

# The National Animal Control Association Constitution and Bylaws

## **Article I: Name**

The name of this organization shall be the National Animal Control Association, hereinafter referred to as the "Corporation."

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## **Article II: Offices**

The principle office of the Corporation shall be in the State of Kansas. The Corporation may have offices at other locations as business requires.

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## **Article III: Policies**

Section 1. The name of the Corporation or the name of any person in their official capacity with the Corporation shall not be used for any purpose not related to the promotion of the Corporation as approved by the Board of Directors.

Section 2. The Corporation and its members shall cooperate with local, state, and federal authorities and shall assist animal control agencies and associations without interfering with their sworn duties and internal workings.

Section 3. The Corporation does not endorse any individual company, product or service.

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## **Article IV: Purposes**

To professionalize and improve the education, health, and public image of animal care and control personnel and the agencies they represent.

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## **Article V: Membership**

Section 1. Any person or organization (without regard to race, creed, color, national origin or sex) may be granted membership in the Corporation providing the following requirements are met:

- (a) Payment of current dues.
- (b) Qualifications under the requirements of one of the five (5) types of membership described herein.
- (c) Adherence to the Constitution and Bylaws of the Corporation.
- (d) Any membership may be suspended for debts or liabilities owed the association.

## Section 2. Types of Membership

- (a) Individual: Any person who shall adhere to purposes of the Corporation.
- (b) Organization: Any organization which supplies a service or equipment.
- (c) Agency: Any agency concerned with animals or people.
- (d) Association: Any state or regional association whose purposes coincide with purposes of the Corporation.
- (e) Honorary: Persons whom the Corporation recognizes for outstanding service to the Corporation.

Nomination to Honorary Membership status shall be made to the general membership by the Board of Directors at the annual meeting. A seventy percent (70%) vote in favor of the candidate by the Corporate membership present and voting bestows Honorary Membership. Honorary members shall be exempt from dues.

Section 3. Responsibilities of Members: It shall be the responsibility of all members to promote the purposes of the Corporation and to adhere to its Constitution and Bylaws.

Section 4. Application for Membership: Request or nomination for any type of membership shall be made in writing.

Section 5. Removal: Any member may be removed for just cause from the Corporation by a majority vote of the membership present at any regular or special meeting called for that purpose. All members must be notified of said regular or special meeting no less than five (5) weeks in advance. Providing, however, that any such action must first be presented to the Board of Directors for review and recommendation to the voting membership.

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## **Article VI: Dues**

Section 1. Dues: Dues shall be set by the Board of Directors.

Section 2. Payment of Dues: Dues shall be paid in full upon application for membership and shall be considered paid in full until the last day of the same month the following year.

Section 3. Honorary members shall be exempt from dues.

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## **Article VII: Officers**

Section 1. Number and Kind:

- (a) The officers of the Corporation shall be the current President, Vice-President, and Secretary/Treasurer.
- (b) No individual shall hold two offices simultaneously.
- (c) The officers and the Past-President shall be known as the executive committee for the purposes of conducting the business of the Corporation.

Section 2. Election and Terms of Office:

(a) The officers of the Corporation shall be elected by and serve at the pleasure of the Board of Directors, provided they are:

- (1) A current member of the Board of Directors.
- (2) An Individual member in good standing for two consecutive years.

(b) The officers of the Corporation shall be elected at the board meeting following the election of board members at the annual meeting.

(c) Four (4) Directors shall be elected by the general membership via electronic voting process. Electronic Voting will start 10 days prior to the start of the annual training conference and shall end at the conclusion of the annual business meeting.

- (1) Directors shall be elected to three (3) year terms.
- (2) Terms of office shall commence at the close of the annual meeting.

(d) To be eligible to serve on the Board of Directors an individual shall:

- (1) Be an Individual member in good standing for two consecutive years.
- (2) Not be an employee of NACA or any organization, business entity or individual which competes with NACA training functions, evaluations, publications, training conferences or consulting.
- (3) Have at least five (5) years experience in the animal control field.
- (4) Have never been convicted of a felony, moral turpitude or offences related to animals.
- (5) Not have been previously removed from the Board of Directors in accordance with Article IX, Section 6, Removal and Suspension. If so, said member is ineligible for reelection to the Board of Directors.
- (6) Agree to and abide by the Duties to the Corporation Agreement.
- (7) Submit to a criminal and civil background investigation prior to annual elections.

(e) Nomination: The Corporate Office shall accept completed applications from all candidates up to 180 days prior to the annual meeting. This means that applications shall have been delivered to the Corporate Office by that time.

- (1) All Board members may seek out and notify the Corporate Office of qualified candidates.
- (2) The Corporate Office shall verify eligibility status and inform each candidate of the duties and responsibilities of a Board member. To become a nominee, a candidate shall inform the Corporate Office in writing that they will serve if elected and they understand and will abide by the Bylaws and rules of the National Animal Control Association. In addition, the nominee shall provide the Corporate Office with a current photograph in electronic format of themselves, along with a statement to serve of 100 words or less included as part of their completed application.
- (3) The nominee's information will be available for review by the membership at minimum on the NACA website prior to the annual meeting.
- (4) The Secretary/Treasurer shall present the nominees at the annual business meeting.
- (5) Each nominee shall speak at the annual meeting for no more than five (5) minutes prior to the election.

(6) Nominees must be present to win.

(f) Elections. An Election Committee consisting of three (3) members shall be appointed by the President not less than thirty (30) days prior to the annual meeting. The Committee shall provide balloting materials and act as tellers for the election. A majority of the votes shall be necessary for election except where there are more than two candidates for any one (1) office in which instance a plurality of all the votes cast for such office shall elect. In the event of a tie vote, the result shall be settled by lot. Nominees shall not serve on this committee.

(g) Credentials. No less than fifteen (15) days prior to the annual meeting, the President shall appoint a committee consisting of the Executive Director and two other members, to verify the eligibility of the nominees and those casting ballots. Nominees shall not serve on this committee.

### Section 3. Vacancy.

(a) The President may appoint a member in good standing to fill a vacancy in the Director position within 30 days of said vacancy. This appointment shall be from the time of the appointment until the next scheduled election at the annual conference. Any vacant board positions shall be included in the election process.

Vacancies on the Board of Directors during terms of office will be filled by persons receiving the next highest vote count, after the election of the four (4) directors, in the same election year. Length of term shall be determined by vote count with the members receiving the highest vote count, after the election of the four (4) directors, serving any vacated two (2) year terms, and the remaining members serving any vacated one (1) year terms.

If the vacancy results in the loss of an officer, an election by the Board will be held immediately to replace the vacant officer's position. The Executive Director shall oversee the election via electronic means, e-mail or fax. Immediately after the appointment of a new Board Member, the Executive Director shall call for nominations to fill the vacated position. Nominations shall be submitted within 5 days. After the nominations have been made, a confidential vote shall be conducted within five business days via e-mail, fax or phone to elect a new officer. The results of this vote will be relayed to the presiding officer as soon as all votes are tallied.

### Section 4. Duties of the Officers.

Duties of the Officers of the Corporation shall include, but not be limited to the following:

(a) Duties of the President: The President shall preside at all meetings of the Corporation; shall have the power to act on behalf of the Corporation with the consent of the Board of Directors; shall act as the spokesperson of the Corporation; shall be a nonvoting member of all committees; shall act as a liaison between the Corporation and all other organizations; may delegate duties to other members of the Corporation; and shall perform such additional duties as may be incident to the office of President.

(b) Duties of the Vice-President: The Vice-President shall perform the duties of the President in his/her absence or, at the direction of the President, shall perform other duties as prescribed by the President.

(c) Duties of the Secretary/Treasurer: The Secretary/Treasurer shall keep the minutes of the proceedings of all meetings of the Corporation and shall have custody of all records not specifically assigned to others. The Secretary/Treasurer shall give full financial reports to the Board of Directors periodically and to the membership annually; shall act as the Corporate Auditor; and in general perform all of the duties incident to the office of Secretary/Treasurer and other such duties as the President or Board of Directors may deem necessary unless otherwise provided herein. The Secretary/Treasurer shall give bond for the faithful discharge of his/her duties in such sum and with sureties as the Board of Directors shall determine.

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### **Article VIII: Meetings**

Section 1. An Annual Meeting shall be held for the purpose of election of the Board of Directors and consideration of amendments to the Constitution and Bylaws of the Corporation, and other Corporate business as required. The time, place, and date of the next Annual Meeting shall be announced before adjournment.

Section 2. Voting Rights. To be eligible to vote on any matter, membership must be validated at the annual meeting. Individual, Agency and affiliated State Association members shall be entitled to one (1) vote per member. Members must be in attendance to cast their votes. No member shall cast more than one vote.

Section 3. Special meetings of the Corporation shall be held at the call of the President or upon written petition of one-fourth (1/4) of the Corporate membership, or by a majority vote of the Board of Directors.

Section 4. Quorum:

(a) For Board of Directors meetings, seven (7) members of the Board of Directors.

(b) For Annual and General Meetings, seven (7) members of the Board of Directors and those current members present and voting.

Section 5. Waiver of Notice: When all members of the Board of Directors are present at any Director's meeting, however called or noticed, or if a majority of the Directors are present and those not present sign in writing a waiver of notice of such meeting, whether prior to or after such meeting, the transactions of such meeting shall be as valid as if said meeting had been regularly called and noticed. Said waivers shall be filed by the Secretary in the book of minutes of the Corporation.

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### **Article IX: Board of Directors**

Section 1. Number and Kind. The Board of Directors shall consist of the following: Twelve Directors, including the officers.

Section 2. General Powers and Special Duties.

(a) The Board of Directors shall be responsible for the transaction of all business of the Corporation and shall serve as the policy-making body of the Corporation.

(b) The Board of Directors shall approve the annual budget and any additional expenditure of funds not included in that document.

(c) A non-budgeted expense must have the written approval of the President prior to debiting the contingency fund.

Section 3. The Board of Directors shall meet on the call of the President or, in the event of his/her absence, the Vice-President, or upon the written request of seven (7) members of the Board to the Secretary/Treasurer, who shall issue a call. Notice of such meeting shall be given to each member of the Board of Directors no less than thirty-five (35) days prior to the meeting.

(a) Board of Directors meetings shall include but are not limited to:

(1) Pre-Conference Board Meeting.

(2) Annual Meeting.

(3) Post-Conference Board Meeting.

(4) Semi-Annual Board Meeting.

(b) Committee meetings shall not be considered Board Meetings.

Section 4. Manner of Acting: The acts of the majority of those voting at any meeting at which a quorum is present shall be the action of the Corporation.

(a) Board Members may vote in the following manner indicating their participation:

(1) Aye (yes) - Indicating an affirmative vote in favor of a motion.

(2) Nay (no) - Indicating a negative vote in opposition of a motion.

(b) Motion voting shall succeed or fail on a simple majority of "Aye" or "Nay". The President shall only vote to break a tie.

(c) Motions, discussions, and voting may be conducted via electronic means in accordance with the electronic voting policy as approved by the board. Such actions shall be reported by the Secretary/Treasurer in the minutes of the next convened Board Meeting.

(d) The Secretary/Treasurer shall report a roll call vote in all motions other than officer elections.

Section 5. Appeal Procedure: Any appeal of action taken by the Board of Directors shall be signed and submitted to the Secretary/Treasurer to be mailed to the general membership with the call for the next annual business meeting. A vote of at least fifty-one (51) percent of the membership present must pass to override a decision of the Board of Directors.

Section 6: Removal and Suspension:

(a) Board Members may be removed from the Board of Directors for actions detrimental, damaging, or for conduct resulting in discrediting of this Corporation. All charges will be investigated by a committee appointed by the President and Executive Director. In the event the President is being investigated the Vice-President and

Executive Director will appoint the committee. The member may be removed by a two-thirds (2/3) majority vote of the Board of Directors.

(b) Any officer may be suspended from his/her duties by a simple majority vote of the Board of Directors or by the President until such time as a meeting by the Board of Directors is realized for this purpose.

(c) A Board Member shall be removed if said Board Member is absent from two board meetings in a twelve month period unless the board member has an excused absence. Excused absences shall include:

(1) A death in the immediate family in accordance with the Family Medical Leave Act.

(2) Subpoena requiring court appearance.

(3) Medical condition of the board member which does not allow travel as dictated by a physician.

(4) Circumstance beyond a board members control to be approved by a majority vote of the board of directors.

Said member will be notified by the President of their removal from the board.

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### **Article X: Committees**

The President may appoint members to committees to carry out the work of the Corporation.

Section 1. Members shall serve on committees until the next annual meeting unless there is a violation of Article IX, Section 6, Removal and Suspension. If so, said member is ineligible to continue serving on the committee.

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### **Article XI: Prohibited Activities**

Section 1: Actions Jeopardizing Tax Status. Notwithstanding any other provision of this Constitution and Bylaws, no member, director, employee or agent of the Corporation shall take any action or conduct any activity by or on behalf of the Corporation not permitted by an organization as described in Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or any successor provision or provisions thereto.

Section 2: Marketing and Promotion. The Corporation shall be prohibited from marketing and promoting any non-NACA training, service, cause, campaign or product. This section does not apply to paid print or Internet advertising and to promote NACA-affiliated state association annual training conferences.

Section 3: NACA Membership and E-Mail Lists. The Corporation shall be prohibited from utilizing the NACA membership list and the NACA e-mail Network for communication not related solely to NACA business. The NACA membership list, to include member e-mail addresses, shall not be sold or exchanged in any manner. In order to guarantee member privacy, these lists shall be maintained and protected by the

NACA Corporate Office. Only the NACA Corporate Office shall have access to the membership and e-mail lists.

Section 4: Binding Actions. No member, director, officer, employee or agent of the Corporation shall make commitments binding the Corporation or act on behalf of the Corporation, unless otherwise specifically stipulated in the Constitution and Bylaws. The Board of Directors must authorize any officer, agent, or employee to enter into any contract or execute and deliver any instrument in the name of and on the behalf of the Corporation.

Section 5: Board Compensation. The Board of Directors shall be prohibited from awarding or assigning any compensation to a fellow Director or to themselves, whether for their service on the Board of Directors or to perform contract work for the Corporation. Directors may receive reasonable reimbursement or allowance for expenses actually incurred. Such reimbursement or allowance shall not be guaranteed by the Corporation.

Section 6: Inurement and Employment. No member, director, officer, employee or agent of the Corporation is allowed to use the Corporation and/or its membership for personal gain, commercial or private. The Corporation shall not be organized or operated for the benefit of competing interests, such as for other animal welfare organizations, members of the Corporation, other designated individuals, or persons controlled directly or indirectly by such private interests. No part of the earnings of the Corporation may inure to the benefit of any member or individual. A member or individual is defined as a person having a personal and/or private interest in the activities of the Corporation. Directors shall be prohibited from serving as employees of the Corporation.

Section 7: Political Affiliations and Lobbying. The Corporation shall not lobby or otherwise attempt to influence legislation nor conduct any activities related to any political organization or party. The Corporation shall not support, lobby or expend any funds or contributions to such activities. No part of the activities of the Corporation shall be related to the distribution of propaganda, or otherwise attempting to influence legislation, and the Corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office.

Section 8: Conflicts of Interest. A conflict of interest occurs when a person under a duty to promote the interests of the Corporation (a "fiduciary") is in a position to promote a competing interest instead. Fiduciaries include all Corporation employees, directors or officers, and members of any Corporation committee. Undisclosed or unresolved conflicts of interest are a breach of the duty to act in the best interests of the Corporation and work to the detriment of the Corporation. No individual shall be eligible to serve as a Director of the Corporation who is currently employed or contracted by, or volunteers with, a competing interest, such as a national animal welfare organization, a public/private training entity, or any other organization or company that has the financial resources to compete with the business interests of the Corporation.

Section 9: Discharging Conflicts of Interest. All conflicts of interest must be disclosed to the Board of Directors. After disclosure is made, the individual with a conflicting interest must not participate in judging the merits of that interest, which should be resolved by a majority of the Board of Directors. That is, such individual must abstain from voting on, or recommending a course of action with respect to, the situation giving rise to the conflict. When completed, the conflict of interest has been properly discharged.

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#### **Article XII: Parliamentary Authority**

Robert's Rule of Order, Newly Revised: Shall govern all proceedings except when in conflict with this Constitution, the Bylaws, or Board of Directors resolutions.

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#### **Article XIII: Amendments**

Section 1. Proposed amendments to this Constitution and Bylaws must be submitted in writing, and signed by 3 members, to the Bylaws Committee no less than ninety (90) days prior to the Annual Meeting.

Section 2. The proposed Bylaws changes must be published to the general membership prior to the annual meeting. Voting on the proposed changes will require a two thirds (2/3) vote of the membership present and voting at the Annual Meeting.

Section 3. The Bylaws Committee will review the changes to determine if they violate any other provisions of the Bylaws or Roberts Rules of Order. A copy of any proposed By-Law changes will be provided to the Board.

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#### **Article XIV: Indemnification**

Section 1. No member of this organization shall be personally liable for any of its debts, obligations, or acts.

Section 2. Each member of the Board of Directors and each officer of the Corporation, whether or not in office, and his heirs, executors, and administrators, shall be and are hereby indemnified by the Corporation against any and all costs and expenses (including, but not limited to, counsel fees) reasonably incurred by or imposed upon him in connection with or resulting from an action, suit, or proceeding to which he may be a party by reason of his being or having been a member of the Board of Directors or an Officer of the Corporation, including costs and expenses paid in connection with the settlement or compromise of any such action suit or proceedings; provided, however, that nothing herein contained shall protect or be deemed to protect any such member of the Board of Directors or Officer of the Corporation against any liability to the Corporation or its members to which he would otherwise be subjected by reason of willful malfeasance, bad faith, gross negligence, or reckless disregard of the duties involved in the conduct of his office. The foregoing right to which any member of the Board of Directors or Officer of the Corporation may be entitled as a matter of law.

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## **Article XV: Corporate Seal**

The foregoing amended Constitution and Bylaws being worded and duly adopted by the general membership at the annual meeting called for review and adoption of said Constitution and Bylaws as signed and approved on the 18<sup>th</sup> day of May, 2001, in Daytona Beach, Florida.

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### **Revision History:**

Article VII: Officers, Section 2. Election and Terms of Office. Subsection D, 1 (repealed) - St. Louis, Missouri, May 30, 2003.

Article VII: Officers, Section 2. Election and Terms of Office. Subsection E, 4 through 5 - St. Louis, Missouri, May 30, 2003.

Article VII: Officers, Section 3. Vacancy. Subsection A - St. Louis, Missouri, May 30, 2003.

Article IX: Board of Directors, Section 6. Removal and Suspension. Subsection C - St. Louis, Missouri, May 30, 2003.

Article XIII: Amendments, Sections 1 through 3 - St. Louis, Missouri, May 30, 2003.

Article VII: Officers, Section 2. Election and Terms of Office. Subsection E, 1 through 7 - Daytona Beach, Florida, May 18, 2004.

Article VII: Officers, Section 2. Election and Terms of Office. Subsection A-2, D-2 through D-5, E, E-2 through E-7 - Special Election, Results Certified on September 6, 2005.

Article IX: Board of Directors, Section 6. Removal and Suspension. Subsection C - Oklahoma City, Oklahoma, May 19, 2006.

Article XIV: Fees - Oklahoma City, Oklahoma, May 19, 2006.

Article VII: Officers, Section 2. Election and Terms of Office. Subsection C and C-1 - Cincinnati, Ohio, June 1, 2007.

Article VII: Officers, Section 2. Election and Terms of Office. Subsection E - St. Louis, Missouri, May 29, 2009.

Article VII: Officers, Section 3. Vacancy. Subsection A - St. Louis, Missouri, May 29, 2009.

Article III: Policies, Section 3 (repealed); Section 4 (renamed to Section 3) – Reno, Nevada, May 16, 2011.

Article VII: Officers, Section 2, Subsection A-2 (amended); Section 2, Subsection D-1 (amended); Section 2, Subsection D-6 and D-7 (new); Section 2, Subsection E-1 and E-2 (amended); Section 2, Subsection G (amended); Section 3, Subsection A (amended) – Reno, Nevada, May 16, 2011.

Article IX: Board of Directors, Section 3, Subsection A and B (new); Section 4, Subsection A through D (new); Section 5 (amended); Section 6, Subsection A (amended); Section 6, Subsection C (amended) – Reno, Nevada, May 16, 2011.

Article X: Committees (amended); Section 1 (new) – Reno, Nevada, May 16, 2011.

Article XI: Contracts (repealed); Replaced by Prohibited Activities – Reno, Nevada, May 16, 2011.

Article XIV: Fees (repealed) – Reno, Nevada, May 16, 2011.

Article XV: Indemnification (renamed to Article XIV) – Reno, Nevada, May 16, 2011.

Article XVI: Corporate Seal (renamed to Article XV) – Reno, Nevada, May 16, 2011.

*Updated by the NACA Corporate Office on May 24, 2011.*