all duties incident to the office of Secretary.
- (e) Treasurer. The treasurer shall, with the aid and assistance of executive staff (i) keep or cause to be kept true and complete books of accounts in accordance with generally accepted accounting principles; (ii) make or cause to be made statements of financial condition of the Corporation; (iii) serve as

a member of the finance committee of the Corporation; and (iv) perform all other duties incident to the office of treasurer and such other duties as from time to time may be assigned to the Treasurer by the Chairperson or the Board of Directors. At least one other board director must be signatory with treasure on relevant bank accounts. The treasurer shall be responsible for reporting to the board of directors on the financial condition of the Corporation.

Section 5.5 Officer Terms. The term of each officer is preferably 2 years in length. The expectation at the appropriate annual meeting is that:

- The Vice Chair will become the Chair
- The Chair will become the Chair of the Nominating committee
- A new Vice Chair will be appointed
- The Secretary will have a new appointment
- The Treasurer will have a new appointment

Preferably, the Secretary and Treasurer will change on opposite years of the Chair and Vice Chair.

ARTICLE VI INDEMNIFICATION

Section 6.1 General Provisions. The Corporation shall indemnify any person who is or was a party or is threatened to be made a party to any proceeding by reason of the fact that such person is or was a director or officer of the Corporation, against expenses (including attorneys' fees), liability, judgments, fines, and amounts paid in settlement actually and reasonably incurred by such person in connection with such proceeding if such person (i) acted in good faith; (ii) reasonably believed, in the case of conduct in an official capacity with the Corporation, that the conduct was in the best interests of the Corporation, and, in all other cases, that the conduct was at least not opposed to the best interests of the Corporation; and (iii) with respect to any criminal proceeding, had no reasonable cause to believe that the conduct was unlawful. However, no person shall be entitled to indemnification under this Section 6.1 either (i) in connection with a proceeding brought by or in the right of the Corporation in which the director or officer was adjudged liable to the Corporation; or (ii) in connection with any other proceeding charging improper personal benefit to the director or officer, whether or not involving action in that person's official capacity, in which the officer or director is ultimately adjudged liable on the basis that the director or officer improperly received personal benefit. Indemnification under this Section 6.1 in connection with a proceeding brought by or in the right of the Corporation shall be limited to reasonable expenses incurred in connection with the proceeding. The termination of any action, suit, or proceeding by judgment, order, settlement, or conviction or upon a plea of solo contender or its equivalent shall not of itself be determinative that the person did not meet the standard of conduct set forth in this Section 6.1.

Section 6.2 Successful Defense on the Merits; Expenses. To the extent that a director or officer of the Corporation has been wholly successful on the merits in defense of any proceeding to which he was a party, such person shall be indemnified against reasonable expenses (including attorneys' fees) actually and reasonably incurred in connection with such proceeding.

Section 6.3 Insurance. The Board of Directors may exercise the Corporation's power to purchase and maintain insurance (including, without limitation, insurance for legal expenses and costs incurred in connection with defending any claim, proceeding, or lawsuit) on behalf of any person who is or was a director, officer, employee, fiduciary, agent or was serving as a director, officer, partner, trustee, employee, fiduciary of another domestic or foreign corporation, nonprofit corporation or other person or an employee benefit plan of the Corporation against any liability asserted against the person or incurred by the person in any such capacity or arising out of the person's status as such, whether or not the Corporation would have the power to indemnify that person against such liability under the provisions of this Article.

ARTICLE VII FISCAL AND FINANCE

Section 7.1 Fiscal Year. The fiscal year of the Corporation shall commence on January 1 and end on December 31.

Section 7.2 Budget and Audits.

(a) Budget. An annual budget shall be prepared for the general operations of the Corporation, which shall be reviewed and approved by the Executive Director and the Board of Directors of the Corporation. The finance committee shall be responsible for the preparation of such budget and shall present or cause to be presented such budget to the Board of Directors for its approval during the regular monthly meeting in September of each year or such other times as the Board of Directors shall direct.

(b) Audit. An annual audit of the financial statements of the Corporation as of December 31 of each year. The audit shall be completed and the report thereon shall be presented to the Board of Directors at its regular first quarter meeting of each year or such other times as the Board of Directors may direct.

(c) Borrowing Money. The Board of Directors shall have the power and authority to borrow money whenever, in the discretion of the Board of Directors, the exercise of such power is required in the best interests of the Corporation, and in such case the Board of Directors may authorize the proper officers of the Corporation to make, execute and deliver in the name and behalf of the Corporation such notes, bonds and other evidences of indebtedness as said Board of Directors shall deem proper. The Board of Directors shall have full power subject to the laws of the State of Colorado to mortgage the property of the Corporation or any part thereof as security for such indebtedness. These powers are in addition to all powers granted to the Corporation or the Board of Directors by law.

ARTICLE VIII MISCELLANEOUS

Section 8.1 Dissolution. Dissolution or merger shall be by a majority of 75 percent (75%) approval of the total Board of Directors at a special meeting called for that purpose and then only in accordance with the laws of the State of Colorado. If the Corporation shall ever be

dissolved, all assets, property, claims, accumulated income and all other property rights of whatever description shall be distributed to an organization or organizations the Internal Revenue Service has qualified as exempt under Section 501(c) (3) of the Code, or as hereafter amended, such organization or organizations to be selected by a majority of the Board of Directors of the Corporation.

Section 8.2 Account Books, Minutes, Etc. The Corporation shall keep correct and complete books and records of account, by paper or electronic means, and shall keep minutes of the proceedings of its Board of Directors and committees. All books and records of the Corporation may be inspected by any director, or that director's authorized agent or attorney, for any proper purpose at any reasonable time.

Section 8.3 Conveyances and Encumbrances. Property of the Corporation may be assigned, conveyed or encumbered by such officers of the Corporation as may be authorized to do so by the Board of Directors, and such authorized persons shall have power to execute and deliver any and all instruments of assignment, conveyance and encumbrance; however, the sale, exchange, lease or other disposition of all or substantially all of the property and assets of the Corporation shall be authorized only in the manner prescribed by applicable statute.

Section 8.4 Designated Contributions. The Corporation may accept any designated contribution, grant, bequest or devise consistent with its general tax-exempt purposes. As so limited, donor-designated contributions will be accepted for special funds, purposes or uses, and such designations generally will be honored. However, the Corporation shall reserve all right, title and interest in and to and control of such contributions, as well as full discretion as to the ultimate expenditure or distribution thereof in connection with any such special fund, purpose or use. Further, the Corporation shall acquire and retain sufficient control over all donated funds (including designated contributions) to assure that funds will be used to carry out the Corporation's tax-exempt purposes.

Section 8.5 Conflicts of Interest. A conflict of interest, as defined by Bounce Animal Rescue, occurs when an individual uses his/her position and/or authority to influence a decision of the organization that may result in direct personal gain to the individual, the individual's family, the individual's business or other special interest groups the individual may be associated with. If any person who is a director or officer of the Corporation is aware that the Corporation is about to enter into any business transaction directly or indirectly with such person, any member of that person's family, or any entity in which that person has any legal, equitable or fiduciary interest or position, including, without limitation, as a director, officer, shareholder, partner, beneficiary or trustee, such person shall (a) immediately inform those charged with approving the transaction on behalf of the Corporation of such person's interest or position; (b) aid the persons charged with making the decision by disclosing any material facts within such person's knowledge that bear on the advisability of such transaction from the standpoint of the Corporation; and (c) not be entitled to vote on the decision to enter into such transaction. A director or officer of the corporation (d) realize that his/her decisions should always be made in the best interest of the organization; (e) should agree to avoid all situations that may be construed as a conflict of interest; and (f) that in the event a conflict of interest should arise, agree to immediately and fully disclose the conflict to the Board of Directors and remove himself/herself from any related voting, decision making or deliberations involved with the particular issue at hand.

Section 8.6 Loans to Directors and Officers Prohibited. No loans shall be made by the Corporation to any of its directors or officers. Any director or officer who assents to or participates in the making of any such loan shall be liable to the Corporation for the amount of such loan until it is repaid.

Section 8.7 Bylaws. These Bylaws may be changed, revised, or repealed at a regular or special meeting of the Board of Directors upon the affirmative vote of a majority of the directors of said Board of Directors. Written notice must be given of the proposed change, amendment, or revocation to each director at least 10 days before the time of holding such meeting, except as otherwise provided in these Bylaws, the Articles of Incorporation or the laws of the State of Colorado.

Bounce Animal Rescue Board

Elected positions are to be determined each year as specified in Section 5.2. Titles will be recorded in the minutes for that meeting.

By: _____

Date: _____

By: _____

Date: _____

By: _____

Date: _____

By: _____

Date: _____

By: _____

Date: _____

By: _____

Date: _____

By: _____

Date: _____

By: _____

Date: _____

By: _____

Date: _____

(END)