

AMENDED AND RESTATED BYLAWS JUNEAU ANIMAL RESCUE

Article 1. NAME.

Sec. 1. Name of the Organization. The name of this organization shall be JUNEAU ANIMAL RESCUE (hereinafter referred to as "JAR" or "the Organization").

Article 2. PURPOSE.

Sec. 1. Purpose of the Organization. The purpose of JAR shall be to serve our community by promoting animal welfare and strengthening the animal-human bond; to improve the lives of pets through education and protection; and to shelter stray, abandoned, and surrendered pets and find them loving homes.

Sec. 2. JAR Property. The membership lists, name, or assets, both real and financial, of JAR shall not be used for any purpose other than JAR business. Exceptions to this nondisclosure policy of the membership list shall be granted only through explicit consent by vote of the Board of Directors.

Article 3. MEMBERS.

Sec. 1. Eligible Members. Any person shall be eligible to become a member of JAR.

Sec. 2 Member Categories and Fees. The membership categories and fee for each membership category shall be determined by a vote of the Board of Directors.

Article 4. ANNUAL AND SPECIAL MEMBERSHIP MEETINGS.

Sec. 1. Annual Meeting. The JAR Annual Meeting shall be held at a date and location determined by the Board of Directors. Notice of the Annual Meeting shall be posted on the JAR website, social media page, and in an area accessible to the public at JAR at least seven days prior to the meeting.

Sec. 2. Purpose of the Annual Meeting. The purpose of the Annual Meeting shall be to:

- (A) Hear reports from each officer of the Board of Directors, members of the Board of Directors, as necessary, and the Executive Director on action taken during the past year;
- (B) Elect members of the Board of Directors as provided for in Article 5 of

- these Bylaws;
- (C) Elect officers of the Board of Directors as provided for in Article 8 of these Bylaws; and
- (D) Conduct other business as necessary.

Sec. 3. Special Membership Meetings. The president of the Board of Directors shall call a special meeting of the membership upon a written request of fifteen voting members, or ten percent of the voting membership, whichever is greater, no later than 30 days after receipt of such request. The purpose of the meeting shall be stated in the written request. At least fifteen days' notice of the meeting shall be given to the members of JAR, in such manner as prescribed for notice of Annual Meetings. No business other than that for which the special meeting is called shall be transacted.

Article 5. BOARD OF DIRECTORS.

Sec. 1. Number of Directors. The Board of Directors shall consist of no fewer than nine members and no more than thirteen members.

Sec 2. Duties in General. Members of the Board of Directors shall perform the duties prescribed by these Bylaws or by JAR.

Sec 3. Qualifications. Members of the Board of Directors shall be current members of JAR.

Sec. 4. Election of Board of Directors. Members of the Board of Directors shall be elected by vote of the Board of Directors at the Annual Meeting if a quorum of the Board of Directors is present. If a quorum is not present, the election shall occur at the next regular monthly meeting or at a special meeting, at the discretion of the president.

Sec. 5. Vacancies on the Board of Directors. The Board of Directors shall fill vacancies within its membership as soon as practical, except that the Board of Directors may choose not to fill vacancies if the remaining membership is at least nine members.

Sec. 6. Disqualifications for Membership. A spouse, relative, business partner, household member, employee or employer of a member of the Board of Directors, prior Executive Director, or a JAR staff person, may not be a member of the Board of Directors.

Sec. 7. Terms of Office. All members of the Board of Director are elected for a term of three years. The first term of a member of the Board of Directors elected to fill a vacancy as provided in Sec. 5 of this Article shall begin when they are re-elected at the next Annual Meeting.

Sec. 8. Term Limits. A Board member may serve two consecutive three year terms for a total of six years, subject to the provisions of Section 7 of this Article. A board member must take one year off before reapplying for election to the board. Term limits apply to all Board members elected after January 1, 2022.

Sec. 9. Ex Officio Members. Any previous Board member may serve as an Ex Officio member of the Board of Directors, if invited by a two-thirds (2/3) vote of current Board of Directors.

Sec. 10. Removal of Members of the Board of Directors. A member of the Board of Directors may be removed upon a two-thirds (2/3) vote of the Board of Directors whenever the best interests of JAR would be served by doing so. Any member of the Board of Directors with three consecutive unexcused absences from regular monthly meetings in a term year may be considered for removal by the Board of Directors.

Sec. 11. Action by Members of the Board of Directors. The act of a majority of the members of the Board of Directors present at a meeting or participating electronically at which a quorum is present shall be the act of the Board of Directors, except as otherwise provided elsewhere in these Bylaws or by Alaska nonprofit corporation law.

Sec. 12. Quorum of the Board of Directors. A quorum of the Board of Directors shall consist of a majority of members currently on the Board of Directors. In the event a quorum is not present at the monthly Board of Directors meeting, the president may call another meeting and must notify all members of the Board of Directors.

Sec. 13. Proxy Voting. Members of the Board of Directors who have an excused absence from a meeting may transfer their voting rights to another member of the Board of Directors for the purposes of one meeting only by providing written notice of the proxy to the president prior to the meeting for which the proxy is requested. The notice must state the specific actions for which the proxy is requested.

Sec. 14. Electronic Voting. The president of the Board of Directors can solicit an electronic vote at the request of any member of the Board of Directors through the use of a Unanimous Consent Resolution. A clearly stated motion must be sent to all members of the Board of Directors with clear instructions that this process requires unanimous consent of all members of the Board of Directors for the motion to pass. The Board of Directors shall adopt a policy for the electronic voting process.

Article 6. BOARD OF DIRECTOR MEETINGS.

Sec. 1. Regular monthly meetings.

- (A) The Board of Directors shall hold a public meeting on a regular monthly basis. Notice of each meeting shall be posted on the JAR website not less than seven calendar days before the date of the meeting.
- (B) The Board of Directors may establish or change the dates and locations of regularly scheduled meetings, with proper notice given to all members of the Board of Directors.
- (C) Meetings may be held electronically through any medium which allows for the attendees to hear one another and participate in all matters before the Board of Directors. Some or all of the members of the Board of Directors may participate remotely as provided herein.
- (D) The agenda of the regular monthly meeting shall include opportunity for public comment.

Sec. 2. Open meetings.

- (A) All meetings of the Board of Directors shall be open to the public. However all or a portion of a meeting may be closed to go into executive session when it is necessary to protect the confidentiality of the matters that will be considered there. Executive session meetings may be attended only by members of the Board of Directors, and any guests the Board of Directors invites to join the meeting. A member of the Board of Director may also be excluded from any portion of executive session meetings in which matters will be considered that present a conflict of interest for that member. The subject of such executive session shall be stated prior to the session and shall be limited to the stated matters.
- (B) Nothing in these Bylaws shall prohibit members of the Board of Directors, singly or together, from discussing issues of JAR, but no action may be taken except at a properly called meeting that is approved by the Board of Directors, or through use of electronic voting as provided in Article 5.

Sec. 3. Special meetings of the Board.

- (A) Special meetings of the Board may be called by the president or at the written request of five members of the Board of Directors, within ten days of receipt by the president of such a request. No business other than that for which a special meeting is called shall be transacted.
- (B) Notice of all special meetings of the Board of Directors may be given by email, by text, by telephone, or in person, at least two days prior to the meeting. Attendance of a member of the Board of Directors at a meeting constitutes a waiver of notice of the meeting, except when a member of the Board of Directors attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or

convened. The business to be transacted or the purpose of a special meeting of the Board of Directors need not be specified in the notice of the meeting.

Sec. 4. Parliamentary Authority. The rules contained in the current edition of Roberts Rules of Order shall be the parliamentary authority for conducting meetings and corporate business.

Article 7. BOARD OF DIRECTORS DUTIES.

Sec. 1. Duties. The Board of Directors shall carry out all lawful orders and instructions of JAR.

Sec. 2. Supervision. The Board of Directors shall have general supervision of the affairs of JAR between JAR's membership meetings.

Sec. 3. Conflict of interest.

(A) A conflict of interest shall be declared in writing by any member of the Board of Directors who may profit from goods or services offered to JAR, by themselves, spouse, relative, business partner, household member, employee or employer of a member of the Board of Directors.

(B) The written disclosure must be entered into the minutes and made known to members of the Board of Directors and the Executive Director.

(C) If a conflict of interest exists, the description and cost of any purchase of goods or services by JAR or its Executive Director also must be entered in the minutes.

Sec. 4. Policy Setting. The Board of Directors shall be responsible for setting policies on issues that affect JAR. These include policies which are dictated by law and those which are requested by the Executive Director.

Sec. 5. Contracts. All contracts entered into on behalf of JAR must be authorized by the Board of Directors or the person or persons on whom such power may be conferred by the Board of Directors from time to time.

Sec. 6. Board of Directors Appointments. The Board of Directors may appoint committees, special boards, advisors, and make other appointments as deemed in the best interest of JAR.

Article 8. BOARD OF DIRECTORS OFFICERS

Sec. 1. Duties of Officers. The officers of JAR and their duties are:

(A) President. The president shall preside at all meetings of the JAR Board of

- Directors and shall be an ex officio member of all committees.
- (B) Vice President. The vice president shall assume and perform the duties of the president in the absence or disability of the president. In the event of the resignation, incapacity or death of the president, the vice-president shall be president for the remainder of the term.
 - (C) Secretary. The secretary shall keep a written record of the minutes of all meetings of JAR and the Board of Directors. When so required, that person shall call roll of officers and members, notify officers and committees of their election and appointment, and assist the president in the preparation of the order of business.
 - (D) Treasurer.
 - i. The treasurer shall propose long term financial goals and serve as chairperson of the Finance/Budget committee.
 - ii. The treasurer is responsible for reviewing and presenting financial reports provided by the Executive Director at regular monthly meetings, a financial statement published for the Annual Meeting, and an end-of-the- year financial statement suitable for local, state, and federal reporting purposes.

Sec. 2. Election of Officers. Officers shall be elected at each Annual Meeting by the Board of Directors from their own members by simple majority vote.

Article 9. EXECUTIVE DIRECTOR.

Sec. 1. Executive Director Hiring and Duties. The Board of Directors shall hire an Executive Director and may enter into a contract with the Executive Director to carry out the day-to-day operations of JAR and other duties assigned by the Board of Directors.

Sec. 2. Job Description. The Board of Directors shall provide the Executive Director with a written job description defining the responsibilities and authority of the position. This job description shall be used by the Board of Directors to conduct an annual performance evaluation of the Executive Director.

Sec. 3. Temporary Appointment. In the event of the absence, resignation, or disability of the Executive Director, the Board of Directors shall appoint a person to temporarily fulfill the duties of the Executive Director.

Article 10. ADVISORY COMMITTEES.

Sec. 1. Establishment and Disbandment Advisory Committees. At any time, the Board of Directors may establish or disband one or more Advisory Council(s) comprised of individuals who shall be appointed by the Board of Directors.

Sec. 2. Purpose. The purpose of an Advisory Council is to advise, assist, advocate for, and support JAR in matters which will further JAR's mission.

Sec. 3. Attendance. Members of an Advisory Council may attend regular Board meetings, and may attend Executive Sessions and Special Meetings if requested by the Board of Directors. If requested by a committee chair, Advisory Council members may attend committee meetings. Advisory Council members are non-voting members of the Board of Directors and any committee.

Sec. 4. Committee Rules. Advisory Councils shall determine their own meeting rules and whether minutes shall be kept, subject to the Board's right to request reports as necessary. The Board of Directors may adopt rules for the governance of Advisory Councils not inconsistent with the provisions of these Bylaws.

Article 11. CORPORATION ACCOUNTS.

Sec. 1. Fiscal Year. The JAR fiscal year will be from July 1 through June 30.

Sec. 2. Fiscal Policy. The Executive Director will present fiscal policies to the Board of Directors for adoption that implement reasonable security for all JAR accounts.

Article 12. DISSOLUTION.

Sec. 1. Dissolution. JAR may be dissolved by a two-thirds (2/3) vote of the voting membership. All outstanding debts will be paid and remaining assets shall be given to an animal protective organization as shall be designated by the membership.

Article 13. AMENDMENTS TO BYLAWS.

Sec. 1. Amendments. Amendments to these Bylaws may be adopted by the Board of Directors upon a two-thirds (2/3) vote of the members of the Board of Directors then in office.

CERTIFICATE OF SECRETARY

I, the undersigned, certify that I am presently the duly elected and acting Secretary of Juneau Animal Rescue, an Alaska nonprofit corporation, and that the above bylaws are the bylaws of this corporation as adopted by a two-thirds (2/3) vote of the members of the corporation voting either in person or by a mail ballot in March 2022.

Date: May 10, 2022

Signed: Angela H Noon
Angela H Noon (May 10, 2022 17:59 AKDT)