

BYLAWS OF THE FRIENDS OF SCREVEN COUNTY ANIMALS

Article I Purpose and Policy

Section I. The name of the organization shall be the Friends of Screven County Animals (FOSCA).

Section II. It is the mission of the Friends of Screven County Animals (FOSCA) to provide no-kill solutions to reduce the number of homeless cats and dogs through education, rehabilitation and re-homing.

Section III: FISCAL YEAR: The fiscal year for the organization shall be May 1 through April 30.

Article II Headquarters and Branches

REGISTERED OFFICE: The principle office and headquarters of the Friends of Screven County Animals (FOSCA) shall be 634 West Ogeechee Street Sylvania, Screven County, Georgia. The mailing address is P.O. Box 98 Sylvania, Georgia.

Article III Members

Section I. Members are not required to reside in Screven County. Individuals eligible for membership shall not engage in commercial exploitation of animals. No person convicted of cruelty or neglect to animals or who engages or has engaged in blood sports involving animals may be a member. Membership must be paid when due.

Section II. The Executive Board of Directors may reject any application or expel any members at any time for reasonable cause.

Section III. *Members:* Any eligible individual shall become a member in good standing of the Friends of Screven County Animals by paying the membership fee, and agreeing to abide by the bylaws and practices of the organization. Active members have voting rights provided that their FOSCA membership fees have been paid for the current year. Voting members shall be 18 years of age or older.

Section IV. *Membership Termination:* Membership in the organization shall cease upon failure to pay the membership dues, change in eligibility status, resignation, or failure to abide by the bylaws, policies and rules herein

established as determined by act of the Executive Committee. Membership fees shall not be refundable.

Article IV Meetings

Section I. *Annual meeting:* The annual meeting of the general membership of the organization for the purpose of electing the Executive Board and for the transaction of other business authorized to be transacted by the members shall be the last Monday of April.

Section II. *Regular meeting:* Regular meetings of the general membership of the organization will be held the last Monday of each month.

Section III. *Special Meetings* of the membership may be called at any time by the Executive Board or by any 25 members qualified to vote, upon their filing with the secretary a written request of the meeting stating the purpose or purposes of the proposed meeting. Special meetings for which written request is made shall be held not less than 30 days nor more than 60 days after the filing of the request, at a time and place that the president shall designate.

Section IV. *Notice of Meeting:* Advance notice of special, regular, or annual meeting of members shall be given members by the secretary or, in his or her absence by another officer. All such notices shall be sent by mail or by email at least 10 days in advance of the date set for the meeting, to the last known mailing or email address of each member of record at the time the notice is sent and only such members as are in good standing shall be entitle to notice and to vote at such a meeting. The Executive Board Meeting will be held monthly as called by the president.

Section V. *Nominating Committee:* On the odd years at the February Board meeting the President will appoint a nominating committee of three (3) with two (2) alternates (total five (5)) with one member designed to serve as Chairman of the Nominating Committee. The Chairman of the Nominating Committee will notify the secretary of the proposed slate of officers, the secretary shall, at least 30 days before the annual meeting, notify the members of the nominations by mail and/or email to the members at their last known address of each member on record at the time the notice is sent. Members in good standing may also nominate one candidate, also in good standing, for an office by written petition to be filed with the secretary at least 15 days before the annual meeting, and the secretary shall at least 10 days before the annual meeting give notice of these nominations in the same manner as is prescribed for nominations by the nominating committee.

Section VI: *Quorum:* At a general meeting of the organization, at least ten per cent (10%) of the members from the general membership and a majority of the

Board of Directors shall constitute a quorum and have authority to transact properly submitted business which may come before the meeting. Vote by proxy will not be permitted.

Article V Executive Board

Section I. Subject to the limitations of these bylaws and the laws of the State of Georgia, the affairs for the organization shall be managed by the Executive Board and such committees as approved and empowered by the Executive Board.

Section II. *Qualifications:* Only active members in good standing are eligible for leadership positions including officers, members at large, and committee chairman. Members in good standing are defined as those having a paid membership in the Friends of Screven County Animals (FOSCA), are not employed by or receiving payment for services from a humane society, do not derive livelihood or any significant income from the commercial exploitation of animals, have not been convicted of cruelty or neglect to animals, and have not engaged in blood sport involving animals.

Section III. *Election:* At each annual meeting, the organization shall elect by majority vote a person to fill each office designated by the Board.

Section IV. There shall be five (5) officers, two (2) members at large and ten (10) committee chairmen.

Section V. Members of the Executive Committee shall serve a term of two (2) years.

Section VI. *Resignation:* Any member of the Executive Committee may resign by submitting a written notice to the President or to the Executive Committee, which shall be effective immediately.

Section VII. *Removal from office:* Any Executive Committee member may be removed with cause upon affirmative vote of five (5) members of the Executive Committee.

Section VIII. In case any officer shall by death, resignation, removal from office, incapacity to act or otherwise, cease to fill their position during his or her term, his or her successor shall be chosen by the Executive Committee to serve until the next annual meeting of the members.

Section IX. *Special meetings of the Executive Committee:* Special meetings of the Executive Committee may be called by the President or by the secretary when requested to do so by any three members of the Executive Committee.

Section X. A majority of the members of the Executive Committee shall constitute a quorum.

Section XI. If any member of the Executive Committee shall be absent from three regular meetings of the Executive Committee, he or she shall be deemed to have resigned from office, and the vacancy so caused shall be filled as here in provided for the filling of vacancies in Article IV Section VI.

Section XII. Except, as otherwise prescribed in these bylaws, decisions at any meeting of the Executive Committee shall be by majority vote of those present and voting. Each Executive Committee member shall have one vote, and no voting by proxy shall be permitted.

Section XIII. Executive Committee, as such, and members of committee, shall be classed as volunteers and shall not receive any salaries or fees for their services nor be reimbursed for any expenses incurred in fulfilling their duties.

Article VI Officers

Section I. At each annual meeting the membership shall elect a President, a First Vice President, a Second Vice President, a Secretary, and a Treasurer by the majority vote of the members present and voting. All officers shall hold their respective office until their successors are elected.

Section II. Whenever a vacancy shall occur in any office of the organization by death, resignation, or otherwise, the vacancy shall be filled in the following order, First Vice President shall move to President, Second Vice President shall move to First Vice President. All other officers will be filled upon recommendation by the Executive Committee.

Section III. *President:* Duties of the President

The President will preside and conduct all Executive and regular meetings of the organization. The President will serve as chairman of the Executive Committee. The President will see that all orders and resolutions of the Board are carried out. To appoint two members at large, all standing and special committees and will serve as ex-officio members for all committees, without vote with the exception of a tie breaker. To call special meetings of the Executive Committee when necessary. To have overall responsibility in directing and coordinating the activities of the Organization in accordance with the bylaws. To deliver at the annual membership meeting a comprehensive report of the activities of the organization to date. To train the First Vice President for the position. The president will foster connections in the community and coordinate connections with large donators.

Section IV. *First Vice President:*

Duties of the First Vice President

To fulfill all duties of the President during his/her temporary absence. To assist the President in areas designed by the President. To serve as a member of the Executive Committee. To train the next person in line for the position. To serve as a liaison between the organization, the county and the county's animal shelter.

Section V. *Second Vice President:*

Duties of the Second Vice President

To fulfill all the duties of the First Vice President during his/her temporary absence. To serve as a member of the Executive Committee.

Section VI. *Secretary:*

Duties of the Secretary

To serve as a member of the Executive Committee. To keep records and preserve the minutes of the Organization and Executive Committee. Maintain a set of minutes on the shelter property and one offsite. Notify members of all annual, regular, board and special meetings. The secretary shall cause the minutes of all board and regular minutes to be published in a form which shall be available, upon request to all members. The secretary will work with the volunteer coordinator and website coordinator to oversee the updating of the mailing list and membership list. The secretary will work with the President and committee chairman to oversee the sending out of thank you notes for adoptions and donations. To have the ability to use word processing software and have skills in writing and record keeping. To provide the website chairman information to post of upcoming meetings.

Section VII. *Treasurer:*

Duties of the Treasurer

To serve as a member of the Executive Committee. To serve as chairman of the Finance Committee. To provide a financial report to the Executive Committee and general membership at each meeting. The treasurer will provide an annual report. To oversee the deposit and account for all funds and receivables. To pay all bills prior to the due dates. To sign with the President any financial documents(s) on behalf of the organization. To provide guidance in the preparation of the annual budget.

Section VIII. *Members At Large*

Duties of Members at Large: Two members will be appointed by the President to serve on the FOSCA Executive Committee.

**ARTICLE VII
COMMITTEE CHAIRMANS**

Section I. *Fundraising Chairman*

Duties of the Fundraising Chairman

The Fundraising Coordinator will oversee coordination and planning of fundraisers, attend fundraisers or appoint a board member to attend, work with the President and Membership chairman to recruit volunteers to help with fundraisers and provide strategic guidance for fundraising. The Fundraising Chairman will serve as a member of the Executive Committee.

Section II. *Shelter Coordinator*

Duties of the Shelter Chairman

The Shelter Chairman will oversee the management of the FOSCA shelter to ensure that animals housed at the shelter are kept in a clean and humane facility. The Shelter Coordinator will develop and keep current guidelines on the running of the shelter and acceptance of animals. The Coordinator will work closely with the Animal Control Officers from Screven County and the City of Sylvania, the Spay and Neuter Chairman, the Foster and Adopt Chairman, the Volunteer Coordinator and the President of FOSCA. All Shelter policies and/or changes in Shelter policies will need to be brought to the Executive Committee for approval. The Shelter Coordinator will serve on the Executive Committee

Section III. *Foster and Adopt Chairman*

Duties of the Foster and Adopt Chairman

The Foster and Adopt Chairman will develop and keep current guidelines on the policies for fostering and adopting pets from the FOSCA shelter. She will work closely with the Shelter Chairman, the Spay and Neuter Chairman, the Volunteer Coordinator, the President of FOSCA and the Screven County Animal Control Officers from Screven County and City of Sylvania and the FOSCA foster parents. All Foster and Adopt policies and/or changes in Adopt/Foster policies will need to be brought to the Executive Committee for approval. The Foster and Adopt Chairman will serve on the Executive Committee.

Section IV. *Spay and Neuter Chairman*

Duties of the Spay and Neuter Chairman

The Spay and Neuter Chairman will develop and keep current guidelines on the policies for spaying and neutering animals FOSCA is fostering. The chairman will work closely with the Shelter Chairman, Foster and Adopt Chairman, FOSCA foster parents and the President of FOSCA. All Spay and Neuter policies and changes in Spay/Neuter policies will need to be brought to the Executive Committee for approval. The Spay and Neuter Chairman will serve on the Executive Committee.

Section V: *Advocacy Chairman*

Duties of the Advocacy Chairman

The Advocacy Chairman will promote FOSCA in the community through program and literatures to community, civic, church, and school groups. The Advocacy Chairman will serve on the Executive Committee.

Section VI: *Membership Chairman*

Duties of the Membership Chairman

The Membership Chairman will work toward increasing membership in FOSCA. The Chairman will work closely with the Advocacy Chairman to make sure the Advocacy Chairman has membership applications to take to programs. The Membership Chairman will provide the Treasurer and Volunteer Coordinator a list of new members, their addresses and phones as they join. The Membership Chairman will conduct membership drives to increase membership in FOSCA. The Membership Chairman will serve on the Executive Committee.

Section VII: *Volunteer Coordinator*

Duties of the Volunteer Coordinator

The Volunteer Coordinator will work with each of the Committee Chairman to see that all FOSCA members have the opportunity to serve on a FOSCA committee of their choice and interest. The Volunteer Coordinator will serve on the Executive Committee.

Section VIII: *Webpage Coordinator*

Duties of the Webpage Coordinator

The Webpage Coordinator will keep the FOSCA webpage updated with information on FOSCA, upcoming events and animals that are in foster care, animals at the FOSCA shelter, animals at the County Pound, and animals that have been adopted or animals that were euthanized. The coordinator will see that the pictures of the animals for the webpage are kept current. The Webpage Coordinator will serve on the Executive Committee.

Section IX: *Publicity Chairman*

Duties of the Publicity Chairman

The Publicity Chairman will work closely with the President and Committee Chairmen of FOSCA to promote any special activities of FOSCA within our community and surrounding area. The chairman will also be responsible for any follow up publicity on our activities. Any cost for promoting the activities will need prior approval by the Executive Committee. The Publicity Chairman will serve on the Executive Committee.

**ARTICLE VIII
AMENDMENTS**

Section I: Amendments – The bylaws may be amended, altered, changed, added to or repealed by affirmative vote of two-thirds (2/3) of the FOSCA paid members at any regular meeting of FOSCA provided that a twenty (20) day notice of such proposed amendment, alteration, change, addition, or repeal has been sent to each member.

ARTICLE IX

Section I. Article I Section II cannot be changed without 100% approval from the members in good standing.

ARTICLE X DISSOLUTION

Section I. The organization may be dissolved by not less than a two-thirds (2/3) majority vote of the members in good standing.

Section II. *Distribution of Funds and Property.* Upon dissolution of the organization, no funds or property shall be distributed to any member or other individuals. All funds after paying or making provision for the payment of all liabilities of the organization will be donated to SNAC (Spay & Neuter Alliance & Clinic) 21 Getsinger Street Ridgeland South Carolina to assist with the spaying and neutering of dogs and cats adopted from the Screven County Animal Control shelter or from FOSCA (Friends of Screven County Animals).

ARTICLE XI LIABILITY LIMITATIONS

Section I: No volunteer officers or chairman shall be personally liable to the Organization or its members for monetary damages for a breach of the officers or chairman fiduciary duties, with the following exceptions: (a) acts of omission not in good faith which involve intentional misconduct or a knowing violation of the law; (b) a transaction from which the officer or chairman received an improper benefit, and/or (c) acts of omission which are grossly negligent.

ARTICLE XII INDEMNIFICATION

Section I. The organization shall indemnify to the extent allowed by the statutes of the State of Georgia any person who was or is a party or is threatened to be made a party to any threatened, pending, or completed action, suit or proceeding, whether civil, criminal, administrative, or investigative, by reason of the fact that the person is or was an officer, volunteer, member, or agent of the organization, or served any other enterprise at the request of the organization. The person to be indemnified must have acted in good faith, and not with intentional misconduct or gross negligence or a knowing violation of the law, and in a manner he/she reasonably believed to be in or not opposed to the best interests of the Organization or its members, and, with respect to any criminal action or proceeding, had not reasonable cause to believe his/her conduct was unlawful.