

**RAMAPO-BERGEN ANIMAL  
REFUGE, INC.  
BYLAWS**

**Amended September 2019**

**RAMAPO-BERGEN ANIMAL REFUGE, INC. BYLAWS**

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## RAMAPO-BERGEN ANIMAL REFUGE, INC. BYLAWS

### GENERAL CONDITIONS AND DEFINITIONS/ABBREVIATIONS:

- A. Bylaws will be held in force subsequent to the date of their adoption and the adoption of succeeding amendments.
- B. Bylaws refer to the RAMAPO-BERGEN ANIMAL REFUGE, INC., the Corporation (RBARI), its Board of Trustees, Officers, and others associated.
- C. Member: A RBARI member is any person who has paid his/her dues for the current membership year.
- D. Trustee - A member of the Board of Trustees, not including Trustees Emeriti who shall be so specifically designated.
- E. Board - Board of Trustees, or the collective members thereof.
- F. Corporation - Refers to RBARI.

### ARTICLE I - NAME AND PRINCIPAL OFFICE

#### Section 1. Name

The name of the Corporation shall be Ramapo-Bergen Animal Refuge, Inc., a non-profit organization incorporated under Title 15A of the New Jersey Non Profit Corporation Act.

#### Section 2. Principal Office

- A. The principal office of the Corporation shall be located at 2 Shelter Lane, in Oakland, New Jersey.
- B. The Corporation may have other offices, at places determined by the Board.

### ARTICLE II - MISSION STATEMENT

The purposes for which the Corporation is organized are as stated herein; they shall be consistent with the current Certificate of Incorporation, and are as follows: RBARI. is founded on the belief that all animals have a natural right to humane treatment including proper care and safe shelter. Due to overpopulation, there are insufficient homes for many cats and dogs. Some are lucky enough to find temporary shelter and a few even find permanent homes. However, it is a devastating fact that the majority are either euthanized or forced to chance life without shelter. To support our belief and to relieve the unnecessary suffering of animals we shall:

- A. Extend every effort to find, evaluate, and secure good adoptive homes for animals in our care;
- B. Provide animals with medical services and behavior therapy to the extent of our ability;
- C. Adhere to a "no-kill" policy: animals shall not be euthanized for the purpose of providing space for new animals.

## **RAMAPO-BERGEN ANIMAL REFUGE, INC. BYLAWS**

- D. Adhere to a 100% spay and neuter policy;
- E. Maintain continuing humane education programs and services particularly in schools.

### **ARTICLE III - MEMBERSHIP**

#### **Section 1. Membership**

The RBARI membership year runs from January 1st through December 31st.

A Member is any person who has paid his/her dues for the current membership year. Dues payments must be so designated on the financial instrument (check, money order) to RBARI as a donation.

#### **Section 2. Rights of Members**

Members have the right to inspect all minutes and records of the Board, except those dealing with confidential personnel matters or legal matters affecting the Corporation. RBARI members may also have other rights as provided by New Jersey Statute 15A; such rights may not be abridged by these Bylaws.

#### **Section 3. Membership Meetings**

##### **A. Annual Membership Meeting**

1. Shall be held in May at the principal offices of the Corporation, or at any other place in the State of New Jersey the Board may select. The Board shall designate at its March meeting the date in May on which the Annual Meeting will be held, and this information shall immediately thereafter be posted in a prominent location on the RBARI website.
2. The agenda of the Annual Meeting shall, at a minimum, include the President's report on the facilities, operation, and fiscal status of the Shelter. Followed by a period during which members may put questions to Trustees from the floor and open discussion of the Board's plans for the coming year and a vote on changes to the Bylaws proposed by the Board. . It must also include such other matters (if any) as members have requested be placed on the agenda, and may include other items the Executive Committee deems of interest to members.
3. Members with an item to be placed on the agenda for the Annual Meeting must forward it in writing to the Board Secretary no later than thirty (30) days prior to the date of the meeting.

##### **B. Notice of the time and place of all membership meetings**

In the case of the Annual Meeting, the agenda (and in the case of special membership meetings, the purpose thereof), shall be posted in a prominent location on the RBARI website. In addition, written notice of the Annual Meeting, the Annual Meeting agenda must be mailed by the Secretary to all members at their postal and, if available, e-mail addresses of record. Such meeting materials and notice must be received by members not less than fifteen (15) days prior to the meeting. Section 5. Honorary membership may be bestowed, upon motion made by a Trustee, by a confirming vote of the Board. Honorary members do not have a vote and may not serve on the Board of Trustees.

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### ARTICLE IV – MEMBERSHIP OF THE BOARD OF TRUSTEES

#### Section 1. Eligibility

Any member of RBARI who has reached the age of eighteen (18) years shall be eligible for membership on the Board, unless one or more of the following conditions apply:

1. He/she is employed by the Corporation.
2. He/she is related to an employee or Board member.
3. He/she shares living quarters with an employee or Board member.

Any incumbent Trustee who is not a member in good standing of RBARI at least ten (10) days prior to the Annual Meeting shall be automatically removed from the Board and his/her seat be deemed vacant (see Art. IV.5B Automatic Removal, below).

#### Section 2. Election

1. New Trustee candidate/s (those not sitting Trustees at the time of the Annual Meeting) will not be eligible for election at the Annual Meeting (i) unless a candidate's notice of intent and a statement of background and qualifications have been received by the Board at least ninety (90) days prior to the Annual Meeting.

A. New Trustee candidate documents will be reviewed by the Governance committee. The Governance committee will interview each candidate, AND (ii) validate such candidate/s meet the Board eligibility, membership status and term designation requirements of this Article IV and elsewhere in these Bylaws.

B. Following the interview and review of submitted documents the Governance committee will make either favorable or unfavorable recommendations to the Board. The Board will vote to elect any new Trustee to the Board.

#### Section 3. Terms of Office and Number of Trustees

1. Trustees are not subject to term limits and may be re-elected to the Board every two years by a majority vote of the members of the Board.
2. Number of Trustees: The authorized number of Trustees shall be not less than nine (9) nor more than twenty-one (21).

#### Section 4. Vacancies

Any vacancy existing on the Board may be filled by a confirming vote of the Trustees at a regularly scheduled or special Board meeting. No vacancy shall be filled unless a notice and a statement of qualifications of the nominee(s) have been distributed to all Trustees at least 10 days prior to the confirming vote.

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### **ARTICLE V – POWERS AND RESPONSIBILITIES OF TRUSTEES**

#### **Section 1. Fiduciary Responsibilities of the Board**

- A. File for and maintain the currency of the Corporation's incorporation documents.
- B. Review, frame, and update the Bylaws, as necessary.
- C. Determine policy and assure that the established policies are implemented.
- D. Maintain institutional integrity through audits and avoidance of conflicts of interest.
- E. Ensure board effectiveness by selection and approval of officers.
- F. Hire, compensate, evaluate, and if necessary dismiss the Executive Director.

#### **Section 2. The Programmatic Responsibilities of the Board**

- A. Examine and redefine as necessary RBARI's mission and purposes.
- B. Establish short and long-term organizational plans to achieve goals and prioritize activities accordingly.
- C. Approve policy and financial commitments.
- D. Perform an annual assessment of the Board, Shelter and fundraising effectiveness.

#### **Section 3. The Financial Responsibilities of the Board**

- A. Institute and promote fundraising efforts for RBARI.
- B. Assure adequate funding to sustain RBARI and its programs.
- C. Establish yearly budgets, sound investment policies, and accepted accounting procedures.
- D. Establish annual dues for membership.

#### **Section 4. Other Responsibilities**

- A. Establish and maintain committees to achieve goals.
- B. Engage in timely, accurate, and responsive communication with the public, shelter staff, and volunteers. This includes acknowledging, within ten business days, any communication from a member sent to the Board's email address as noted on the RBARI website.
- C. Maintain records and minutes of official Board actions.

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### ARTICLE VI - TRUSTEES EMERITI

A Trustee who has served with distinction, and whose continued assistance and expertise the Board desires, may be elected by the Board as Trustee Emeritus. Trustees Emeriti shall be elected for a maximum of one year and may be reelected without limit at the Board meeting immediately following the Annual meeting. They are entitled to receive minutes of all Board and Executive Committee meetings and may attend all meetings of the Board, but may not vote at any Board meeting nor exercise any other powers reserved to duly elected Trustees. They may serve on committees and vote at those meetings. When circumstances require, they may serve as Chair of a committee. The number of Trustees Emeriti, at the time of their election, shall not exceed 30% of the number of currently elected Trustees

### ARTICLE VII – OFFICERS OF THE CORPORATION

#### Section 1. Composition of Officers

There shall be four officers of the Corporation: the President, Vice-President, Treasurer, and Secretary. Only Trustees may serve as officers, and no office may be shared (i.e., held by more than one Trustee simultaneously).

#### Section 2. Election of Officers

Officers shall be elected by the Board at the Board meeting following the Annual Meeting, to serve a one-year term. Officers shall serve without compensation, monetary or otherwise.

#### Section 3. Vacancies

If a vacancy occurs in any permanent office of the Board due to resignation, the Nominating Committee shall meet immediately to propose a candidate for the vacancy, to be voted on by the Board at the next scheduled meeting. An officer elected to fill a vacancy shall serve only for the duration of the unexpired term

#### Section 4. Removal of Board Members

Any officer may be removed from office for cause by a two-thirds vote of the entire Board of Trustees at any Board meeting. In the case of officers, "cause" includes but is not limited to failure to fulfill the bylaw responsibilities of the position. Before voting, the other Executive Committee members shall meet with the Board member in question to determine whether a solution is possible without "removal for cause."

#### Section 5. Responsibilities of the Officers

##### A. The President

1. Presides at all Board meetings.
2. Sees that all orders and resolutions of the Board, Executive Committee, and other committees are carried into effect.
3. Supervises and directs the officers and sees that their duties and those assigned to other Trustees are properly performed.



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4. Ensures the Board and its committees act in accordance with the Bylaws.
5. Prepares for the Annual Meeting the President's report on the facilities, operation, and fiscal status of RBARI, which report shall include the Board's annual evaluation of itself (see Art. IX Sec.1(A)5) and a thorough account of any remuneration to Trustees, their family members, or Trustee affiliated organizations (see Art. X. Sec1.(C)). The President's report shall be made available at the Shelter for inspection by members for not less than thirty (30) days prior to the date of the Annual Meeting.

### **B. The Vice-President**

1. Performs all duties of the President in the absence or disability of the President. RBARI BYLAWS 10 Rev'd 5/2018
2. Has such other powers and duties as may be prescribed from time to time by the President.

### **President pro tem**

In the absence of the President and the Vice-President, the Board may appoint a President pro tem.

### **D. Secretary**

1. Keeps, or causes to be kept, a record of every proceeding of the Board, property deeds, and legal correspondence.
2. Prepares and distributes minutes to the Trustees at least seven days before the next Board meeting; files the minutes at the shelter within ten business days of their having been completed and approved; files a duplicate set in folder marked "For Accountant."
3. Notifies members of membership meetings. Receives requests for absentee ballots and provides absentee ballots as requested, receives completed absentee ballots and enters them into the minutes. In accordance with New Jersey state law, prepares and brings to the Annual Meeting and any special membership meetings the alphabetized list of RBARI members.
4. Arranges bonding of officers, trustees, and employees as the Board deems necessary.
5. Maintains a current copy of the Bylaws including amendments, ensures that the current Bylaws are posted on the RBARI website, and ensures that a copy of the Bylaws with the Board's amendments is available at the Shelter for inspection by the membership for at least thirty days prior to the Annual Meeting.
6. Maintains the Board files at the Shelter, and ensures that Shelter staff are equipped to respond to a request by any RBARI member to review said files. Has other powers and duties as may be prescribed periodically by the President or the Board.

### **E. Treasurer**

1. Serves as custodian of all funds and securities of the Corporation.
2. Supervises the Corporation's accounting and bookkeeping, and reports at each regular meeting of the Board as to the financial condition and results of operations.
3. Oversees the filing of the annual state and federal tax returns.
4. With approval of the Board, may delegate to an administrative salaried employee or member of the Finance Committee such of the forgoing duties, including signing of checks or other orders for payment of money, as the Treasurer shall specifically designate. All such delegations shall be recorded in the minutes of the Board. The Treasurer and any other persons who are empowered to sign checks or other orders for the payment of money shall be bonded in such sum and with such assurances as may be satisfactory to the Board.
5. Has other powers and duties as may be prescribed from time to time by the President or the Board.

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### ARTICLE VIII - MEETINGS OF THE BOARD

#### Section 1. Regular Meetings

A. Dates and Locations The Board shall hold regular meetings every other month, unless otherwise voted by the Board, at a location convenient to its members. The May meeting shall be designated as the Annual Meeting. Any member of RBARI, or member of the public, may attend any regular meeting of the Board. The Board may go into private session to discuss confidential personnel, legal matters or any topics that the Board deems highly sensitive or one that is inappropriate to discuss in public. RBARI BYLAWS 11 Rev'd 5/2018 Topics may include but are not limited to: Borough officials regarding issues, major donors re amounts, grant conditions etc., animal welfare conflicts, new building space/ functional tradeoffs, vendor discussions/negotiations/selection, budget planning (program value etc.), strategy discussions, HR procedure recommendations (performance reviews, salary planning), emergency preparedness topics.

B. Notices of Meetings The exact date and location for each meeting shall be decided before adjournment of the immediately preceding meeting. These dates, times, and locations shall be posted in a prominent location on the RBARI website. In the event of a change in date, time, or location of a meeting, the Secretary shall notify each Board member by telephone or e-mail, and arrange for updating the website accordingly.

#### Section 2. Special Meetings and Emergency Meetings

A. Special meetings of the Board may be called for any specified matter(s) at any time by the President or a majority of the entire Board. The Secretary or member of the Executive Committee shall notify all Board members by telephone or email, no less than five (5) days prior to the meeting, of the time, date, place, and purpose(s) of the meeting. Business transacted at a special meeting shall be limited to the matter(s) stated in the meeting notice.

B. Emergency meetings of the Board may be called for any specified matter(s) at any time by the President or a majority of the entire Board. The Secretary shall notify all Board members by telephone or email, upon prior or concurrent notice, of the time, date, place, and purpose(s) of the meeting. Business transacted at an emergency meeting shall be limited to the matter(s) stated in the meeting notice.

#### Section 3. Waiver and Consent

The transaction of business at any meeting of the Board, however called and noticed and wherever held, shall be as valid as though held at a meeting after regular call and notice, if a quorum is present and if, either before or after the meeting, each of the Trustees not present signs a written waiver of notice or consents to the holding of the meeting. All such waivers, consents, or approvals shall be expressed in writing and filed with the corporate records. Absentee ballots cast in an Annual Meeting election shall count toward the determination of whether a quorum exists for that election.

#### Section 4. Quorum

A quorum, which is necessary for the transaction of business at any meeting of the Board, shall consist of a majority of the current Board of Trustees as authorized by the Bylaws, exclusive of any Trustees on an excused leave of absence. An act of a quorum of the Board at a duly called meeting shall be an act of the entire Board. B. A majority vote for the adoption of any action means a majority of the Trustees present.

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### **Section 5. Use of Proxies at Board and Committee Meetings**

No proxy shall be accepted on behalf of any Board member for any purpose at any regular or special meeting of the Board or any committee meetings.

### **Section 6. Electronic and Other Forms of Communications**

In order for issues that arise in connection with Regular, Special, or Emergency Meetings to be addressed in a timely manner, voting via email or conference/video calls may be done at the initiation of the President. Votes taken during a conference call will be counted by majority vote as in face-to face meetings.

Votes via e-mail will be cast to the Executive Committee by a response e-mail. Votes via conference/video call will be cast by “yea or nay” during the call.

The votes should be compiled by a member of the Executive Committee and results distributed to the entire Board. Minutes will be prepared and distributed to all Board members.

The President will be responsible for verifying a quorum and regulating discussion to include all participating Board members. With regard to communicating via technology i.e. email, phone or video, for meeting and voting purposes, a quorum shall also constitute a majority of the Board

## **ARTICLE IX - COMMITTEES**

### **Section 1. Standing Committees**

There shall be the standing committees specified in this article. Except as provided in these Bylaws, the President shall be an ex officio member of all standing committees with the exception of the Nominating Committee, without power to vote. A chair and additional Trustee(s) shall be appointed for each committee by the President, after consultation with the Board, at the Board meeting following the Annual Meeting. When circumstances require, an Emeritus/Emerita may serve as Chairman of a committee. Each standing committee shall include at least two Trustees in addition to the President, one of whom shall be chair. Persons who are not members of the Board, may be appointed by the committee chairs.

The Executive Committee may remove chairs and members of committees for cause; chairs may remove members of their own committees for cause. Due to the small size of standing committees, a majority of the entire committee shall be required for all votes. The Board of Trustees may discontinue any standing committee, and the duties of any committee so discontinued shall be performed during such discontinuance by the Executive Committee of the Board. Except as provided in this section, all standing committees shall meet at least two times annually and submit minutes of these meetings to the entire board. A. Executive Committee

#### ***1. Composition –***

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The Executive Committee shall be composed of all the officers of the Corporation. The Executive Director may attend Executive Committee meetings by invitation of the Executive Committee. The President shall be the Chair of the Executive Committee with power to vote.

### **2. Duties –**

The Executive Committee shall supervise the administration, operation, and property of the Shelter. Having solicited input from the RBARI membership, the Executive Committee shall also formulate long-term organizational plans, including but not limited to facilities planning, for the Corporation and make recommendations in this regard to the Board. The Executive Committee shall acknowledge, within ten business days, any communication from a member sent to the Board's email address as noted on the RBARI website.

3. Powers between Regular Board Meetings - the Executive Committee may not take any action which has been reserved to the Board by Board action. In the absence of limitations imposed by the Board, the Executive Committee shall have and exercise all powers of the Board and management of the business and affairs of the Shelter when the Board is not in session, except that it may not buy, sell, or otherwise dispose of Corporate assets valued greater than \$5,000.00 without first obtaining authorization by a vote of the Board.

**4. Meetings** Outside of Regular Board Meetings - The Executive Committee shall meet as needed. The President alone, or two or more members of the Executive Committee, may call additional special meetings.

**5. Evaluations** - The Executive Committee shall develop and revise, as appropriate, evaluation forms and procedures to assess the Corporation's effectiveness annually including a thorough self-evaluation of the Board's performance, as well as evaluations of shelter operation and all fundraising efforts. The Board's evaluation of itself shall occur in January. The results shall be discussed at the February Board meeting and included in the President's report to the membership at the Annual Meeting.

Minutes of Meetings - The Secretary shall take minutes of every meeting. At each meeting of the Board, all proceedings and actions taken by the Executive Committee since the last Board meeting will be reported and reflected in the Board minutes.

### **Finance Committee**

1. Composition - The Finance Committee shall be composed of an odd number of members, not fewer than three, a majority of whom are Trustees. The Treasurer shall be chair.
2. Duties: a. Compiles an annual operating and capital budget to be presented for discussion and approval by the Board at its November meeting; b. Prepares, or has prepared, monthly financial statements and cash flow projections; c. Oversees all aspects of Corporate operation which involve expenditures of funds; d. Reviews financial and property transactions not provided for in the budget and submits proposed variances, with recommendations, to the Board or Executive Committee; e. Has charge of the management and investment of all corporate funds and securities.

### **Fundraising/Resource Development Committee**

1. Raises all funds necessary to satisfy operating and capital budgets.
2. Develops additional sources of funds, such as from corporations and foundations, and conducts capital fund drives when appropriate.
3. All fundraising efforts shall be within their purview, including but not limited to the Gift Shop, boutiques, auctions, garage sales, collection canisters, candy sales, and raffles.

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### **Marketing and Public Relations Committee**

The Marketing and Public Relations Committee, in conjunction with the Executive Director, shall produce and distribute, or have produced and distributed, all communications concerned with putting the Corporation's image before the membership and general public, including but not limited to membership solicitations, holiday appeals, newsletters, brochures, press releases, advertisements, posters, video and film presentations, and outreach activities in conjunction with the Executive Director. Ensures that website content is current. E. Legal Committee

1. Advises the Board and Executive Committee on all legal issues involving the Corporation.
2. Reviews, at least once annually, the Bylaws and recommends appropriate changes to the Board, if necessary.
3. Provides an Insurance Review function. At least once annually, in conjunction with the Treasurer, the committee will review the Corporation's insurance policies to determine whether the terms and amounts of coverage are adequate for its needs. It will also review the availability of insurance for liability of directors and officers. It reports annually (or more frequently, if necessary) to the Board on this subject and suggests changes or amendments in policies, as it deems appropriate.

### **Program Committee**

1. Composition - The committee shall be composed of at least two Trustees plus the Executive Director and may include staff members involved in these programs and/or other interested parties.
2. Duties - Reviews, coordinates, and evaluates all programs of the Corporation, including but not limited to humane education, spay/neuter, microchipping and volunteer programs; recommends the implementation of new programs or modification or elimination of existing programs to the Board. G.

### **Governance Committee**

1. Composition - The Governance Committee shall be composed of three members. a majority of whom are current Trustees. The President shall appoint the chair and members of the committee subject to confirmation by the Board, but is not a member of the Committee.
2. Duties - a. Develops and maintains guidelines for the operation of the committee and for the ideal composition of the Board; b. Evaluates and confers with incumbent Trustees who are eligible for reelection at the next Annual Meeting; c. confers with current Trustees regarding the acquisition of potential candidates for election to the Board; d. selectively maintains a pool of potential candidates; e. provides the Board with information concerning the background and qualifications of all proposed nominees at least two months prior to each Annual Meeting; f. develops and administers an orientation program for newly elected Trustees. Section

### **Section 2. Special Committees**

There may be such special or ad hoc committees as the Board may periodically establish for the discharge of particular duties, subject to a motion of a Trustee.

## **ARTICLE X - CONFLICTS OF INTEREST**

### **Section 1. Trustees**

A. A Trustee shall be considered to have a conflict of interest if such Trustee or Trustee's family members, or Trustee-affiliated organizations) has or could have financial interests which do or could impair the Trustee's

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independent, unbiased judgment in the discharge of his or her responsibilities to the Corporation. Any Trustee having such a conflict of interest shall:

1. Disclose the conflict to the Board at the earliest possible time.
2. Abstain from voting on any manner in which Trustee has a conflict of interest.
3. Record the fact that he or she abstained from such a vote.

B. The Corporation shall not afford pecuniary gain, incidental or otherwise, to its Trustees, Trustees' family members, or Trustee-affiliated organizations. However, the Board may waive restrictions on pecuniary gain on an individual basis when, in the opinion of the Board, such pecuniary gain and/or remuneration is warranted because:

1. The services to be provided are not available anywhere else, or
2. The services to be provided will be at a substantial savings to what they otherwise cost, or
3. The services are in the best interest of RBARI

C. The Board may authorize services to be provided by a Trustee, his/her family member, or Trustee-affiliated organization by a two-thirds vote of the entire Board, after full disclosure of the nature of the proposed services, their costs and the reason such services are warranted. All such authorizations, including the name(s) of the individuals or organizations benefited, the dollar value of the remuneration, and the evidence that the conditions in B. above were met, must be included in the President's report to the membership at the Annual Meeting.

### **Section 2. Animals**

No animals in the Corporation's custody shall be abandoned, traded, disposed of, given, or sold to laboratories or any other institution or agency whose interests are in conflict with the Corporation's mission statement

## **ARTICLE XI- EXECUTIVE DIRECTOR**

The Executive Director is responsible for all aspects of daily operation and administration of the Shelter. He/she is responsible for operating within the budget, which is determined by the Board with input from the Executive Director. He/she is responsible to see that all provisions as set forth in the Policy Statement pertaining to the shelter operations are being adhered to, that all Board policies and decisions are being adhered to, and may have other duties as assigned by the Board. The Executive Director will attend meetings of the Board.

## **ARTICLE XII - AMENDMENT OF BYLAWS AND ARTICLES OF INCORPORATION**

These Bylaws and the Certificate of Incorporation may be amended or repealed, or new ones may be adopted in whole or in part, by a two-thirds vote of the entire Board at a duly called regular or special meeting of the Board. Thirty (30) days notice of proposed changes in either the Certificate of Incorporation or Bylaws must be given prior to action taken, or may be waived by written consent of not less than two-thirds of the entire Board. Any Trustee, member of RBARI or group of members of RBARI can recommend an amendment to these Bylaws at any time by submitting a written proposal to the Secretary. All proposed amendments will be reviewed by the Executive Committee then submitted to the entire Board for consideration per this article within

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thirty (30) days of receipt by the Secretary. Any amendment passed by the Board shall be in effect only until the next Annual Meeting, at which time it must be put to a vote by the membership. Neither (i) amendments not accepted by the membership nor (ii) substantially similar amendments may be adopted by the Board prior to the next Annual Meeting

### **ARTICLE XIII - DISSOLUTION**

In the event of termination or dissolution of the Corporation, all of the remaining assets and property of the Corporation shall, after settlement of all liabilities, be distributed to other humane animal organizations which most closely conform to the intent and mission of the Corporation and which qualify under Section 501(c)(3) of the Internal Revenue Code of 1954, as amended.

### **ARTICLE XIV - INDEMNIFICATION**

1. As used in this paragraph, "Corporate Agent" shall mean any person who is or was a trustee, officer, or employee of the Corporation; or an agent under written authorization of the Board to act in the name of the Corporation

This Corporation shall indemnify any Corporate Agent, or their legal representatives, if they are deceased or incompetent, against any expenses or liabilities incurred in the course of their activities on behalf of the Corporation, and paid or assessed in any proceeding, as such terms are defined by N.J.S.A. 15A:3-4 as amended, (as approved 1/11/94); provided, however, that no indemnity shall be provided: 1. When such expense or liability is covered by a policy of insurance held by this Corporation or the Corporate agent to be indemnified.

2. For any matter which the Corporate Agent was liable for negligence or misconduct, unless the Board shall determine by two-thirds vote of the entire Board that the Corporate Agent is fairly and reasonably entitled to indemnify for his/her expenses and liabilities.

3. In any criminal proceeding, unless the Board shall determine by a two-thirds vote of the entire Board that the Corporate Agent should receive indemnity for his or her expenses or liabilities due to a totality of the circumstances.

4. Indemnification shall be provided, in accordance with the above stated provisions, to every Corporate Agent irrespective of prior resolutions, agreements, or other corporate action if said Corporate Agent acts pursuant to a valid current vote of the Board. Indemnification shall not be provided, however, if a Corporate Agent shall act without valid approval of the Board, in violation of Board resolutions, specific agreements, or other corporate actions of which the Corporate Agent knew or should have known.

## **RAMAPO-BERGEN ANIMAL REFUGE, INC. BYLAWS**

### **ARTICLE XV – MISCELLANEOUS**

#### **Section 1. Fiscal Year**

The Corporation's fiscal year shall commence on the first day of January of each year and extend through the 31st day of December of that year.

#### **Section 2. Indebtedness**

The highest amount of indebtedness or liability, direct or contingent, to which the Corporation may at any time legally subject itself shall be twenty-five thousand dollars (\$25,000.00) in the aggregate. Expenditures in excess of this amount shall require a two-thirds majority vote of the entire Board.

#### **Section 3. Execution of Contracts**

The Board may authorize any officer(s) or agent(s) to enter into and execute any contract in the name of and on behalf of the Corporation, for any purpose. Any such authorization shall be in written form.

#### **Section 4. Discrimination**

It is the policy of the Ramapo-Bergen Animal Refuge, Inc. to provide equal membership, employment, and service opportunities to all eligible persons without regard to race, religion, color, creed, ancestry, national origin, citizenship, age, sex, marital status, parental status, sexual orientation, membership to any labor organization, political ideology/affiliation, disability of an otherwise qualified individual, or any other legally protected basis