



Paws Across Oswego County, Incorporated

ARTICLE I

PURPOSE AND POLICY

Section 1. The purpose of Paws Across Oswego County, Inc. (PAOC) is to assist local animal shelters by donations and voluntary services, to promote, through education and special programs, responsible pet ownership, to assist the local community and animal shelters in the spaying and neutering of companion animals by monetary and material donations, and voluntary services.

Section 2. The policy of PAOC is to provide assistance by donations and voluntary service for the spaying and neutering of *all* companion animals in the area served by PAOC, as well as local Animal Shelters; to work within the boundaries of local, state, and national laws regarding voluntary service and solicitation of donations; to work within the boundaries of local, state, and national laws pertaining to animals; to provide education on proper pet care and owner responsibility, following the guidelines set forth by local, state, and national laws pertaining to animals as well as guidelines set forth by National Humane Organizations; to conduct, promote and represent PAOC and its business in an ethical, democratic, truthful, rational manner.

ARTICLE II

HEADQUARTERS AND BRANCHES

The principal headquarters of PAOC shall be in the City of Oswego, County of Oswego, in the State of New York. PAOC may establish and maintain branches and offices elsewhere.

ARTICLE III

SEAL

The Board of Directors may prescribe the design for a corporate seal. The seal may be used by causing it or a facsimile thereof to be impressed or affixed or reproduced otherwise.

ARTICLE IV

MEMBERS

Section 1. Membership shall be of three classes. Every person accepted as a member who shall pay \$25.00 or more annually shall be classed as an Active Member. Every person accepted as a member who shall be 16 years of age or younger and pays \$5 shall be classed as an Active Junior member. Every person accepted as a member who shall pay less than \$25.00 annually shall be classed as an Associate Member.



Section 2. No person shall be a member unless elected to membership by the Board of Directors, which may reject any application for reasonable cause. Any person refused membership or expelled may appeal such rejection or expulsion to the members at the next ensuing annual meeting of the members of PAOC by addressing a notice of appeal to the Secretary at least ten days before such meeting. The members may at such meeting by a majority vote overrule any such rejection or expulsion. Their decision shall be final.

Section 3. All Active Members shall be entitled to cast one vote at any meeting of PAOC or in any referendum, provided, however, that a member shall not have any such rights until he/she has been a member of PAOC for three months. For the purpose of this section, a person shall be deemed to have become a member, if elected to membership, on the date his/her application is received by a director of PAOC. Associate Members shall not be entitled to vote.

Section 4. The annual meetings of PAOC for the purpose of electing Directors and for the transaction of any other business authorized to be transacted by the members, shall be held in March at such time and place as shall be specified by the Board of Directors.

Section 5. Special meetings of the members may be called at any time by the Board of Directors, or by any five (5) members qualified to vote, upon their filing with the Secretary a request for the meeting, in writing, stating the purpose or purposes of the proposed meetings. Special meetings for which written request is made shall be held not less than fourteen (14) days nor more than forty five (45) days after the filing of the request, at a time and place that the President shall designate.

Section 6. Advance notice of all meetings of the members shall be given to the members by the Secretary or, in his/her absence, by another Director. All such notices shall be sent by mail, at least ten (10) days in advance of the date set for the meeting, to the last known post office address of each Active Member of record at the time the notice is sent, and only such Active Members as are in good standing shall be entitled to notice and to vote at such meeting.

Section 7. Nominations for Board of Director positions may be made by any Active Member of PAOC sixty (60) days prior to the next annual meeting. Nominations must be in writing and must be submitted to the Secretary. The Secretary shall, at least thirty (30) days before the annual meeting, notify the members of the nominations by direct mail addressed to the members at the last known post office address of each Active Member of record at the time the notice is sent.

Section 8. At any meeting of PAOC, those members present in person shall have the authority to transact all business which may come before the meeting. Voting by proxy shall not be permitted.



ARTICLE V DIRECTORS

Section 1. The concerns, direction, and management of the affairs of PAOC shall be vested in the Board of Directors.

Section 2. Only Active Members are eligible for election as Directors.

Section 3. The members of the Board of Directors shall be elected at annual meetings by Active Members of PAOC and shall serve for terms of one (1) year each.

Section 4. The Board of Directors shall be comprised of not less than five (5) but more than eleven (11) members. At any time when the number of Directors in office shall be less than five (5), the Directors remaining in office shall add to their number until there be not less than five (5) Directors in office, but no act of PAOC shall be void at any time merely because there be less than five (5) Directors in office.

Section 5. In case any Director shall, by death, resignation, incapacity to act, or otherwise cease to be a Director during his or her term, his or her successor shall be chosen by the Board to serve until the next annual meeting of the members.

Section 6. An annual organization meeting of the Board of Directors of PAOC shall be held not more than thirty (30) days after each annual meeting of the members of PAOC. Regular meetings of the Board of Directors shall be held at such times and places as shall be fixed by the Board, provided that the Board of Directors shall meet at least quarterly for the transaction of business.

Section 7. Special meetings of the Board of Directors may be called by the President, or by the Secretary when requested to do so in writing by any two (2) Directors.

Section 8. For meetings called by the President, and for meetings called at the request of Directors, twenty (20) days notice by mail shall be given. No notice shall be required for any meeting at which all of the Directors are present.

Section 9. Any meeting may be held without notice provided every Director shall waive in writing the notice otherwise required.

Section 10. A majority of the members of the Board of Directors shall constitute a quorum.

Section 11. If any member of the Board of Directors shall be absent from three (3) consecutive meetings without being excused from attendance by the Board, he or she shall



be deemed to have resigned from office and the vacancy so caused shall be filled as herein provided for the filling of vacancies in the membership of the Board of Directors.

Section 12. Except as otherwise prescribed in these By Laws, decisions at any meeting of the Board of Directors, or other committees shall be by majority vote of those present and voting. Each Director shall have one vote and no voting by proxy shall be permitted.

Section 13. The Board of Directors shall include the President, the Vice President, the Treasurer, the Secretary, the Public Relations Officer, and such other members as may be elected by the Board at its annual organization meeting, or at any meeting by majority vote of the members of the entire Board of Directors. The Board of Directors may provide for such other committees as the Board deems desirable and may delegate to such committees such duties and powers from time to time as it shall deem necessary or desirable.

Section 14. Directors, as such, and members of committees, shall be classed as volunteers and shall not receive any salaries or fees for their services, but may be reimbursed for any expenses incurred in fulfilling their duties.

ARTICLE VI **DIRECTORS (OFFICERS)**

Section 1. At every annual meeting of PAOC, or in default of election at such meeting, then at an adjournment thereof, or at any meeting of PAOC called for the purpose of election of officers for the Board of Directors, PAOC shall elect a President, Vice President, Secretary, Treasurer, and a Public Relations Officer. PAOC may choose such other Directors as the business of PAOC may require. All the Directors shall hold office at the pleasure of PAOC, but in no case beyond the time when their respective successors shall be elected and shall qualify.

Section 2. The President shall preside over all meetings of PAOC, The Board, and the special committees; shall be, ex officio, with vote, a member of all committees of PAOC; shall deliver to the annual meeting of the members of PAOC a comprehensive report of the programs and policies followed by the Board in the preceding year.

Section 3. The Vice President shall fill all functions of the President when the latter is incapacitated, is unavailable, or for any reason cannot serve.

Section 4. The Secretary shall take and preserve minutes of all meetings of PAOC and of the Board, shall notify members and Directors of annual, regular and special meetings, and perform other duties assigned by the Board. The Secretary shall cause the minutes of all membership and board meetings to be published in a form which shall be available, upon request, to all members. The Secretary shall receive and report correspondence to the



Board, shall answer all correspondence, unless otherwise directed by the Board, and shall have custody of all files, records, and other documents and be responsible for their safekeeping.

Section 5. The Treasurer shall receive and deposit in a bank designated by the Board, all moneys and securities; shall disburse funds in accordance with the budget approved by the Board of Directors, and shall submit to the Board and to the annual meeting of PAOC an annual report, audited by an independent accountant selected by the Board, of income and expenditures of PAOC for the preceding year, and liabilities and assets

Section 6. The Public Relations Officer shall submit recommendations to the Board for appropriate language and ethics in advertisements, press releases, campaigns, lobbies, and designs, and promotes special programs and public activities; shall research techniques used by other organizations that coincide with the goals of PAOC to determine which techniques would be successful and best utilized by PAOC; shall research public and local government opinions on topics and decisions regarding Club business and make recommendations to the Board as to which direction or approach PAOC should take to reach its goals.

ARTICLE VII MISCELLANEOUS

Section 1. All meetings of the members of PAOC, the Board of Directors, and committees shall be conducted pursuant to Robert's Rules of Order, as set forth in the last published revision thereof.

Section 2. The fiscal year of PAOC shall commence January 1 of each year.

ARTICLE VIII AMENDMENTS

These By Laws may be amended by the members at any annual meeting, provided that a proposal to amend shall be submitted in writing to the Secretary, with signatures of at least ten (10) members, at least forty (40) days prior to the annual meeting. The Secretary shall include the text of the proposed amendment in the notice of the meeting.