

FRIENDS OF SOUTHERN OCEAN COUNTY ANIMAL SHELTER, INC.  
BYLAWS

Original January 1990  
Amended April 2012  
Amended November 2022

ARTICLE I - NAME

The name of this organization shall be Friends of Southern Ocean County Animal Shelter, Inc., a non-profit corporation.

ARTICLE II - PURPOSE - The objective of this organization shall be to prevent cruelty to animals, to promote kindness to animals and to conduct projects for the benefit and welfare of animals of Ocean County. We shall provide supplemental medical/veterinary care, respond to special need of shelter pets, promote shelter adoptions through publicity and public events and support spay/neuter and foster programs. The Corporation is organized and operated for non-profit purposes, and no part of the net earnings shall inure to the benefit of any private member, shareholder or individual and no substantial part of its activities shall be to carry on propaganda or otherwise attempt to influence legislation nor will it participate in or intervene in any political campaign on behalf of, or in opposition to, any candidate for public office.

ARTICLE III - ORGANIZATION

Section 1. Actions

The Corporation is intended to be and remain an independent, non-profit corporation and the directors, officers, members, agents and employees thereof shall refrain from any action or activity which shall prevent or compromise in any way such status of the Corporation or its right to receive donations which may be tax deductible, or which may jeopardize its status as a corporation whose receipts are tax exempt from income taxation of every kind under United States Internal Revenue Laws.

Section 2 - Structure

The Board shall be organized under a Board of Directors consisting of the elected officers (the Executive Committee) and the appointed Board Members.

ARTICLE IV - REAL ESTATE AND PERSONAL PROPERTY

Section 1. Powers

The Corporation shall have the power to buy, sell, lease, rent and own such real estate and personal property as the purposes of the Corporation shall require.

Section 2 - Monies

All monies taken in by the Corporation shall be used solely in the interest of the Corporation as a whole.

ARTICLE V - MEMBERSHIP

Any person interested in the purposes for which the Organization has been incorporated, and expressing a desire to support the Organization's program in furtherance thereof, and any Agency qualifying as herein provided may become a member of the Organization. The membership fee shall be \$10.00 per year.

Section 1 - Payment of Dues

Annual dues are due and payable on January 1st each year

Section 2 - Termination of Membership

The Board of Directors may terminate any membership for cause at any time and shall have full discretionary powers in so doing.

## ARTICLE VI - MEETING OF MEMBERS

### Section 1 - Regular Meetings

Meetings of the general membership will be held as determined by the Board of Directors.

### Section 2 - Special Meetings

Special meetings shall be called at any time by the Secretary when so directed by the President, or by a majority of the Board of Directors. Notice of such meeting shall be e-mailed to members at least ten (10) days in advance of the date set for such meeting.

### Section 3 - Quorum

A simple majority of the members shall constitute a quorum for the transaction of business at any meeting of this organization, but a lesser number shall have power to adjourn to a specified later date.

### Section 4 - Rules

Any question concerning parliamentary procedure at meetings of this organization shall be determined by reference to Robert's Rules of Order - Revised.

## ARTICLE VII - BOARD OF DIRECTORS

### Section 1 - Number

The number of Directors of the Corporation shall be such as to include all Officers each of whom shall be a member in good standing of the Corporation. The number of Directors of the Corporation shall be not less than five (5) or more than fifteen (15), each of whom shall be a member in good standing of the Corporation.

### Section 2 - Term of Office

No Board member shall serve more than two consecutive three-year terms or until their successor is appointed. Any board member appointed to serve the remainder of a former board member's unexpired Term shall not serve for more than six consecutive years including any unexpired term(s) or until their successor is appointed. A former board member who has not been a board member for a period of a full three-year term is eligible to serve either a full term or as successor board member for an unexpired term or until their successor is appointed.

Section 3 - Chairpersons of Standing Committees shall be selected from names submitted to the President for approval by the Board of Directors. Standing Committees shall include but not be limited to: Nominating Committee, Dog Walkers, Cat Room Volunteers, Spay/Neuter Program, Cat Fosters, Adopt-A-Pet, Lost Pets, Fundraising/Special Events, Website, Publicity, Newsletter, Rescues/Transport, Chairperson or member of Committee will report, if needed, at Board Meetings. Standing Committee suggestions may be submitted to the President at any time during the course of the year.

### Section 4 - Manner of Election

Officers shall be elected by a plurality of the votes cast by ballot at the Annual Meeting. Members who are in good standing are entitled to vote and shall be notified of the candidates selected by the Nominating Committee at least two (2) weeks before the Annual Meeting of the organization in April.

### Section 5 - Authority

The Executive Committee shall have control of and be responsible for the management of the affairs and property of this Organization: shall have power to fill vacancies on the Board or in office for the unexpired portion of any term either upon or without recommendations from the Nominating Committee: shall have full discretion in the election of members of this Organization and the termination of such membership; shall appoint and have the power to remove all officers and employees and prescribe their duties, not inconsistent with the provisions of these Bylaws, and generally shall have full power to do, or require to be done, everything deemed necessary for expedient for the promotion of the Organization's welfare. The Board of Directors shall empower the Executive Committee to have authority over the general affairs and finances of the Corporation and shall have power of revocation of such action.

## ARTICLE VIII - MEETINGS OF BOARD OF DIRECTORS

### Section 1 - Meetings

At least four (4) other regular meetings of the Board of Directors and/or general membership shall be held prior to the end of the year and other regular meetings of the Board of Directors may be held at such other times as may be determined by the Board.

### Section 2 - Procedure

Notification of all meetings shall be sent at least fifteen (15) days prior to the meeting. The President or Vice President shall chair the meetings and the Secretary shall keep a true record of all meetings and proceedings. Chairmen are not required to attend meetings if they have no information to report to the Board.

### Section 3 - Quorum

A majority of the Directors then in office shall constitute a quorum for the transaction of any business.

## ARTICLE IX - EXECUTIVE COMMITTEE

### Section 1 - Members

The Executive Committee shall consist of the Board of Directors of the organization, shall meet at the call of the President, and a simple majority shall constitute a quorum.

### Section 2 - Authority

Subject to special authorization by the Board of Directors, the Executive Committee shall have authority over the general affairs and finances of the Corporation.

### Section 3 - Officers and Elections

The officers of this club shall consist of a president, a vice-president, a treasurer, a recording secretary, a corresponding secretary and sergeant-at-arms, whose terms of office shall be for two consecutive, two year terms or until their successors are appointed

### Section 4 - Qualifications

Each Board member shall be an individual active member in good standing in the Corporation.

### Section 5 - Rules

No member shall hold more than one (1) of these offices concurrently.

Section 6 - Any officer who shall be absent from three (3) consecutive meetings without explanation and who is not in the meantime rendering service to the group, may, in the opinion of the Executive Committee, be considered as having resigned.

## ARTICLE X - DUTIES OF OFFICERS

### Section 1 - President

Shall be the Chief Executive Officer, subject to the direction of the Board of Directors, shall have charge of the general operations, affairs and property of the Corporation, shall appoint all standing committees, shall provide for appropriation of funds for their use and shall be an ex-officio member of all committees. He/she shall also deliver to the Annual Meeting of members of the Corporation a comprehensive report of the program and policies following by the Board of the preceding year.

### Section 2 - Vice-President

Shall perform the duties of the President when said officer is absent or has resigned,, and shall perform such other duties as assigned by the Board of Directors.

### Section 3 - Recording Secretary

Shall keep a true record of all meetings of the Corporation and shall have custody of all books and records, papers and documents and Corporate Seal.

Section 4 - Corresponding Secretary

Shall conduct the general correspondence, as directed by the Executive Committee.

Section 5 - Treasurer

Shall have custody of all funds of the Corporation, prepare an annual budget, receive all monies, pay all bills approved by the Executive Committee, keep a true record of all financial transactions of the Corporation and shall submit to the Board at the Annual Meeting of the Corporation an annual report audited by an independent accountant selected by the Board of Directors.-

Section 6 - Sargent-at-Arms

Shall keep order to prevent disruptions or distractions at meetings and shall enforce Robert's Rules of Order.

ARTICLE XI - ELECTION OF EXECUTIVE COMMITTEE

Section 1 - Notification of Nominations

At the annual meeting of the Organization, members in good standing entitled to vote shall vote for the election of candidates nominated by the Nominating Committee. Any member in good standing who has a desire to be appointed onto the Board of Directors may submit their name in writing to the Nominating Committee at least three (3) weeks before the annual meeting of the Corporation which shall be in April. Members entitled to vote shall be notified of these nominations at least two (2) weeks before the general meeting of the organization in April.

Section 2 - Alternate Slates

Any fifteen (15) members entitled to vote may put in nomination of any other list of candidates; such alternate slate shall be submitted to the Recording Secretary in writing at least three (3) weeks before the annual meeting of the Corporation which shall be in April.

Section 3 - Voting

All contested elections shall be by secret ballot; a majority of votes cast shall be necessary for election.

ARTICLE XII - MEETINGS

Section 1 - Regular Meeting

There shall be a minimum of four (4) regular meetings held each year from January to December.

Section 2 - Annual Meeting

Shall be held in the month of April. Directors and Officers for the ensuing year shall be elected at this meeting and they shall be installed at the same meeting.

ARTICLE XIII - DISSOLUTION

In the event that the useful purposes of the Corporation are terminated, the Board of Directors shall pay or provide for payment of all liabilities and shall dispose of all remaining assets to any non0profit animal welfare organization which shall at the same time qualify as a corporation exempt from payment of income taxes under United States Internal Revenue Laws.

ARTICLE XIV - AMENDMENTS

Section 1 - Procedures

These Bylaws may be repealed, altered or amended at any regular, annual or special meeting or this organization called for that purpose, provided any alternation or change proposed shall first have been submitted to the Board of Directors, and approved by a majority vote thereof not less than thirty (30) days prior to the holding of the meeting.

Section 2 - Notice

Following approval by the Board, notice of the meeting, including the text of the proposed alternating or amendment, shall be mailed to all members in good standing at least ten (10) days prior to the meeting.

Section 3 - Approval

A majority of the members present and entitled to vote shall be necessary to alter or amend bylaws.

END OF BY-LAWS DOCUMENT