

PALS Rescue, Inc.

By-Laws

ARTICLE 1 – NAME AND LOCATION

Section 1. The name of the organization is PALS Rescue, Inc.

Section 2. PALS Rescue, Inc. is a nonprofit corporation with its principal office at 1071 Marks Road, McComb, Mississippi, in Pike County. PALS is organized exclusively for charitable purposes related to the welfare and humane treatment of animals as expressed in its Articles of Incorporation on file in the Office of the Secretary of State in Jackson, Mississippi.

ARTICLE II – PURPOSE

Section 1. The corporation is formed to receive and maintain a fund or funds and/or real or personal property or both, and subject to the restrictions and limitations hereinafter set forth, to use and apply the whole or any part of the income there from or the principal thereof exclusively for the civic improvement, charitable, scientific, or educational purposes directly by the contributions to the organizations that qualify as exempt organizations under section 501c 3 of the Internal Revenue Code and it's regulations. The fiscal year for the corporation shall run from January one (1) through the next December thirty-one (31).

Section 2. The corporation may also establish, own, operate or sponsor the operation of one or more shelters or locations, for the care, treatment and well-being of animals, shall promote the prevention of cruelty to animals, and shall do all other or further things not contrary to law to effect the purposes of the corporation. The corporation shall not sell animals for the purpose of research and shall not operate as a limited admission shelter, but as a shelter accepting animals brought to our facility by Pike County Residents, Pike County Municipalities, and Pike County Law Enforcement. We shall operate, as a no kill shelter for all animals deemed adoptable or salvageable by criteria established by Veterinary Science.

Section 3. Notwithstanding any other provisions of these by-laws, the corporation shall not conduct or carry on any activities not permitted by an organization except under section 501c3 of the Internal Revenue Code and its regulations as they now exist or as they may hereafter be amended, or by any organization contributions to which are deductible under section 170(c)(2) of such code regulations.

Section 4. Upon dissolution or other winding up of this corporation all of its assets, principal and income shall be distributed, after payment of its debts, exclusively to the Mississippi Animal Rescue League (MARL) in Jackson, Mississippi.

ARTICLE III – GENERAL MEETINGS

ANNUAL MEETING

Section 1. The Annual Meeting of PALS Rescue, Inc. shall be on the second Monday of January, each calendar year. The meeting will be organized by the corporations' President, and held at such a time and place designed in local publicized venues, and open to the public.

SPECIAL CALLED MEETINGS

Section 1. A special meeting of the members for any purpose or purposes, may be called at any time by the President of the Board of Directors or, in his/her absence, the appropriate Vice President. It shall be the duty of such officers to call such meetings whenever so requested by at least 25% of the members of the corporation. The aforementioned Officer shall give notice of any special meeting of all members at least five (5) days in advance of such meeting, by mail, or in such other way the Directors shall order. The meeting shall be held at such time and place as may be designated in the notice. Otherwise General Membership meeting will be on a yearly basis and notice provided in the aforementioned manner.

Section 2. A quorum for transaction of business at any special meeting shall consist of a majority of PALS Board members. A majority of those members represented may adjourn the meeting to a future time, and thereafter may from time to time, without the necessity of further notice other than the announcement at such original meetings, and any business may be transacted as such adjourned meeting which could have been transacted at the original meeting. Each Board member in attendance is allowed up to two (2) proxies of absentee Board members.

Section 3. The President of the corporation or the appropriate Vice President shall call meetings of the members to order and shall preside as Chairman of such meeting. The Secretary of the corporation shall act as Secretary of all general meetings, or the appropriate committee Secretary shall at that meeting act as Secretary of special or committee meetings.

Section 4. All meeting of members of PALS Rescue, the Board of Directors, and Committees shall be conducted pursuant to Robert's Rule of Order as set for the past published revision thereof, but such rules may be suspended by the Chairman if order can otherwise be kept.

Section 5. At every special meeting of the corporation, each member shall be entitled to cast one vote on each matter submitted to vote, which vote may be cast by the member either in person or by proxy. All proxies shall be in writing and shall be filed with the Secretary and by him/her entered on record in the minutes of the meeting. The act of the majority of the members represented at a meeting at which a quorum is represented shall be the act of the members of the corporation.

ARTICLE IV – BOARD OF DIRECTORS

Section 1. The Board of Directors is responsible for overall policy and direction of PALS Rescue, Inc. and delegates responsibility for day to day operations to PALS Executive Director/Shelter Manager and Committees. The Board of Directors may have up to 19 and not fewer than 7 members. The Board receives no compensation other than reimbursement of reasonable and ordinary expenses incurred on behalf of the corporation.

Section 2. The PALS Rescue Shelter Manager is invited to attend all board meetings, and provide a detailed monthly shelter report, but is not given voting privileges for any business matters brought before the board.

Section 3. The Board of Directors shall meet at least quarterly, at an agreed upon time and place.

Section 4. Election of new Directors, or election of current Directors to a successive term, will occur at the first item of business at the annual meeting of the corporation. Directors will be elected by a majority vote of the then current members.

Section 5. All Board of Director members shall serve a term of two (2) years, but are eligible for election to successive terms.

Section 6. A Quorum shall consist of at least 51% of the board members and is pre-requisite for the conduct of business, including the making and passing of motions. Members that cannot attend may convey their proxy to another Board member for the purpose of obtaining a quorum, but no board member may use more than one proxy of an absent board member.

Section 7. There shall be a President, Vice-President, Recording Secretary, Corresponding Secretary and Treasurer/Chief Financial Officer of the Board of Directors and such other officers as the Board shall elect and appoint. The respective duties of such officers are as follows:

- President shall convene and regularly schedule board meetings and serves as ex-officio member on all committees.
- Vice-President shall serve as presiding officer, in the event of the President's absence.
- Recording Secretary shall be responsible for preparing and maintain the official records of the Board of Directors' actions, including overseeing the taking of minutes at all board meetings, providing a digital or hardcopy prior to each meeting, and assuring that corporate business and financial records are maintained.
- Corresponding Secretary shall be responsible for all necessary correspondence on behalf of PALS Rescue, Inc., including announcements for scheduled meetings and events, and all acknowledgements for monetary or service donations.
- Treasurer serves as Chief Financial Officer and must provide a financial report at each Board of Directors' meetings and the annual meeting, assuring that corporate financial records are maintained according to all State and IRS guidelines. The Treasurer shall chair any finance committee, assist in the preparation of the financial records and budget, and if need be, help develop fund raising plans and make information available to Board members and public and governmental authorities as required by law.

Section 8. When vacancies on the Board exist, recommendations for new members may be received from present Board members and presented to the President and Recording Secretary. Such recommendations shall be given to the Executive Committee for their consideration. After the Executive Board reviews and upon their recommendation, nominees shall be voted on at a Board of Directors meeting.

Section 9. Resignations from the Board of Directors must be in writing and received by the Corresponding Secretary. A Board member shall be dropped for excess absences from the Board if she/he has three unexcused absences from Board meetings in any twelve month period. A Board member may be removed for other reasons by no less than two-third vote by a majority vote from the remaining members.

Section 10. Special meetings of the Board of Directors shall be called upon the request of the President or one-third of total Board of Directors members. Notices of special meetings shall be provided by the Corresponding Secretary to all members.

Section 11. Emeritus Board members may be appointed by a majority of the elected Board of Directors from past board members whose desire to retire from active Board status but whose advice and expertise would be beneficial to the corporation. An emeritus Board member is encouraged but not required to attend all regular and special meetings of the Board of Directors, and are non-voting members of the Board of Directors.

Section 12. Electronic business may be handled, at the discretion of the President or at the request of one-third (1/3) of the Board of Director members. All Board members must be included in the correspondence and discussion and/or vote, with a majority (51%) votes of required quorum necessary to adopt any recommendation.

ARTICLE V – COMMITTEES

Section 1. Executive Committee shall consist of three (3) directors, appointed by the President to serve with him/her as members of the Executive Committee. Except for the power to amend the Articles of Incorporation and By-Laws, the Executive Committee shall have all the powers and authority of the Board of Directors as granted by the Board during the intervals between meetings of the Board, all subject to the direction and control of the Board of Directors. The Executive Committee shall act as the nomination committee.

Section 2. Finance Committee shall consist of the Treasurer/Financial Officer, as chairman, with the President and Recording Secretary serving as committee members. The Board must approve the budget, and all expenditures of PALS, Rescue, Inc. Expenditures must be consistent with the approved budget. The Board must approve any substantial change in the budget. The corporation's fiscal year shall be coincident with the calendar year. The Annual Report must be submitted to the Board showing income, expenditures, and pending or anticipated income. The financial records of PALS Rescue, Inc. shall be available to the general membership, Board members, and the public.

Section 3. Fundraising Committee shall consist of the Vice-President, as Chairman, with all Board of Directors members serving on the committee. This committee shall devote 100% of their time in raising funds through special events, promotions, and assist with membership drives. This group will recruit volunteers to work on fund raising events as well as apply for grants. The fundraising committee will elect a Vice President to serve as a member of the board of directors and the Executive committee. A person will be elected or designated as a recorder to keep minutes of the activities and a treasurer to make deposits and furnish complete records to the board Finance Director.

Section 4. Public Relations Committee shall be appointed by the President. The Committee for Public Relations and Membership, may be a Board of Directors member or an appointed volunteer. The chair of this committee will be serve as a Vice President and serve on the Board and Executive Committee. The responsibility of this committee is to promote the events of the organization to the membership, press, radio, television.

Section 5. The Committee for Shelter Operations, Volunteers, and Animal Rescue will work with the Executive Director/Shelter Manager of the shelter to insure proper manpower is always available for full-time operation of the shelter. The chairman of this committee serves as a Vice President and serve on the Board of Directors and the Executive Committee.

Section 6. The Board of Directors may as it sees fit, create other committees. The Chair of these Committees will be named as a Vice President and serve on the Board and the Executive Committee. Any committee that receives funds shall maintain a recorder and treasurer.

Section 7. The Chair/Vice Presidents will be chosen from any person who is known to be of integrity and good reputation who is interested in the objectives of PALS. Members are required to be current in all dues to serve on any committee or vote.

ARTICLE VI – MISCELLANEOUS

Section 1. The Executive Director/Shelter Manager shall not be a voting member of the Board of Directors.

Section 2. The composition of the Board of Directors will be as follows: One member appointed from each of the cities of Summit, McComb, Magnolia, Osyka, and surrounding areas. The Vice Presidents of Finance, Fund Raising, Public Relations and Membership, Shelter Operations, and/or other committees established by the Board, will each serve on the Board of Directors. The remaining six seats on the Board of Directors will be filled by members of the public that are also members in good standing with PALS.

Section 3. The Board of Directors has the authority to bestow honorary memberships upon deserving individuals.

Section 4. PALS Rescue, Inc., a Mississippi nonprofit corporation located in Pike County, Mississippi, may accept donations through all sources, as allowed by IRS Rules and Regulations for 501c3 corporations and regulations as determined by the State of Mississippi. Any donated assets will be placed in the PALS Rescue, Inc. Reserve bank account with Pike National Bank.

Furthermore, PALS Rescue, Inc., may, at any time, refuse any gift, at the discretion of the Board of Directors.

Section 5. The corporation shall not issue any shares of stock and no member shall receive any share of stock, nor shall there be any distributions of dividends or profits among the members, nor shall any part of net earnings of the corporation inure to the benefit of any member.

ARTICLE VII – AMMENDMENTS

Section 1. These Bylaws may be amended when determined necessary by a two thirds majority of the Board of Directors. Proposed amendments must be submitted in writing to the Corresponding Secretary and included with regular Board of Directors announcements.

These bylaws were approved at a regular meeting of members and officers of Pike Animal League and Shelter, Inc. on June 10, 2002 and originally adopted by PALS Rescue, Inc. on July 15, 2006.

Revised January 1, 2013

Revised October 4, 2018

Revised April 2020