

**BYLAWS  
OF  
Animal Friends Alliance**

**Our Vision**

*All companion animals experience a healthy home where they are wanted,  
cared for, and loved.*

**Our Mission**

*To provide comprehensive companion animal resources, services, and  
education to the community to prevent homelessness and promote the  
human-animal bond.*

**ARTICLE I**

**Names, Offices, and Registered Agent**

- 1.1** Animal Friends Alliance
- 1.2** 2321 E. Mulberry Street, Unit 1, Fort Collins, CO 80524
- 1.3** The Corporation may have such other offices in the State of Colorado as the Board of Directors, herein after referred to as “Board” may determine or as the affairs of the Corporation may require from time to time.
- 1.4** The registered office and agent are: Sarah Swanty, 2321 E. Mulberry Street, Unit 1, Fort Collins, CO 80524

**ARTICLE II**

**Board of Directors**

**2.1 Authority of the Board of Directors**

The Board shall manage the affairs of the Corporation as provided in the Colorado Revised Nonprofit Corporation Act or the bylaws of the Corporation.

## **2.2 Number of Directors**

The Board shall consist of five to fifteen members.

## **2.3 Qualifications, Board Composition, and Responsibilities**

Members of the Board shall be persons eighteen years of age or older who by virtue of their experience are able to assist in establishing policy for and achieving the objectives of the organization. Individuals serving as Directors are required to attend Board meetings, to serve on committees, to make appropriate recommendations or take such actions as required to provide individual financial support to the agency, and to fulfill any responsibility or tasks assigned in a timely manner. The Board shall seek a diverse membership including local community members with an interest in the mission of the organization as well as business and human service professionals with specific skills useful in the organization's development and sustainability.

## **2.4 Term of Office**

Directors shall be elected for a three-year term and shall hold office until the next regular meeting of the Board occurring at the expiration of their term. Directors may be elected for two successive terms and then must leave the Board for at least one year. After the end of that year they may re-apply for a position on the Board.

## **2.5 Nomination and Election of Board Candidates**

Potential candidates for Board positions may be presented by any current Director. All Directors shall be elected by the Board as needed to fulfill the responsibilities of the Board.

## **2.6 Attendance**

Directors are required to attend Board meetings. A Director who is absent without notifying the Board President from three board meetings during a calendar year may be considered to have tendered his/her resignation.

## **2.7 Removal**

A Director may be removed by a majority of the Directors when, in the Board's judgment, it would be in the best interest of the organization.

## **2.8 Resignation**

A Director may resign at any given time by giving written notice of resignation to the Board. The resignation is effective when notice is received by the Board unless the notice specifies a later effective date.

## **2.9 Vacancies**

All vacancies on the Board may be filled by an appointment of the Board at any regular meeting of the Board by a majority vote of those present.

## **2.10 Indemnification of Directors**

The Corporation shall indemnify any Director, Officer, or former Director or Officer of the Corporation or any person who may have served at its request against expenses actually and reasonably incurred by him or her in connection with the defense of any action, suit or proceeding, civil or criminal, in which he is made a party by reason of being or having been an Officer or Director of the Corporation, except in relation to matters as to which he or she is adjudged in such action, suit, or proceeding to be liable for negligence or misconduct in the performance of his or her duty to the Corporation.

# **ARTICLE III Meetings of the Board**

## **3.1 Place of Meetings**

Meetings will be held at the Animal Friends Alliance facilities except when the Board determines that an alternate meeting place is preferable. A meeting may also take place using any means of communication by which all Directors participating in the meeting can hear each other during the meeting.

### **3.2 Annual Meeting**

An annual meeting of the Board shall be held in the month of April in each calendar year on such date and at such place and time as the Board may determine. The annual meeting of the Board shall be for the purpose of electing officers and for the transaction of such other business as may come before the meeting.

### **3.3 Regular Meetings**

Regular meetings of the Board shall be held once a month. Notice of the date, time, and place of any meeting shall be given to each Director at least seven days prior to the meeting. Notice shall be provided by electronic mail.

### **3.4 Special Meetings**

Special meetings may be held at the request of the Board President or a majority of Directors, with no less than two days notice to each member of the Board. Notice shall be provided by electronic mail. Meetings will be held at the Animal Friends Alliance facilities unless an alternate meeting place is preferable.

### **3.5 Waiver of Notice**

The Board President may waive the notice of a meeting. The waiver shall be filed by the Secretary with the corporate records.

### **3.6 Action Without a Meeting**

Any action required by law to be taken at a meeting of the Board, or any committee thereof, may be taken without a meeting if every member of the Board in writing either: (i) votes for such an action or (ii) votes against such action or abstains from voting and waives the right to demand that a meeting be held. Action is taken only if the affirmative votes for such action equal or exceed the minimum number of votes that would be necessary to take such action at a meeting at which all of the Directors then in office were present and voted. The action shall be effective only if there is documentation of the action, signed by all the Directors, received by the Corporation and filed with the minutes. Any such documentation may be received by electronic mail providing the Corporation with a complete copy of the document including a

copy of the signatures. Actions taken shall be effective when the last document necessary to affect the action is received by the Corporation unless the document sets forth a different date. Any Director who has signed a document may revoke it by writing a signed, dated communication stating the prior vote is revoked. However, such documents must be received by the Corporation before the last document necessary to affect the action is received. All such actions shall have the same effect as action taken at a meeting. The Executive Committee may also act on behalf of the full Board in an emergency situation.

### **3.6.1 Remote Attendance**

The Board may permit any Director to participate in a meeting of the Board through the use of any means of communication by which all Directors participating in the meeting can hear each other during the meeting. A Director participating in a meeting in this manner is deemed to be present in person at the meeting.

### **3.7 Executive Session**

An Executive Session (closed to the public, staff, or any other specific persons) may be called by the Board President or by a majority vote of the Directors present. The Executive Director will be excluded only to discuss matters relating to performance and contract.

### **3.8 Quorum and Voting**

**3.8.1** A majority of the Directors shall constitute a quorum for the transaction of business at any meeting of the Board.

**3.8.2** For purposes of determining a quorum and for purposes of casting a vote, a Director may be deemed to be present and to vote if the Director grants a signed, written proxy to another Director who is present at the meeting. The proxy must direct a vote to be cast with respect to a particular proposal that is described with reasonable specificity in the proxy. No other proxies are allowed.

**3.8.3** A Director who is present at a meeting of the Board is deemed to have assented to all action taken unless: (i) the Director objects at the beginning

of the meeting, or promptly upon arrival, to holding the meeting or transacting business at the meeting and does not thereafter vote for or assent to any action taken; (ii) the Director contemporaneously requests that the Director's dissent or abstention as to any specific action taken be entered in the minutes; or (iii) the Director causes written notice of the Director's dissent or abstention as to any specific action received by the presiding officer of the meeting before adjournment. The right of dissent or abstention is not available to a Director who votes in favor of the action taken.

### **3.9 Action by Board**

A majority vote of the Directors present and voting at the meeting at which a quorum is established shall be the act of the Board.

### **3.10 Compensation**

No member of the Board shall receive any compensation for serving in such office, provided that the Corporation may reimburse any member of the Board for reasonable expenses incurred in connection with service on the Board.

### **3.11 Standards of Conduct for Directors**

Directors shall perform their duties in good faith, in a manner the Director 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. Directors shall treat staff, volunteers, and other board members with respect at all times. In the performance of their duties a Director shall be entitled to rely on information, opinions, reports or statements, including financial statements and other financial data, in each case prepared or presented by the persons designated below. However, a Director shall not be considered to be acting in good faith if the Director has knowledge concerning the matter in question that would cause such reliance to be unwarranted. A Director shall not be liable to the Corporation or its members for any action the Director takes or omits to take as a Director if, in connection with such action or omission, the Director performs their duties in compliance with this Section.

The designated persons on whom a Director is entitled to rely are: (i) one or more officers or employees of the Corporation whom the Director reasonably believes to be reliable and competent in the matters presented; (ii) legal counsel, a public accountant, or other person as to matters which the Director reasonably believes to be within such person's professional or expert competence; or (iii) a committee of the Board on which the Director does not serve if the Director reasonably believes the committee merits confidence.

### **3.12 Conflict of Interest Policy**

A separate conflict-of-interest policy is filed with the Corporation's documents.

## **ARTICLE IV Elected Officers**

### **4.1 General**

The elected officers of the Corporation shall be a President, Vice President, Secretary, and Treasurer. The officers shall constitute the Executive Committee of the Board. The Board may create such other offices as they may consider necessary.

### **4.2 Election and Term of Office**

Officers shall be elected at the annual meeting and shall hold office for a term of one year.

### **4.3 Removal**

Any officer elected by the Board may be removed by a two-thirds vote of the Board when, in the Board's judgment, it would be in the best interest of the Corporation.

### **4.4 Vacancies**

A vacancy in any office may be filled by the Board for the unexpired portion of the term.

#### **4.5 President**

The President shall oversee Board affairs, ensuring the integrity of the Board's process in governing and supporting the organization, and developing the Board as a cohesive and effective team. The President shall preside at all meetings of the Board.

#### **4.6 Vice President**

The Vice President shall provide additional Board leadership and assume the role of President when the President is absent. The Vice President shall be committed to serving as next Board President.

#### **4.7 Secretary**

The Secretary shall ensure that all Board actions are documented and that records are accurate and secure, and provide guidance on proper meeting procedures. The Secretary shall be prepared to assume the leadership role when the President and Vice President are absent.

#### **4.8 Treasurer**

The Treasurer shall review financial reports from the Executive Director and keep the Board informed on financial matters. The Treasurer shall serve as authorized signer for the Corporation's bank accounts.

### **ARTICLE V Committees**

The Board may designate from among its members, by a resolution adopted by the majority of the entire Board, such committees as they deem necessary to assist them in their work.

## **ARTICLE VI Management**

### **6.1 Executive Director**

The Chief Executive Officer and Agent of the Corporation shall be the Executive Director, appointed by the Board to serve at the pleasure of the Board. The Executive Director shall be the manager of all Corporation activities, and shall be responsible to the Board for the application and implementation of policies established by the Board in the operation of the Corporation. The Executive Director shall be a non-voting ex-officio member of all Board committees and may attend all functions of the Board with the exception of executive sessions to discuss matters relating to the Executive Director's performance or contract. The Executive Director shall cause to be prepared an Annual Report, which includes full disclosure of agency control, fiscal information, major programs, and a summary of activities.

### **6.2 Annual Budget**

The Executive Director shall prepare an annual budget and submit it to the Board for the purpose of discussion, modification, and approval.

### **6.3 Annual Audit**

At the end of each fiscal year, the Executive Director shall order an annual audit. The Board shall receive a report on the financial management of the agency on an annual basis.

### **6.4 Insurance Coverage**

The Executive Director shall submit to the Board for approval a program of appropriate insurance coverage for the protection of the Board.

### **6.5 Termination of the Executive Director**

The Board may terminate the appointment of the Executive Director.

**ARTICLE VII**  
**Dissolution**

Upon the dissolution of the Corporation, the Board of Directors shall, after paying or making provision for the payment of all of the liabilities of the Corporation, dispose of all of the assets of the Corporation exclusively for the purposes as shall at the time qualify as an exempt organization or organization under Section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law), as the Board shall determine.

**ARTICLE VIII**  
**Amendments**

The Board shall have the power to amend these bylaws at any regular or special meeting of the Board by a two-thirds vote of the Board. Written notice of the proposed amendment shall be given to each Director at least seven days prior to the meeting where the action is to be taken.

**These bylaws were approved at a meeting of the Board of Directors of Animal Friends Alliance on 12/16/2019.**

  
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**Holly Ashby, Secretary**