

Old Drum Animal Shelter BYLAWS  
Amended and Restated

MISSION STATEMENT:

Old Drum Animal Shelter will provide compassionate animal care in support of a thriving pet welfare community within Johnson County, Missouri.

Vision: Empower families of Johnson County Missouri to provide care for their animals through education and resources. Assist in the effort to limit pet overpopulation. Shelter companion animals while assisting to find adoptable pets a permanent home.

Article ONE- Organization

The name of the organization shall be Old Drum Animal Shelter further known in this document as "ODAS".

ACTION: The activities and assets of ODAS shall be managed and controlled by the Board, which shall exercise all the power of the organization and do all acts and things by law of Missouri, the articles of incorporation, these bylaws, and operating agreement with Johnson County, Missouri.

Article TWO - Meetings

BOARD MEETINGS:

- Location shall be in a public meeting location predetermined.
- The Board of Directors will meet no less than 6 times per calendar year, with dates determined at the first board meeting of each calendar year as to not interfere with standard Federal Holidays.
- All Board meetings (date/time/location) shall be posted on ODAS website no less than 7 days prior to meeting start.
- Special meetings may be called by the board through a fully adopted resolution by any member of the board or Executive Director of ODAS. Day of a special meeting shall not be set such to exclude any board member unduly. Business transacted at all special meetings shall be confined to the subject(s) stated in the resolution. The board shall conduct the meeting in standard board meeting format(s) as spelled out.
- Written notice stating date/time/location may be electronic and deemed given/received when sent. Sufficient notice would be no less than 48 hours.
- Video Conferencing: The board may meet via video conferencing such as Zoom, Webex or similar video conferencing website or app. A board member, if unable to attend any meeting in person, may attend by video conferencing.

QUORUM:

Board Meeting Quorum shall be 5 board members.

PROXIES:

There are no proxy arrangements for board members.

ARTICLE THREE - Board of Directors

The board shall consist of no less than seven (7) nor more than nine (9) persons. At no time will the board have authority to reduce the number to less than seven (7).

Qualifications:

No person shall be eligible to become or remain a board member or to hold any position of trust within ODAS who:

- Is not a resident of Johnson County MO.
- Is not a volunteer in good standing of ODAS.
- Is in any way financially interested in a business detrimental to ODAS.

TERM LENGTH for the initial board members shall be staggered via blind draw to two 2-year terms, three 3-year terms, and two 4-year terms. All renewals will be on a 3-year rotation. Each board member may serve TWO consecutive terms.

#### JOHNSON COUNTY APPOINTED BOARD MEMBER

The Board of Commissioners for Johnson County, Missouri has the right to appoint an individual to the Board of Directors as a voting member ("County Board Member"). The Member shall have all rights and responsibilities of any board member, however ODAS shall have the right to notify the Commissioners in writing of material concerns regarding the County Board Member based upon reasonable cause and circumstances. The County Board Member shall not be entitled to participate in any closed meeting of the Board solely with respect to the negotiation of any agreement to provide shelter services , any amendments to it or as they may relate to any dispute between ODAS and the County regarding the interpretation, enforcement, or performance of the duties and obligations of the parties to this Agreement, and further provided that County Board Member shall not be entitled to participate in closed meetings of the Board regarding discussions and decisions made in anticipation of litigation at closed meetings where legal counsel for the Board is present, however, after the closed meeting, ODAS shall provide the County with a written report disclosing the outcome of the closed meeting discussion.

#### Removal/Resignation of Board Member:

A board member may resign at any time by providing to the Board written notification of his/her resignation. A board member who has (1) missed four consecutive board meetings, or (2) engaged in conduct detrimental to ODAS (as determined by the Board) may be removed for cause by the remaining board members by affirmative vote of no less than five (5) board members then in attendance at a meeting called for the specific purpose of determining the removal of such board member. The board member to be removed shall be entitled to notice of such meeting and shall have an opportunity to address the Board regarding removal.

#### Filling Board Vacancies:

Vacancies on the Board and newly created directorships resulting from any increase in the number of board members to constitute the Board may be filled by a duly approved resolution of a majority of the members then in office. If the members remaining in office constitute fewer than a quorum of the board, they may fill the vacancy by the affirmative vote. Any member elected to fill a vacancy, or a newly created directorship, shall serve until the next election.

#### Compensation of Board Members:

Board members shall not receive any salary for their services as directors. Members may receive such compensation and be reimbursed for expenses of attendance at any meeting of board as shall be determined by resolution of the board. Out-of-pocket expenses incurred while performing their duties shall be reimbursed.

#### Article 4: Officers

The officers of the board shall be President, Vice-president, Treasurer, Secretary who shall be chosen by the board at its first meeting of each calendar year. The board may elect such other officers with such title and duties as it may deem appropriate. All officers, unless sooner removed, shall hold their respective office until the first meeting of the next succeeding annual election and until their successor shall be duly elected and qualified.

#### Removal/Resignation:

Any officer may be removed by the board engaged in conduct detrimental to ODAS (as determined by the Board) for cause by the Board by affirmative vote of no less than five (5) board members then in attendance at a meeting called for the specific purpose of determining the removal of such officer. The officer to be removed shall be entitled to notice of such meeting and shall have an opportunity to address the Board regarding removal. Such removal shall not affect the rights of the board member to operate as a member.

#### Duties:

##### President

The President shall:

- be the principal executive officer and unless otherwise determined by the board, preside at all the meetings of the board of directors;
- sign, with the secretary, any contracts or other instruments authorized by the board of directors to be executed;
- perform such duties as the board may prescribe and shall see that all orders and resolutions of the board be carried into effect;

##### Vice-President

In the absence, inability, or refusal to act of the president, the vice president shall perform those duties of the president, and when so acting shall have the power of and be subject to all the restrictions of the President. The Vice President shall from time to time, also perform such duties as the board may assign.

##### Secretary

The Secretary shall:

- keep or cause to keep a record of all meetings of ODAS Board of Directors and record all votes and the minutes of all proceedings in a book to be kept for that purpose;
- give or cause to give notice of all meetings to or special meetings of ODAS in accordance with these bylaws or as required by law;
- keep a record of the names and postal addresses of board members;
- sign with the president as required for ODAS obligations;
- keep on file a complete copy of the articles of incorporation and bylaws of ODAS including any amendments, forwarding a copy to any member upon request;
- from time to time, also perform such duties as the board may assign;

##### Treasurer

The Treasurer shall:

- have custody of ODAS funds;
- keep full and accurate amounts of receipts and disbursements;

- deposit all money and other valuable effects in the name of ODAS to the credit of designated depositories;
- disburse the funds of ODAS as may be ordered by the board, take proper vouchers for such disbursements, and render to the ODAS board at regular meetings or whenever required an account of all transactions as treasurer and of the financial condition of ODAS;
- aid in the facilitation of a complete financial audit, using an external professional accounting company on an annual basis;
- as required, to make a full report to the board of the fitness of the organization and use as needed a duly appointed accounting professional to facilitate the highest level of accounting accuracy;
- from time to time, also perform such duties as the board may assign.

#### Board Committees:

The board, by resolution with majority vote, designate two or more members to constitute a committee. Each committee, to the extent detailed in the resolution, shall have and may exercise the authority of the board. The designation of the committee shall not operate to relieve the board or any member thereof, of any responsibility imposed upon it or such member, by law.

#### Standing committees:

There shall be (6) standing committees, finance committee, policy committee, facilities committee, fundraising committee, marketing committee, legal committee.

- The finance committee shall constitute the president, treasurer (chairperson), and one other board member for the purpose of analyzing the financial situation of the corporation and advising the directors regarding fiscal policy and related matters.
- The policy committee shall constitute any two board members (one acting as chairperson) and shall review no less than every two years all bylaws and policies and make recommendations to the full board for review and resolution.
- The facilities committee shall constitute any two or more board members (one acting as chairperson) and shall no less than every year tour and checklist all maintenance and upgrades required, in accordance with all operating agreements with county, state, and these bylaws or policies. The shelter director shall be a consultant to this committee as requested by the members thereof, and provide records as requested by the committee.
- The fundraising committee shall consist of not more than two board members (one acting as chairperson) and meet as needed to facilitate the ongoing growth of ODAS and its mission to improve.
- The marketing committee shall consist of two board members (one acting as chairperson) and the director and be in control of social media strategies, new releases, and any other marketing programs undertaken by ODAS.
- The legal committee shall consist of, the President (chairperson), and Executive Director for the purpose of keeping ODAS in compliance with all local, state, and federal laws pertaining to ODAS. To work with any legal circumstances regarding staff, volunteers, board members, or public interactions with ODAS.

#### Article 5 Financial Transactions

##### Contracts

Except as otherwise provided in the bylaws, the board may authorize any officer(s) or agent(s) to enter into any contract or execute and delivery any instrument in the name and on behalf of ODAS, such authority may be general or confined to specific circumstances.

### Checks, Drafts, Etc.

All orders for payment of money or other evidence of indebtedness issued in the name of ODAS shall be signed by such officer(s), agent(s), or employee(s) as determined by the board.

### Deposits

All funds of ODAS shall be deposited to the credit of ODAS in such bank(s) as the board may select.

### Fiscal Year

The fiscal year of ODAS shall begin January 1 and end December 31 of the same calendar year.

## Article 6 Miscellaneous

### Membership in other organizations

ODAS shall not become a member of, or purchase stock, in any other organization without a majority vote of the board, at a duly held meeting. ODAS may, upon the authorization of the board become a member of any organization having been organized on a non-profit basis for the purpose of engaging in or furthering the case of animal rescue.

### Rules and Regulations

The Board shall have power to make and adopt such rules and regulations, not inconsistent with the law, articles of incorporation, or these bylaws, as it may deem advisable for the management of ODAS and its affairs.

### Accounting System & Reports

The board shall establish and maintain a complete accounting system in accordance with these bylaws, laws, and rules, regulations of a governing body.

### Indemnification of Directors and Officers

ODAS shall indemnify to the extent permitted by law, including all costs incurred by a volunteer in good standing or board member in good standing of ODAS by reason of the fact they are acting as director, Volunteer, or employee of ODAS or served any other enterprise at the request of ODAS.

### Social media

Use of recognized ODAS social media shall be restricted to approved personnel, as determined by the board. ODAS social media shall be for the strict use of education on ODAS mission and approved ODAS updates as seen worthy by shelter Executive Director and the Board. No other use/purpose is allowed.

### Amendments

These bylaws may be amended by the board at any regular or special meeting having been duly called. Proposed amendments shall be provided to the board members for consideration at least two weeks prior to any meeting at which the board is to consider such amendment.

11/23/2024