

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

**amended 8/2015**

# 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, its Board of Trustees, Officers, and others associated.
- C. Member: A RAMAPO-BERGEN ANIMAL REFUGE, INC. 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 RAMAPO-BERGEN ANIMAL REFUGE, INC.

## **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: RAMAPO-BERGEN ANIMAL REFUGE, INC. 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 most 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;
- D. Adhere to a 100% spay and neuter policy;
- E. Maintain continuing humane education programs and services particularly in schools.

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## ARTICLE III – MEMBERSHIP

### Section 1. Membership

The RAMAPO-BERGEN ANIMAL REFUGE, INC. membership year runs from April 1 through March 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, charge), whether paper or electronic, used to remit them. Any remittance not so designated will be construed by RAMAPO BERGEN ANIMAL REFUGE, INC. as a donation.

### Section 2. Rights of Members

Membership in RAMAPO-BERGEN ANIMAL REFUGE, INC. carries with it the right to attend, to place items on the agenda of, and to vote at the Annual Meeting and other membership meetings; the right to request that a special membership meeting be called; the right to receive timely responses to questions put to the Board of Trustees; the right to run for election to the Board of Trustees subject to the provisions of Art. IV, Sec. 2 Election; and the right to attend all meetings of the Board (except those portions of the meetings during which confidential personnel issues and legal matters affecting the Corporation are being discussed). In addition, 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. RAMAPO-BERGEN ANIMAL REFUGE, INC. members may also have other rights as provided by New Jersey Statute 15A; such rights may not be abridged by these Bylaws.

### Section 3. Voting

- A. An individual membership permits one individual to vote at the Annual Meeting or any special meeting of the membership that may be called. A family membership permits two individuals to vote. Only members over 18 years of age are eligible to vote. Persons with lapsed memberships are not entitled to vote.
- B. A majority of the members in attendance combined with the votes cast by absentee ballot at the Annual Meeting, and such other meetings as may be called, is sufficient to decide any matter that has been put to a vote.

### Section 4. Membership Meetings

Shall be conducted according to Robert's Rules of Order.

- 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 RAMAPO-BERGEN ANIMAL REFUGE, INC. website.
  2. Persons who have not paid the current year's membership dues at least ten (10) days prior to the date of the Annual Meeting may not vote and may not submit an absentee ballot. An absentee ballot received by the Secretary before the Annual Meeting (according to the provisions in Art. IV, Sec 2. (4) Absentee Balloting, that is cast by a person who has not paid the current year's membership dues at least ten (10) days prior to the date of the Annual Meeting will be invalid and not counted towards any vote at the Annual Meeting. In case of a special membership meeting, membership must have been paid a minimum of fifteen days prior to the meeting date.
  3. 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 and the results of the Board's annual evaluation of itself, followed by a period during which members may put questions to Trustees from the floor; an open discussion of the Board's plans for the coming year; a vote on changes to the Bylaws proposed by the Board; and the election of Trustees. 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.
  4. 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. Special membership meetings

For the purpose of discussing matters of concern, these may be called at any time by written request to the President of not less than 10% of the Corporation's members, or by the President alone. In the case of a request made by the membership, the President must set the meeting date for no more than thirty days after receiving the request. Unless prohibited by New Jersey law, any member may make written request to RAMAPO-BERGEN ANIMAL REFUGE, INC. for a written list of RAMAPO-BERGEN ANIMAL REFUGE, INC. members and their postal

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addresses for the purpose of soliciting other members a request for a special meeting. Such information for all members shall be provided unless members have requested that such information be kept confidential through a "check the box" option offered on all media used for annual membership renewal. At special membership meetings, no business may be transacted except that indicated in the notice thereof. In case of a special membership meeting, an individual's membership must have been paid a minimum of fifteen days prior to the meeting date, and there will be no absentee ballot voting allowed. Only members in good standing who attend the meeting in person may cast a vote at that meeting.

## C. 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 RAMAPO-BERGEN ANIMAL REFUGE, INC. website. In addition, written notice of the Annual Meeting, the Annual Meeting agenda, the slate of Trustee candidates seeking election to the Board (composed of those individuals who have satisfied the provisions of Article IV, Sec. 2 Election), 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 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.

## ARTICLE IV- MEMBERSHIP OF THE BOARD OF TRUSTEES

### Section 1. Eligibility

Any member of RAMAPO-BERGEN ANIMAL REFUGE, INC. 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 RAMAPO BERGEN ANIMAL REFUGE, INC. 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). Should the Board fail to act in such case, the President shall be automatically removed from the Board and his/her seat deemed vacant.

### Section 2. Election

1. Sitting Trustees that were confirmed by Board vote at a regular Board meeting, and new Trustee candidates that have satisfied the provisions of paragraph 2 immediately below, shall be eligible to be elected by a majority of the total of the votes cast by absentee ballot and by the members present at the Annual Meeting of the Corporation. A slate of the sitting Trustees and new Trustee candidates shall be mailed to all members with a printed summary of background and qualifications for each candidate, in accordance with Art. III, Sec. 4(C) Notice of Time and Place of All Membership Meetings. Voting shall be by paper ballot or absentee ballot In accordance with Art. III and Art. IV.

2. 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. Such candidate/s statement of background and qualifications and Board recommendations will be mailed in accordance with Art. III Sec. 4(C) *Notice of Time and Place of All Membership Meetings*, and included on the slate of Trustee candidates to be presented at the Annual Meeting.
- B. Trustee candidates introduced outside of the ninety day period must provide candidate's notice of intent and a statement of background and qualifications.
- C. 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.
- D. Following the interview and review of submitted documents the Governance committee will make either favorable or unfavorable recommendations to the Board and/or membership (annual meeting).
- E. The Board may approve interim trustee candidates by majority vote. The Board will provide information for Interim candidates wishing to seek member election at the next annual meeting.

3. Notwithstanding the service provided prior to the Annual Meeting, a Board member is eligible for a maximum of six years consecutive tenure on the Board.

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## 4. Absentee Balloting

- A. Any member who is unable to attend the Annual Membership Meeting may request, by mail in writing, an absentee ballot, by addressing such request to "Board Secretary, Ramapo-Bergen Animal Refuge, Inc., 2 Shelter Lane, Oakland, NJ 07436" and such request must be received no later than twenty (20) days prior to the date of the Annual Meeting. Absentee ballots shall contain the names of the official slate of Board of Trustee candidates who have met the requirements of this Article IV Section 2. above. Candidate names shall be listed in alphabetical order. Each member in good standing shall vote at the Annual Meeting in one of two ways: either by requesting and returning the absentee ballot or in person at the Annual Meeting.
- B. An absentee ballot must be returned to Ramapo-Bergen Animal Refuge Inc. by mail addressed to the Secretary and received no later than five (5) days before the date of the Annual Meeting. Any absentee ballot received after that deadline is void and shall not be counted. Any absentee ballot received without a sufficient means of identifying the member who cast it, or by a member who has not satisfied the member in good standing provisions of Art. III Sec. 4(A), is void and shall not be counted. Any member voting by valid absentee ballot shall be ineligible to vote in person at the Annual Meeting. All valid absentee ballots shall be tallied by the Secretary at the Annual Meeting and then added to any in-person votes recorded at the Annual Meeting. Winners shall then be determined according to the rules of Art. III Sec. 3(B) Voting. Anything in this Article to the contrary notwithstanding, the Executive Committee may authorize the substitution of an electronic means of casting absentee ballots in place of the use of paper ballots, provided, however, that all other requirements of this Article and these Bylaws are met.

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

### A. Terms of Office

1. Each Trustee elected for the first time at an annual membership meeting shall be elected to serve for a term of one (1), two (2), or three (3) years, at the option of the Trustee.
2. Elected Trustees who have not served a second consecutive three (3) year term may be elected to one.
3. No elected Trustee may serve more than six (6) consecutive years, except as noted in Section 4 of this Article. After a minimum of twelve (12) months has elapsed following the termination of a Trustee's sixth consecutive year, that member shall again be eligible for election to the Board.

### B. 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. The Board appointee shall serve only until the next Annual Meeting, at which time she/he must appear on the Board slate of candidates. Notwithstanding the service provided prior to the Annual Meeting, the appointee is eligible for election to a maximum of two successive full 3-year terms.

## Section 5. Termination

Membership on the Board shall terminate by any one of the following means:

### A. Discretionary Removal

Any Trustee may be removed from the Board at any time by at least a two-thirds vote of the entire Board for cause, including but not limited to: 1. failure to attend in person four regular Board meetings during any twelve-month period, or 2. conduct detrimental or prejudicial to the best interests of the Corporation.

### B. Automatic Removal

Any Trustee who becomes a full or part-time employee of the Corporation, or has a family member become so employed, or who shares living quarters with an employee or fellow Trustee, or who is not a member in good standing of RAMAPO-BERGEN ANIMAL REFUGE, INC. at least ten days prior to the Annual Meeting (see Art. IV. Sec. 1 Eligibility) shall immediately cease to be a Trustee and his/her seat shall be deemed vacant.

### C. Resignation

Any Trustee may resign from the Board by giving written notice to the President or Secretary. Such resignation shall become effective upon its receipt or such other time as specified therein.

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## **Section 6. Compensation**

All members of the Board shall serve without compensation, monetary or otherwise.

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

All powers of the Corporation shall be executed by or pursuant to the authority of the Board. These powers shall be limited only by Federal, State, County, and Municipal law or these Bylaws. The Board has the exclusive power and responsibility to supervise the management of property, finances, and day-to-day business as it is carried out by its employees and officers. The overriding responsibility of the Board, under which all others fall, is to govern the Corporation and ensure continued success in its mission.

## **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, subject to ratification by the membership at the next the Annual Meeting.
- 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. Delegate responsibility for the administration and operation of the Shelter and Gift Shop.
- G. Hire, compensate, evaluate, and if necessary dismiss the Executive Director.

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

- A. Examine and redefine as necessary the Corporation 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 the Corporation.
- B. Assure adequate funding to sustain the Corporation 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 RAMAPO-BERGEN ANIMAL REFUGE, INC. 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." Members of the Board, including officers, may also be removed for cause by a majority of members in attendance at an Annual or special membership meeting. "Cause" in this case includes, but is not limited to, failure to fulfill bylaw responsibilities as a Board Member or officer.

### **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.
  - 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 the Shelter, 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.

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2. Has such other powers and duties as may be prescribed from time to time by the President.

### **C. 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 RAMAPO-BERGEN ANIMAL REFUGE, INC. 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 RAMAPO-BERGEN ANIMAL REFUGE, INC. 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 RAMAPO-BERGEN ANIMAL REFUGE, INC. member to review said files. Has other powers and duties as may be prescribed periodically by the President or the Board.

### **D. Treasurer**

1. Serves as custodian of all funds and securities of the Corporation. Checks which are over \$1500, total more than \$2500 to the same vendor within 30 days, and/or are for capital projects shall be disbursed only on orders signed by two authorized signators.
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.

## **ARTICLE VIII - MEETINGS OF THE BOARD**

### **Section 1. Regular Meetings**

#### **A. Dates and Locations**

The Board shall hold regular monthly meetings, unless otherwise voted by the Board, at a location convenient to its members. The May meetg shall be designated as the Annual Meeting. Any member of RAMAPO-BERGEN ANIMAL REFUGE, INC., 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.

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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 RAMAPO-BERGEN ANIMAL REFUGE, INC. 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**

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. 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.

## **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.

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## 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. No Trustee shall serve on more than two standing committees, excluding the Nominating and Executive Committees. Except where otherwise provided for in this article, additional committee members, including 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 - 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 RAMAPO-BERGEN ANIMAL REFUGE, INC. 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 RAMAPO-BERGEN ANIMAL REFUGE, INC. 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.

6. 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.

#### B. 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.

#### C. 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.

# RAMAPO-BERGEN ANIMAL REFUGE, INC. BYLAWS

## D. 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.

## F. 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 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 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.

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

- 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 RAMAPO-BERGEN ANIMAL REFUGE, INC.
- 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 RAMAPO-BERGEN ANIMAL REFUGE, INC. or group of members of RAMAPO-BERGEN ANIMAL REFUGE, INC. 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 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**

- A. 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.

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

- B. 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.
- C. 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.

## **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.