



# Bylaws

## ARTICLE I. NAME, PURPOSE, AND RESTRICTIONS

### Section 1. Name

The name of the association is the National Animal Care & Control Association (NACA), a Kansas nonprofit corporation that is tax-exempt under Section 501(c) (3) of the U.S. Internal Revenue Code (IRC).

### Section 2. Purpose

The charitable purpose of the National Animal Care & Control Association is to engage in the education of animal care and control personnel through the development of specialized training programs; to provide opportunities and information about resources that support the work of animal care and control including opportunities to educate and work with the public. to encourage standardized laws and methodologies of operation; to serve as a liaison with other professional groups; to own, control, operate, and manage corporate affairs, both financial and legal, and to engage in any and all other lawful activities appropriate, incidental or conducive to or necessary or convenient for any or all of the foregoing purposes.

### Section 3. Restrictions

All NACA policies and activities will be consistent with applicable federal, state, and local antitrust, trade regulation, or other legal requirements. As a nonprofit, tax-exempt organization, no part of NACA net earnings will inure to the benefit of any private individual.

## ARTICLE II. MEMBERSHIP

**Section 1. Qualifications** – There are two classifications of members, voting membership and non-voting membership. Qualifications for voting members may be modified by the Board of Directors but are subject to approval by the voting members. Qualifications for non-voting members may be established and/or modified by the Board of Directors.

- A. Voting Members.** Any individual interested in the profession of animal care and control may apply to become a member of NACA, subject to the payment of any assessed dues and satisfying the conditions set forth in these bylaws and board policies. A current copy of the Membership Policies and Procedures is incorporated by reference and is available on NACA's website or on request.
- B. Non-voting Members.** The Board of Directors may from time to time establish other membership classes that have no vote and that are ineligible to serve as Directors or Officers. A current copy of the Membership Policies and Procedures is incorporated by reference and is available on NACA's website or on request.

**Section 2. Classification and Rights.** Individual Voting Membership is open to anyone interested in, working in, or who supports work in the animal care and control profession. Individual Members have full voting rights and may serve as Directors, hold office, or serve on committees and may have other rights, benefits, and privileges as determined by the Board.

**Section 3. Application.** Application for both voting and non-voting membership must be made on the



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forms provided for that purpose and delivered to NACA. Applicants meeting the requirements set forth in these bylaws and in Board Policies are entitled to all rights and privileges of their assigned membership class after they are so notified by NACA.

**Section 4. Dues.** The Board of Directors will periodically review the dues' structure and amounts. Any member, voting and non-voting, whose dues are delinquent beyond the time defined by Board policy will be automatically removed from membership. A delinquent member forfeits all rights and privileges of membership. No dues will be refunded. Annual dues for each type of membership will be posted on the NACA website.

**Section 5. Membership Application and Approval Process.** The Board of Directors is authorized to draft or delegate staff to draft any form of the Application for Membership. With the exception of Honorary Memberships, the Board or its executive staff is authorized to process applications, make determinations of membership classification, and correspond with applicants including notification of approval and membership classification.

**Section 3. Application**

Application for membership must be made on the forms provided for that purpose and delivered to NACA. Applicants meeting the requirements set forth in these bylaws and in Board Policies are entitled to all rights and privileges of their assigned membership class after they are so notified by NACA.

**Section 4. Dues**

The Board of Directors will periodically review the dues' structure and amounts. Any member whose dues are delinquent beyond the time defined by Board policy will be automatically removed from membership. A delinquent member forfeits all rights and privileges of membership. No dues will be refunded. Annual dues for each type of membership will be posted on the NACA website.

**Section 5. Resignation**

A member may resign at any time by filing a written resignation with the Board of Directors. However, resignation does not relieve a member from any liability for dues accrued and unpaid as of the date of resignation.

## ARTICLE III. MEMBER MEETINGS

**Section 1. Annual Meeting.**

An annual membership meeting will be held at a time and place designated by the Board of Directors with notice provided in writing or electronically at least 30 days in advance.

**Section 2. Special Meetings**

Special meetings of members may be called by the President of the Board, or by a majority of the Board of Directors at any time, with notice of the time and place provided in writing or electronically at least 30 days in advance.

**Section 3. Quorum**

**A.** A quorum for the Annual Meeting of Members, 60% (sixty percent) of the Board of Directors shall



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constitute a quorum for the transaction of business.

- B.** At any General Meeting of the membership, a simple majority shall consist of at least 51% of the voting members present at the meeting.

At any meeting of members, every individual and designated association member shall be entitled to one vote. No proxies are allowed. The votes for directors of the board may be cast by electronic voting in accordance with the Policies and Procedures established by the Board of Directors.

## **Section 4. Voting**

Unless otherwise provided by these bylaws, a simple majority of those voting at a meeting at which a quorum is present is required to adopt a matter. Member voting may also occur by mail, overnight delivery, or electronically. There shall be no proxy voting.

## **ARTICLE IV BOARD OF DIRECTORS**

### **Section 1. Authority**

The Association's governing body is the Board of Directors, which has authority and is responsible for the governance of the Association. The Board establishes policy and monitors the implementation of the policy by the Association's employed staff under the direction of the President.

### **Section 2. Composition**

The Board of Directors has no fewer than nine (9) members or more than twelve (12) members elected from and by the Individual membership. All board members, except for three (3), must be currently working in the animal control field or in a shelter operation, as an officer, supervisor, director, or anyone in direct authority and or responsibility of an animal control or shelter function. There shall be no more than 2 members on the board from the same organization. No more than one member employed by the same organization may serve as an officer or on the same committee.

### **Section 3. Ex officio Directors**

The Board of Directors may, from time to time, elect one or more ex officio directors of this corporation who shall be advisory members of the Board of Directors of this corporation. Any such election shall be for such term and based on such criteria as the Board of Directors from time to time deems appropriate. All ex officio directors shall be non-voting directors of this corporation.

### **Section 4. Qualifications**

Only Individual members in good standing are eligible for nomination to the Board of Directors.

### **Section 5. Election and Term of Office**

- A.** Election. Directors are nominated and elected according to the election policies and procedures established by the Board. Elections may be conducted by written ballot, electronically, or at the annual business meeting and elected board members will be announced at the annual meeting or as soon as possible thereafter.



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- B.** Terms. Directors serve staggered terms of three years with approximately one-third of the Directors elected each year. NACA directors may serve up to two, three-year terms. Following two terms, NACA directors may run for election again after being off the Board for a minimum of one year.

## **Section 6. Vacancies**

A Director who loses eligibility for serving on the Board must disclose the change to NACA's President or Executive Director within thirty (30) days. They will then have six (6) months to re-establish eligibility for Board service. Failure to regain such eligibility after six (6) months will constitute an automatic resignation from the Board. A vacancy for any reason may be filled for the unexpired portion of the term by a majority vote of remaining Directors according to Board policy.

## **Section 7. Removal**

Board members may be removed from the Board of Directors for missing two board meetings in a twelve-month period without an excused absence, for actions detrimental or damaging, or for conduct resulting in the discrediting of NACA.

## **Section 8. Compensation**

Directors do not receive compensation for their services but may be reimbursed for expenses according to established reimbursement policies.

## **Section 9. Meetings**

**A.** Regular Meetings. The Board of Directors shall meet at least twice annually at whatever time and place it selects. Notice of each meeting will be distributed at least thirty (30) days prior to a meeting. The presence of 60% (sixty percent) of the Board of Directors constitutes a quorum; a majority of votes is required to carry a matter whenever a quorum is present unless otherwise provided by these Bylaws. Proxy voting is not permitted. Directors may conduct meetings by any means of communication by which all Directors participating may simultaneously hear each other during the meeting, or via electronic communication.

**B.** Special Meetings. The President of the Board may call a special meeting of the board at any time he/she deems it necessary to meet the needs of the association. A majority of the Directors may call a special meeting upon written request to the President of the Board.

**C.** Action Without Meeting. Any action to be taken at a Board meeting may be taken without a meeting if the following conditions are met.

1. A written notice stating the action to be taken and the date and time by which Directors must respond is transmitted to each member of the board, and
2. Each member of the board, by the time stated in the notice, either:
  - a. Votes in writing or electronically for such action, votes in writing against such action, or abstains in writing from voting; or
  - b. Fails to respond or vote and fails to demand that action not be taken without a meeting.



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## ARTICLE V. OFFICERS

### Section 1. Titles

The officers of the Association are the President of the Board, Vice President of the Board, Secretary, and Treasurer. The Executive Director is an employed, ex officio officer without vote as described in Article VII.

### Section 2. Election and Term of Office

Officers are elected from within the Board of Directors as soon as possible following the annual election of Directors. Officers serve a one-year term or until their successors are elected.

### Section 3. Duties

Officers perform those duties that are customary to their positions and that are assigned to them by the Board, as described in established Board policy.

### Section 4. Vacancies

If a vacancy occurs in the President of the Board position, the Vice President of the Board will automatically assume the office for the remainder of that term before fulfilling his or her own term. Vacancies in other officer positions for any reason shall be filled by Board appointment.

### Section 5. Removal

The Board may remove an Officer at any time with or without cause by a two-thirds vote of the Board.

### Section 6. Compensation

Officers do not receive compensation for their services but may be reimbursed for expenses according to established reimbursement policies.

## ARTICLE VI. COMMITTEES

### Section 1. Executive Committee

An Executive Committee is a standing committee of the Board of Directors, consisting of the Officers plus one additional Board member appointed by the President, and may act on behalf of the Board when so authorized by the Board, or in emergency matters subject to subsequent review by the Board at its next meeting.

### Section 2. Nominating Committee

The Nominating Committee is a standing committee of the Board of Directors. Committee members shall include at least three (3) NACA members, two (2) of whom are current Directors and one (1) a member in good standing. The Chair of the Committee must be a member of the Board of Directors.

The committee is responsible for reviewing board applications, ensuring that each is equipped with the proper tools and motivation to carry out his or her responsibilities, and submitting a slate of viable candidates to the board for consideration.

The President of the Board will appoint the Nominating Committee no less than sixty (60) days prior to the annual membership meeting. Officers of the Board are not eligible to Chair the Nominating Committee.



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## **Section 3. Finance Committee**

The Finance Committee is a standing committee of the Board of Directors and is responsible for providing financial oversight for the organization. Responsibilities include budgeting and financial planning, financial reporting, and the creation and monitoring of internal controls and accountability policies.

The Finance Committee is chaired by the Treasurer and is composed of NACA Directors who are each appointed for a one-year term.

## **Section 4. Other Committees**

The Board may create or disband such other committees as needed.

## **Section 5. Committee Procedures**

The President of the Board is responsible for appointing all committee chairs unless otherwise provided in these Bylaws. The President of the Board shall serve as chair of the Executive Committee and act as ex-officio member of all other committees. Unless otherwise provided in these Bylaws, committee chairs are responsible for appointing their committee members. The operating procedures of all committees will be approved by the Board and be subject to annual review.

## **ARTICLE VII. EXECUTIVE DIRECTOR**

### **Section 1. Appointment**

The Board may employ or otherwise retain an Executive Director (ED). The ED is accountable to and may be removed by the action of the Board, subject to the terms and conditions of any contract of employment or retention between the Association and the Executive Director.

### **Section 2. Responsibilities**

The Executive Director manages and directs all activities of the Association, subject to the policies of the Board. The ED serves, without a vote, as an employed ex-officio officer who participates in Board meetings and on all committees.

## **ARTICLE IX. SPECIAL PROVISIONS**

### **Section 1. Indemnification**

To the extent permitted by law, the Association will indemnify and hold harmless the Executive Director, employees, officers, directors, and committee members against the claims of third parties for any acts performed in good faith and in furtherance of the Association's business.

### **Section 2. Fiscal year**

The Association's fiscal year begins on January 1 of each year and ends on December 31 of the same year.

### **Section 3. Rules**

- A. Authority. The Board of Directors may establish policies and rules consistent with these Bylaws to guide the procedures and programs of the Association.



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B. Procedures for Discussion and Decisions. The Board will follow the most current version of Robert's Rules of Order to resolve any question about rules for procedure and order, except that Robert's Rules cannot have authority to change the Articles or any provision of the bylaws, as those governing documents have more authority than procedural rules.



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## ARTICLE X. AMENDMENTS

### Section 1. Proposal

The Board of Directors may propose amendments to the bylaws at any time to add, change, or delete a provision, unless such changes would result in a change of the voting rights of a class of membership. Members may propose amendments to the bylaws by a petition signed by at least 10% (ten percent) of the Individual members.

### Section 2. Approval

Bylaws amendment proposals that do not change the voting rights of members may be voted on at any meeting of the Board provided that the intention to vote on such amendments is included in the notice for the meeting and that at least two-thirds of the Directors present vote in support of the amendments.

Bylaws amendments that change the voting rights of members may be voted on:

- A. At a meeting where the intent to vote on such amendments has been included in the meeting notice and a quorum exists or
- B. Without a meeting, by mail or electronically, where a majority of the voting members participate. A majority of voting members is required to carry the amendments.