



## WARRENSBURG ANIMAL RESCUE, INC. BYLAWS

### ARTICLE I. MANAGEMENT

The Warrensburg Animal Rescue, Inc. (“WAR”) is a nonprofit corporation. WAR shall have a Board of Trustees management. Said Board of Trustees (“Board”) shall be made up of officer positions as described herein.

#### 1. Actions of the Board.

- i. Except as otherwise provided herein, all decisions shall be made by a simple majority vote of the officers.
- ii. In the event of any tie votes, the matter shall be recast for vote, and if it shall remain tied after a second vote, then any ties shall be decided by the President.
- iii. Any issues unresolved by vote of the officers, or other operational issues, shall be resolved by the President, unless otherwise provided for herein.

2. Non-Discrimination. WAR shall not unlawfully discriminate against any person on any basis prohibited by federal, state, local or other applicable law, including without limitation, race, age, religion, color, creed, national origin, mental or physical handicap, sexual orientation, marital or parental status, or veteran status.

3. Dissolution. The Corporate dissolution shall be based on that already set out in the Articles of Incorporation as filed, which is interpreted as if fully set out herein.

4. Board Composition. The Board shall be composed of 5 officers and 3 members at large.

### ARTICLE II. APPOINTMENT AND REMOVAL OF OFFICERS

1. Officers. WAR shall have the following Board officers:

- i. President
- ii. Vice-President
- iii. Secretary
- iv. Treasurer
- v. County Appointed Ex-Officio Member
- vi. Member at Large

#### 2. Selection of Officers.

- i. Officers shall be selected from existing Board members. New Board members shall be approved by an affirmative vote of no less than two-thirds of existing members of the Board.
- ii. Board members and officers shall be residents of Johnson County, Missouri.
- iii. The initial slate of officers shall be made from the five (5) persons named as incorporators as



found with the office of the Secretary of State, of the State of Missouri.

- iv. After the initial slate, officers shall be proposed to the existing board and approved by simple majority vote.
- v. In the event of resignation or removal of any officer of the Board, the remaining officers shall seek a replacement as soon as practicable, but may assign tasks to remaining officers as acting replacements.
- vi. Should there be only one officer at a given time, that person shall have the ability to name up to two additional officers to continue operations, without vote.

3. Terms. Officers shall serve the following terms:

- i. The President shall serve a three-year term.
- ii. The Vice President shall serve a two-year term.
- iii. The Secretary shall serve a four-year term.
- iv. The Treasurer shall serve a four-year term.
- v. Members at Large shall serve a four-year term.
- vi. Upon notice in writing from the individual serving in such a position of acceptance, the Board may re-appoint each position for additional term(s).

4. Resignation. Board members may choose to resign at any time.

- i. Resignations shall be delivered to the Board Secretary, or if necessary, upon resignation of the Secretary, to the President, via email, USPS first class mail, or in person at a meeting.
- ii. Relocation outside of Johnson County, Missouri shall be a default resignation for any trustee.

5. Removal. Any officer or member of the Board, may be removed at any meeting by affirmative vote of no less than two-thirds of the existing members of the Board. Such removal may be accomplished with or without cause. The officer(s) or Board member(s) at issue shall be given an opportunity to be present and to be heard at the meeting at which their removal is considered. Additionally, removal may be had for actions unbecoming of an officer for a charitable organization such as, but not limited to, crimes of financial or moral turpitude or for publicly debasing the organization.

### **ARTICLE III. OFFICER DEFINITIONS AND DUTIES**

Each officer shall act in the general interest of WAR and in the spirit of good faith and fair dealing.

1. President. Run operations for daily needs, including promotion of WAR's mission and purpose; work with legal counsel as needed for compliance with legal standards or other needs of WAR; call



meetings of officers as required for the conducting of business; develop corporation functionality; sign checks; appoint sub-committees and ad hoc committees as required for Board business; and fill any vacancies for the same; vote on all Board matters.

2. Vice President. Assist President as necessary or requested in general implementation of corporation purpose as may be beneficial to the corporation's purpose; assist with ensuring compliance with legal standards for non-profits by work of the officer or employment of legal counsel as needed for the Board, with any costs for the same to be pre-approved by the Board; act as President in absence of President for calling of meetings; vote on all Board matters.

3. Secretary. Compile meeting minutes, emails, and chat logs; maintain records of the corporation not otherwise maintained by the Vice President or legal counsel; assist Treasurer as needed; vote on all Board matters.

4. Treasurer. Maintain all accounts for Corporation; maintain any necessary accounting as required; acquire and maintain Federal non-profit tax status in conjunction with Vice President; accept donations for corporation; sign checks; vote on all Board matters.

5. Member at Large. Serves as a voting member of the Board, assists in advancing the goals and objectives of WAR, joins and participates in committees, and attends meetings of the Board. Performs other tasks as assigned by officers of the Board.

6. County Appointed Ex-Officio Member. Nonvoting member selected and appointed by Johnson County. Shall have only the duties, responsibilities, and powers as described in the Cooperative Agreement between WAR and Johnson County. This office has no set term, and shall run until the expiration, revocation, or relevant modification of the aforementioned Cooperative Agreement. The above provisions of Art. II, Sec. 2-5 shall not be applicable. County appointed ex-officio member is not a member or officer of WAR, in any way, when term ends.

#### **ARTICLE IV. USE OF FUNDS.**

The funds collected by this corporation shall be utilized for the following needs:

1. Operation of Animal Shelter for Johnson County, Missouri. WAR shall utilize all funds for the operation of an Animal Shelter to be housed in Johnson County, Missouri. Operations shall include all necessary operational costs or needs for the same, both as required by law or for effective operations, which may include items below and fundraising expenditures.

2. Other Activities Identified By Board. The Board may, from time to time, identify ways that funds may be utilized that may not be directed to the day to day operations of the shelter but that may aid in the public relations, public view, or fundraising ability of the shelter and WAR. Such use of funds shall additionally be authorized herein, to be made through Board votes.



3. Support Needs of Johnson County Animal Organizations. The board may elect, as able, to use funds for further support of other similar organizations found in Johnson County, Missouri that may be mutually beneficial for the WAR or shelter.
4. Specific Limitations. WAR funds shall not be used in any way for personal benefit of the Board members or for any other purpose that would be a personal benefit to a trustee of the Board.

#### **ARTICLE V. INDEMNIFICATION AND INSURANCE**

Any officer or member of the governing body of WAR shall be immune from personal liability for any civil damages arising from acts performed in his/her official capacity as provided for in Chapter 537 of the Missouri Revised Statutes. WAR shall indemnify all past and present officers; directors; employees; committee, council, and task force members; and all other volunteers of WAR to the full extent permitted by the Missouri Revised Statutes Chapters 355, as may be amended. Expenses of persons indemnified incurred in defending a civil, criminal, administrative, or investigative action, suit, or proceeding (including all appeals), or threat, may be paid by the WAR in advance of the final disposition of such action, suit, or proceeding as authorized by the Board and subject to the restrictions of applicable law. WAR shall be entitled to purchase insurance for such indemnification of officers and directors to the full extent as determined by the Board.

*Approved by vote on July 20<sup>th</sup> 2022*