

Scottish Terrier Rescue Northwest, A Non-Profit Corporation

By-laws

January 12, 2005

By-Laws of the Scottish Terrier Rescue Northwest, A Non-Profit Corporation

ARTICLE 1 Organization

1. The name of the organization shall be Scottish Terrier Rescue Northwest, A Non-Profit Corporation.

ARTICLE 2 Purposes

This Non-Profit Corporation is a public charity, founded and maintained through general public support for the prevention of cruelty to animals, specifically the Scottish Terrier breed of dogs, by the rescue, care, and placement of unwanted or abandoned Scottish Terriers. This Non-Profit Corporation is organized and will operate exclusively within the meaning of United States Code Title 26 Section 501 (c)(3). This Non-Profit Corporation hereby permanently dedicates its assets to the purposes herein described.

1. The rescue and placement of Scottish Terrier dogs.
2. The advancement of the Scottish Terrier through education and information to the public.

ARTICLE 3 Membership

Club membership is open to all persons who wish to participate in and financially support Scottie Rescue, and agree to abide by the Club Code of Ethics. Following completion of an application, payment of dues, and approval by the majority of the membership of the Club at any Club meeting, an applicant becomes a Club Associate.

Any Club Associate, who attends one third of the Club functions in the preceding twelve months, may submit an application to become a Club Member. All Club Members are eligible to vote on Club matters.

The Club Secretary shall record the attendance of all persons at every club functions. At anytime that a Member fails to attend one-third of the Club functions over the preceding twelve months, as reported by the Club Secretary, Member's status will be changed to Club Associate. The attendance records as maintained by the Club Secretary shall be the determining records of attendance.

Section 3.1 Club Associates

1. Club Associate membership is open to all persons who wish to be involved in and financially support Scottie Rescue, and agree to abide by the Club Code of Ethics.
2. An applicant for Associate Status shall submit a completed Associate Application, signed Code of Ethics, and dues payment for the remainder of the year.
3. At the next regularly scheduled Club meeting, the information on the applicant shall be presented to the Club membership. The application must be approved by a majority vote of the members present.

4. Any Associate who fails to maintain and live up to the requirements for Associate status shall be terminated from Membership by a majority vote of the Members present.

Section 3.2 Club Members

1. Only Club Members may vote on the affairs of the Club.
2. Club Member status is open to all persons who wish to regularly participate in and financially support Scottie Rescue, agree to abide by the Club Code of ethics, have attended one-third of the Club functions in one calendar year.
3. An applicant for Member Status shall submit a completed Member Application, signed Code of Ethics, and dues payment for the remainder of the year.
4. At the next regular scheduled meeting, the Associate shall be presented to the Club members and the application then approved by majority vote of Club members present.
5. The Club Secretary shall record the attendance of all persons at every Club function as Confirmation of Attendance.
6. Whenever a Member fails to attend one-third of the Club functions over the preceding twelve (12) months as recorded by the Club Secretary, their Member status will be changed to Associate Status at the next regularly scheduled Club Meeting.
7. The Secretary shall present the name of the Member at the next regularly scheduled Club meeting, and said Member's status shall be changed to Associate status by a majority vote of the Club Member's present.
8. In special circumstances, the Board of Directors, through a majority vote, may waive member attendances requirements.

ARTICLE 4 Meetings

The annual membership meeting of this Club shall be held in the last week of October, each and every year.

The Secretary shall cause to be mailed or e-mailed to every member and Associate in good standing at his address as it appears in the membership roll book in this club a notice telling the time and place of such annual meeting. Such notice shall be sent by regular mail or e-mail not less than ten days prior to the scheduled date.

Regular meetings of this club shall be held at locations and dates to be determined by the board.

The presence of not less than six (6) members or twenty percent of the members, whichever is greater, at any regular or special meeting shall constitute a quorum and shall be necessary to conduct business of this club.

Special meetings of this club may be called by the President when he deems it for the best interest of the club. Notices of such meeting shall be communicated to all Members and Associates at their addresses as they appear in the membership Roll

Book at least ten (10) days before the scheduled date set for such special meeting. Such notice shall state the reasons that such meeting has been called, the business to be transacted at such meeting and who called it. At the request of four (4) members of the Board of Directors or four (4) members of the club, the President shall

cause a special meeting to be called but such request must be made in writing at least fifteen (15) days before the requested scheduled date. No other business but that specified in the notice may be transacted at such special meeting without the unanimous consent of all present at such meeting.

ARTICLE 5 Voting

At all meetings, except for the election of officers and directors, all votes shall be by voice or raised hands.

Officers and Directors shall be elected by written ballot. All such nominations from the nominating committee as well as from any Member, for Board of Directors and Officers must be submitted thirty (30) days prior to election. No nomination for Board of Office position shall be submitted at the election. This election shall be held at the annual meeting

At any regular or special meeting, if a majority so requires, any question may be voted upon in the manner and style provided for elections of officers and directors. Results will be entered into the minutes of the meeting.

ARTICLE 6 Order of Business

1. Roll Call
2. Confirmation of Attending
3. Reading of the minutes of the preceding meeting.
4. Reports of Officers
5. Reports of Committees
6. Old Business
7. New Business

ARTICLE 7 Board of Directors

The Board of Directors shall consist of seven (7) members who include five (5) officers of the board and two (2) members at large. At least one of the Directors elected shall be a resident of the State of Washington.

The President of the Club by virtue of his office shall be Chairman of the Board of Directors.

The Officers and Directors for the ensuing year shall be elected at the annual meeting of this club and shall serve for a term of two (2) years or until replaced by election of the general membership. The initial term of Vice President, Treasurer and one member at large shall be for one (1) year.

A Nominating committee will be selected by the Board of Directors in August and submitted to the Membership not later than one month prior to the annual meeting. This committee will be responsible for making nominations to fill vacancies to the board.

The Board of Directors shall have the control and management of the affairs and business of this club. Such Board of Directors shall only act in the name of the Club when it shall be regularly convened by its President after due notice to all the directors of such meeting.

Four (4) members of the Board of Directors shall constitute a quorum and the meetings of the Board of Directors shall be held at a time set by the President.

Each Director shall have one vote and such voting may be done as allowed.

Vacancies in the Board of Directors shall be filled by a vote of the majority of the remaining members of the Board of Directors for the balance of the term.

ARTICLE 8 Officers

The officers of the club shall be as follows:

President
Vice President
Secretary
Treasurer
Ways & Means Officer

The President shall preside at all membership meetings.

1. He shall present at each annual meeting of the Club an annual report of the work of the club.
2. He shall be one of the Officers who may sign the checks or drafts of the Club.
3. He shall have such powers as may be reasonably construed as belonging to the chief executive of any Non-Profit organization.

The Vice President shall, in the event of the absence of the President to exercise his office, become acting president of the Club with all the rights, privileges and powers as if he had been the duly elected president.

The Secretary shall keep the minutes and records of the club in appropriate books.

1. It shall be his duty to file any document required by any statute, Federal or state.
2. He shall give and serve all notices to members of this Club.
3. He is the official custodian of the records of this Club.
4. He shall maintain membership roll in an electronic format.
5. He shall present to the membership at any meeting any communication addressed to him as Secretary of the Club.
6. He shall attend to all correspondence of the Club and shall exercise all duties incidental to the office of Secretary.
7. He shall maintain the Confirmation of Attendance records, which will contain the attendance records from every Club function, and a running twelve-month record of the attendance of every Associate and Member.

The Treasurer shall have the care and custody of all monies belonging to the Club and shall be solely responsible for such monies or securities of the Club. He shall cause to be deposited in a regular business bank or trust the total proceeds incurred in Club business.

1. He shall provide at each scheduled meeting, a written account of the finances of the Club.

2. He shall exercise all duties incidental to the Office of Treasurer.

The Ways & Means Officer shall manage and coordinate fund raising activities for the Club.

1. He shall be responsible to lead and manage all fund raising activities.

2. He shall present a report of funding activities to the Board.

3. He shall maintain responsibility of Ways & Means assets

Officers shall by virtue of their office be members of the Board of Directors.

ARTICLE 9 Salaries

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 the conduct of business of the club. All such compensation payments must be consistent with previous representations and statutory requirements, necessary to maintain the tax-exempt status of the Club.

ARTICLE 10 Committees

All committees of this Club shall be appointed or created by the Board of Directors and their term of office shall be for a period of the business year of the Club.

The standing committees shall be:

1. Ways and Means
2. Adoption Applications and Placement
3. Education
4. Membership
5. Foster care
6. Nominating

ARTICLE 11 Dues

The dues of this Club shall be \$20 per year per person and shall be payable by the 31st of October each year for the coming year.

ARTICLE 12 Amendments

These By-Laws may be altered, amended, repealed or added to by an affirmative vote of a simple majority of members present. A quorum of the membership shall be required for a meeting.

ARTICLE 13 Parliamentary Authorities

The rules contained in Roberts Rules of Order, latest version, shall govern the Scottish Terrier Rescue Northwest where they are applicable: and where they are not inconsistent with the Club or applicable laws and regulations.

ARTICLE 14 Removal

A Director, Officer, member or Associate may be removed when sufficient cause exists for such removal. The Board of Directors may entertain charges against any so designated person. Such person may be represented by counsel upon 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 interest of the club.

ARTICLE 15 Privacy

The membership roll may be made available to all members and Associates unless the member or Associate has informed the club that this information is not be generally distributed.

The membership roll may not be sold, distributed, or used for any commercial purpose.

All distribution of the membership roll will be approved by the Board of Directors.

ARTICLE 16 Financial Control

The Club Treasurer may maintain checking, savings and other accounts as deemed necessary by the Board of Directors.

Expenditure of funds in excess of \$500, requires approval by three (3) Board members. Expenditure of funds of less than \$500 and greater than or equal to \$200, requires approval by two (2) Board members. Expenditure of funds of less than \$200 or equal to \$200, requires the approval of one (1) Board member.

The Board may pre-approve expenditures submitted by Committee Chairpersons. The pre-approval requires approval in the manner specified in this section.

All requests for reimbursements must be submitted within 45 days of the date of such expenditures.

ARTICLE 17 Communication

Communication may be accomplished via U.S. Mail or as specified in the Washington Non-Profit Corporation Act, specifically Section 2.4.03.009, or as may be applicable.

MOTION TO AMEND THE ARTICLES OF INCORPORATION OF

SCOTTISH TERRIER RESCUE NORTHWEST, A NON-PROFIT CORPORATION

WHEREAS Scottish Terrier Rescue Northwest, a Nonprofit Corporation was founded and maintained through general public support for the prevention of cruelty to animals, specifically the Scottish Terrier breed of dogs, by the rescue, care, and placement of unwanted or abandoned Scottish Terriers; and

WHEREAS Scottish Terrier Rescue Northwest permanently dedicated its assets to those purposes; and

WHEREAS Scottish Terrier Rescue Northwest is organized and operated exclusively within the meaning of the United States Code Title 26 § 501(c)(3) for nonprofit corporations; and

WHEREAS it is necessary for the Articles of Incorporation to stipulate that upon dissolution the assets of the Corporation are exclusively transferred to a like § 501(c)(3) corporation; and

WHEREAS the Corporation does not yet have any members with voting rights;

The Board of Directors of the Scottish Terrier Rescue Northwest hereby vote to amend the Articles of Incorporation, dated November 18, 2004, by replacing Article V in its entirety with the following:

ARTICLE V

Upon dissolution of this nonprofit Corporation, all assets of said Corporation shall be transferred in total to the nonprofit Scottish Terrier Rescue corporation that is recognized by the U.S. Internal Revenue Service as a Title 26 § 501(c)(3) nonprofit organization, and is in closest physical proximity to Seattle, Washington, at the time of dissolution.

In the event that no such Scottish Terrier corporation is available; upon dissolution of this nonprofit Corporation, all assets of said Corporation shall be transferred in total to the nonprofit canine rescue corporation that is recognized by the U.S. Internal Revenue Service as a Title 26 § 501(c)(3) nonprofit organization, and is in closest physical proximity to Seattle, Washington, at the time of dissolution.