



# Let's Adopt! Global Bylaws of the Corporation

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*Adopted: December 1, 2011*

*Amended: November, 1 2013*

*Amended: May 1, 2014*

## **PURPOSE**

1. Let's Adopt! Global Incorporated is organized as a non-profit entity to conduct activities which are exclusively charitable, literary and/or educational within the meaning of section 501(c)(3) of the Internal Revenue Code of 1954, as well as the meanings within Massachusetts General Laws Chapter 180, section 4.
2. The purpose of the Let's Adopt! Global Incorporated shall be to assist, encourage, support and promote animal protection, care, permanent placement into nurturing homes, and humane educational activities of animal welfare organizations throughout the United States and abroad. The mission will include:
  - a. Providing rescue, rehabilitation, and permanent shelter for neglected, abused, injured, or abandoned animals;
  - b. Exposing the existence of cruelty to animals and educating the public of the need to prevent and eliminate such cruelty;
  - c. Conducting or sponsoring animal care projects, both to directly alleviate animal suffering and to demonstrate humane methods of handling and responding to animal related dilemmas;
  - d. Encouraging, educating, and leading organizations, or individuals, on proper long-term care for the health and wellbeing of animals;

- e. To provide financial and logistical support for the protection, rehabilitation and re-homing of animals;
- f. And to advance the study of animal welfare related issues via research, surveys, and published investigative reports which improve the protection and wellbeing of animals.

## BOARD OF DIRECTORS

1. The business of this organization shall be managed by a Board of Directors consisting of twelve (12) members, who may also be officers of this organization.
  - a. AMMENDED: The business of this organization shall be managed by a Board of Directors consisting of twelve (2) members, who may also be officers of this organization.
  - b. AMENDED: The business of this organization shall be managed by a Board of Directors consisting of twelve (5) members, who may also be officers of this organization.
2. All Board Members shall bear the title of Vice President, unless serving a role of Officer.
3. The initial board at inception of the corporation is appointed by the President. Each director thereafter shall be elected by a majority of the existing board.
4. Each director shall serve a term of 2 years.
  - a. AMMENDED: Each director shall serve a term of 3 years.
5. The Board of Directors shall have the control and management of the affairs and business of this organization.
6. Actions of the Board shall be by agreement of a majority of the board, unless otherwise stipulated.
7. Any director to be chosen for an ensuing term shall be chosen in the same manner and style as any other vote taken by the Board of Directors and they shall serve a term of two years.
8. All directors' terms shall begin January 1 following their election, unless the Director is being elected to fill a vacancy in the Board, in which case the term shall begin immediately upon election and run from that date until the end of the term being filled.
9. Vacancies in the Board of Directors shall be filled by appointment of the remaining Directors.
10. Resignation or Removal of a Board Member:
  - a. If a director chooses to withdraw from the corporation, or becomes unable to perform the duties of a director by reason of death or physical or mental incapacity, his or her office will become vacant, and shall be filled by appointment of the remaining directors.
  - b. A board member who wishes to resign may do so at any time in writing to the President or to the board. Upon acceptance of a resignation, the board may appoint an interim board member to fulfill the unexpired term.
  - c. A board member may be removed for just cause at any specially called meeting with a two thirds vote of the board.

## MEETINGS

1. A meeting may be conducted via telephone, email, teleconference, videoconference, Skype, WebEx, GoTo Meeting, or group chat.
2. Each director shall have one vote.
3. The participation of 7 of the directors of the corporation shall constitute a quorum at any regularly called meeting and shall be necessary to conduct the business of this organization.
  - a. AMMENDED: The participation of a majority of the current board members at any given time shall constitute a quorum at any regularly called meeting and shall be necessary to conduct the business of this organization.
4. The Board of Directors may make decisions using other communications media outside of a meeting so long as there is a quorum and proper notice is given to all directors.
5. An annual meeting of this organization shall be held during each calendar year, at a time and place designated by the Board of Directors.
6. A special meeting of this organization may be called by any 3 member of the Board of Directors when deemed necessary for the best interests of the organization.
  - a. AMENDED: A special meeting of this organization may be called by any 2 member of the Board of Directors when deemed necessary for the best interests of the organization.
7. Each director must participate in every Board meeting.
8. The Board of Directors may make such rules and regulations covering its meetings as it may in its discretion determine necessary.
9. At all meetings votes shall be viva voce. For decisions made via communications media outside meetings, or for votes taken in meetings in which the directors are participating via telephone or e-mail, voting is to be taken in writing with each Director affirming receipt of the other's vote. Such ballots may be received in the corporate offices via fax machine, mail, or e-mail, and are to be kept in the corporate record book. Recorded or written communications will serve as the recorded ballot.

## OFFICERS

1. The Board of Directors shall select from their number a person to fill each of the offices of President, First Vice President, Secretary/Clerk, and Treasurer.
2. The officers of the Let's Adopt! Global Incorporated will serve 2-year terms to begin January 1 following their election.
  - a. AMENDED: The officers of the Let's Adopt! Global Incorporated will serve 3-year terms to begin January 1 following their election.
3. The PRESIDENT shall preside at all board meetings.
4. The FIRST VICE PRESIDENT shall serve whenever the President is unable to fulfill their duties.
5. The SECRETARY/CLERK shall keep the minutes and records of the organization in appropriate books; file any certificate required by any statute, federal or state; give and serve all notices to directors of

the organization; be the official custodian of the records and seal of the organization; and shall prepare the agenda for all board meetings.

6. The TREASURER shall be responsible for the care and custody of all monies and securities belonging to the organization. The treasurer shall render at stated periods as the Board of Directors shall determine a written account of the finances of the organization and shall exercise all duties incident to the office of treasurer.
7. Officers shall be members of the Board of Directors.

## EXECUTIVE COMMITTEE

1. In the absence of an executive director, an Executive Committee shall be convened. The executive committee shall have within its members all of the officers of the organization and any number of other directors deemed necessary, appointed by the President. The purpose of the committee is to run the day-to-day operations of the organization between board meetings, or in emergencies and all other duties normally done by an Executive Director.
2. In the presence of an Executive director, the Executive Committee will serve as his/her direct overseer, as well as in an advisory role to the Executive Director.

## SALARIES

1. No part of the net earnings of the organization shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that the organization shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in the purpose clause hereof.
2. The Board of Directors shall retain exclusive authority to create new staff position, set salaries, and to hire and terminate staff.

## COMMITTEES

1. Committees shall be created as necessary for the purpose of carrying on the mission of the organization, or for special projects. All committees of this organization shall be appointed by the Board of Directors. The President shall appoint the chair of each committee.

## DUES

1. There shall be no dues.

## AMENDMENTS

1. These Bylaws may be altered, amended, repealed, or added to only by agreement of the majority of the directors at any meeting.

## FISCAL YEAR

1. The fiscal year of the corporation shall terminate on December 31st or at such time as may be determined by the Board of Directors.

## FINANCIAL AUDITS

Unless otherwise required sooner by local, federal, or international laws Let's Adopt! Global shall voluntarily audit all of its financial records. Such audits shall take place once every 2 years and be performed by a certified public accountant (CPA) licensed by the state of Massachusetts. The Audits shall be made available publicly.

## DISSOLUTION

1. Dissolution may be invoked at any specially called meeting with all directors present.
2. An affirmative vote by 3/4<sup>th</sup> of the organization is required.
3. No monies shall ever transfer to a director, officer, or family member of such as a result of dissolution.
4. Upon the liquidation or dissolution of the corporation, after payment of all of the liabilities of the corporation or due provision thereof, all of the remaining assets of the corporation shall be distributed to one or more animal welfare organizations exempt from Federal income tax under the Internal Revenue code, in a manner consistent with the procedures for dissolution set forth under Massachusetts B.L. c.180 S11A (\*Dissolution of Corporation Constituting Public Charity).

## KEY POLICIES

1. Listed are the Key Policies for proper governance of Let's Adopt! Global Incorporated.
2. The procedures for carrying out certain key policies will be deemed as necessary by the board.
3. Due to its importance, the Conflict of Interest Policy shall have a respective Operating Procedure Documented to ensure its full compliance and adherence.
4. All policies, as well as the Bylaws must be given to any new board member and redistributed annually.

## CONFLICTS OF INTEREST

A conflict of interest may exist when the interests or concerns of any director or staff member, or said person's immediate family, or any part, group, or organization to which said person has allegiance, may be seen as competing with the interests or concerns of this organization. Any possible conflict of interest shall be disclosed to the Board of Directors by the person concerned. A copy of this conflict of interest statement shall be furnished to each director and staff member who is presently serving this organization, or who may hereafter become associated with it; and any new directors or staff members shall be advised of the policy upon undertaking the duties of such office.

## PLURALISM AND DIVERSITY

Let's Adopt! Global Incorporated needs first to ensure that its directors and staff have a shared belief in its mission and essential values, and sufficient commitment to give the time and resources needed. However, also mindful of an overall mission to better society, Let's Adopt! Global Incorporated affirms its commitment to reflecting society's diversity in its organization. Let's Adopt! Global shall voluntarily affirm the rights of all people without regard to race, gender, age, nationality, ethnicity, socio or economic status, and sexual identity and orientation, regardless of any state, local, or federal statutes and without regard to location of operations. Let's Adopt! Global shall set a higher standard wherever we operate for the equal and conscientious treatment of members of our organization.

## RECORD RETENTION POLICY

All business records, documents, and correspondence pertaining to Let's Adopt! Global Incorporated, or which are prepared or distributed on behalf of whether on paper or in electronic format, is the property of the Let's Adopt! Global Incorporated. All such records, documents, and correspondence must be retained for a period of seven years, with the exception of these materials which are to be kept permanently: accounting ledgers, payroll summaries, IRS forms and filings, and audit reports or certifications, state charitable filings, and documents related to official actions taken by the board of directors, including minutes of meetings, voting, and bylaw changes. All business records and documents related to governance of the organization may be inspected at any time by directors of the organization.

## WHISTLEBLOWER POLICY

If a director or an employee reasonably believes that some policy, practice, or activity of the Let's Adopt! Global Incorporated is in violation of law; a written complaint must be filed by that employee with the President of the board of directors, who will place the complaint before the entire board of directors without unreasonable delay. It is the intent of the Let's Adopt! Global Incorporated to adhere to all laws and regulations that apply to the organization and the underlying purpose of this policy is to support the organization's goal of legal compliance. A complainant is protected from retaliation only if complainant brings the alleged unlawful activity, policy, or practice to the

attention of the Let's Adopt! Global Incorporated, and provides the Let's Adopt! Global Incorporated with a reasonable opportunity to investigate and correct the alleged unlawful activity. The protection described in the next paragraph is only available to complainants who comply with this requirement. The Let's Adopt! Global Incorporated will not retaliate against a director or an employee who in good faith has made a protest or raised a complaint against some practice of the Let's Adopt! Global Incorporated or of another individual or entity with whom the Let's Adopt! Global Incorporated has a business relationship, on the basis of a reasonable belief that the practice is in violation of law or a clear mandate of public policy. The Let's Adopt! Global Incorporated will not retaliate against any director or employee who disclose or threaten to disclose to a supervisory or public body any activity, policy, or practice of Let's Adopt! Global Incorporated that the director or employee reasonably believes is in violation of a law, rule, or regulation mandated pursuant to law or is in violation of a clear mandate or public policy concerning health, safety, welfare, or protection of the environment, as long as the complaint was first presented to the Let's Adopt! Global Incorporated and a good faith opportunity to answer the complaint was given. A statement of this policy will be presented to all employees, directors, and officers of the organization upon hiring or commencement of each term served.