

BYLAWS OF WESTIE RESCUE MICHIGAN
A MICHIGAN NONPROFIT CORPORATION
12460 Pamela Court
Hartland, Michigan 48353

ARTICLE I
NAME AND PURPOSE

1.01 *Name.* The name of the organization shall be WESTIE RESCUE MICHIGAN.

1.02 *Purpose.* Westie Rescue Michigan is organized as a nonprofit corporation under the laws of the State of Michigan for charitable purposes. Specific goals include:

- A. To provide assistance and care for homeless West Highland White Terriers (WHWTs) specifically in, but not limited to, the lower Peninsula of Michigan;
- B. To have a WHWT foster care program which will foster in homes, provide medical, emotional, and behavioral care, and eventually place in adoptive homes or, in rare instances, to humanely euthanize those dogs who cannot be safely placed or are too ill to find a good quality of life;
- C. To raise funds to provide the medical and other care of foster dogs; these funds may sometimes be used to assist other groups with similar goals or to assist with medical research specifically intended to benefit the breed or to augment existing and newly formed educational programs for the public; or to advocate for the care and well-being of animals;
- D. To, on occasion, provide the same type of care for Westie mixes and rarely, other breeds;
- E. To coordinate with other animal organizations for the same purposes;
- F. To assist in the reunion of found WHWTs with their owners;
- G. To sponsor and conduct special programs and fundraising events;
- H. To educate communities on the proper care of animals;
- I. To advocate for the care and well-being of animals;
- J. To provide education regarding the proper care, maintenance, and treatment of animals; and
- K. To prevent animal cruelty and the abuse of animals.

ARTICLE II
OFFICES

2.01 *Principal Office.* The principal office of the corporation shall be at such place within the state of Michigan as the board of directors may determine from time to time.

2.02 *Other Offices.* The board of directors may establish other offices in or outside the state of Michigan.

ARTICLE III
MEMBERSHIP CORPORATION

3.01 *Eligibility for Membership.* To be eligible for membership in the corporation, an individual must satisfy the following requirements:

**Be a member of the Board of Directors, or
Be an authorized foster home as approved by the Board of Directors, or
Be a volunteer serving in a non-fostering capacity.**

3.02 *Voting.* All memberships in the corporation are non-voting. The only memberships that have a voting interest are those members that are currently serving on the Board of Directors and vote in their capacity of a Director.

3.03 *Authorized Foster Home.* The Board of Directors will approve each authorized foster care membership by majority vote.

3.04 *Membership Dues.* The board of directors shall establish the initial and annual dues for membership in the corporation. The billing and collection of dues shall be in a manner prescribed by the Board of Directors.

3.05 *Termination of Membership.* Membership may be terminated by the Board of Directors on the occurrence of any of the following events:

- (a) Failure to pay dues within 90 days after written notice of payment due.
- (b) Failure to satisfy the requirements of section 3.01 of this article.
- (c) The termination of membership status as an Authorized Foster Home shall be by a majority vote of the Board of Directors or by the Board's acceptance of the Authorized Foster Homes' resignation.

3.06 *Annual Meeting.* The membership shall be permitted to attend the annual meeting of Board of Directors however there shall be no annual meeting of the membership.

3.07 *Special Meetings.* Special meetings of the members may be called by the Board of Directors or by the President. Special meeting may not be called by the membership.

3.08 *Place of Meetings.* All membership meetings shall be held at the corporation's principal office or at any other place determined by the Board of Directors or

President and stated in the notice of the meeting. Meetings may also be held as Conference calls or “Email” meetings.

3.09 *Notice of Meetings.* Except as otherwise provided by statute, written notice of the time, place, and purposes of a membership meeting shall be given not less than 4 days or more than 60 days before the date of the meeting. Notice shall be given either personally, by e-mail, or by mail to each member of record at his or her last address (or e-mail address) as it appears on the books of the corporation. Alternatively, notice may be published in the corporation’s newsletter, provided that the newsletter is published at least not less than 4 days nor more than 60 days before the date of the meeting.

3.10 *List of Members.* The Secretary of the corporation or the agent of the corporation having charge of the membership records of the corporation shall make and keep a complete list of the members.

ARTICLE IV BOARD OF DIRECTORS

4.01 *General Powers.* The powers, duties, and responsibilities of Westie Rescue Michigan shall be vested in the Board of Directors. The Board of Directors shall receive no compensation other than reasonable expenses. All policies and procedures of Westie Rescue Michigan shall be established by majority vote of the Board of Directors. In the case of a tie, the President’s vote shall break the tie. The business, property, and affairs of the corporation shall be managed by the Board of Directors.

4.02 *Number.* There shall be not less than three (3) nor more than four (4) officers on the board as shall be fixed from time to time by the Board of Directors. The Board of Directors shall consist of the Officers of the corporation which shall include at a minimum the President, Secretary and Treasurer. Their duties are set forth in Article VI. There shall be not less than three (3) or more than four (4) non-officer board members in addition to the officers.

4.03 *Tenure.* Directors shall be elected at each annual membership meeting to hold office until the next annual membership meeting and until the director’s successor is elected and qualified, or until the director’s death, resignation, or removal.

4.04 *Resignation.* A director may resign at any time by providing written notice to the corporation. Notice of resignation will be effective on receipt or at a later time designated in the notice. A successor shall be appointed as provided in section 4.06 of the bylaws.

4.05 *Removal.* Any director may be removed with or without cause by a majority vote of the members entitled to vote at an election of directors.

4.06 *Board Vacancies.* A vacancy on the board may be filled with a person selected by the remaining directors of the board, though less than a quorum of the board of directors. Each person so elected shall be a director for a one-year term of office continuing until the next election of directors by the members. Election of new Directors or current Directors to second terms shall be the first items of business at the annual meeting of the corporation. There is no limit to the number of terms an individual may serve.

4.07 *Annual Meeting.* An annual meeting shall be held at a place, date, and time set by the Board of Directors or President.

4.08 *Regular Meetings.* Regular meetings of the board may be held at the place, date, and time as determined by a board resolution or vote without notice other than the resolution or vote.

4.09 *Special Meetings.* Special meetings of the board may be called by the president or any two directors at a place, date, and time as determined by those persons authorized to call special meetings. Notice of the time and place of special meetings shall be given to each director in any manner at least four days before the meeting.

4.10 *Statement of Purpose.* Neither the business to be transacted at, nor the purpose of, any regular or special meeting of the board need be specified in the notice for that meeting.

4.11 *Place of Meetings.* All meetings of the Board of Directors shall be held at any place determined by the Board of Directors or President and stated in the notice of the meeting, resolution, or vote. Meetings may be face to face, telephone conference calls, or Email meetings.

4.12 *Notice of Meetings.* Except as otherwise provided by statute, written notice of the time, place, and purposes of any meeting shall be given not less than 4 days or more than 60 days before the date of the meeting. Notice shall be given either personally, by e-mail, or by mail to each director of record at his or her last address (or e-mail address) as it appears on the books of the corporation. Alternatively, notice may be published in the corporation's newsletter, provided that the newsletter is published at least not less than 4 days nor more than 60 days before the date of the meeting.

4.13 *Waiver of Notice.* The attendance of a director at a board meeting shall constitute a waiver of notice of the meeting, except where a director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. In addition, the director may, but is not required to, submit a signed waiver of notice that shall constitute a waiver of notice of the meeting.

4.14 *Meeting by Telephone or Similar Equipment.* A director may participate in a meeting by conference telephone or any similar communications equipment through which all persons participating in the meeting can hear each other. Participation in a meeting pursuant to this section constitutes presence in person at the meeting.

4.15 *Meeting by Email.* All meetings may also be held by Email, where the Board of Directors each are addressed on each email and are given the opportunity to reply.

4.16 *Quorum.* A majority of the directors then in office constitutes a quorum for the transaction of any business at any meeting of the board. Actions voted on by a majority of directors present at a meeting where a quorum is present shall constitute authorized actions of the board. However, quorum shall not be less than three (3) directors.

4.17 *Consent to Corporate Actions.* Any action required or permitted to be taken pursuant to board authorization may be taken without a meeting if, before or after the action, a majority of the director's consent to the action in writing. Written consents shall be filed with the minutes of the board's proceeds.

ARTICLE V COMMITTEES

5.01 *General Powers.* The board, by resolution adopted by a vote of a majority of its directors, may designate one or more committees. The board may also designate one or more directors as alternate committee members who may replace an absent or disqualified member at a committee meeting. The President shall appoint all chairperson(s) of each committee. The President shall also serve as an ex-officio member of each committee. If a committee member is absent or disqualified from voting, members present at a meeting who are not disqualified from voting may, whether or not they constitute a quorum, unanimously appoint an alternate committee member to act at the committee meeting in place of the absent or disqualified member. All committees designated by the board shall serve at the pleasure of the board.

A committee designated by the board may exercise any powers of the board in managing the corporation's business and affairs to the extent provided by resolution of the board. However, no committee shall have the power to

- (a) Amend the articles of incorporation;
 - (b) Adopt an agreement of merger or consolidation;
 - (c) Amend the bylaws of the corporation;
 - (d) Fill vacancies on the board;
 - (e) Fix compensation of the directors for serving on the board or on a committee;
- or

(f) Terminate memberships.

5.02 *Meetings.* Committees shall meet as directed by the board, and their meetings shall be governed by the rules provided in article IV for meetings of the board. Minutes shall be recorded at each committee meeting and shall be presented to the board.

5.03 *Consent to Committee Actions.* Any action required or permitted to be taken pursuant to authorization of a committee may be taken without a meeting if, before or after the action, all members of the committee consent to the action in writing. Written consents shall be filed with the minutes of the committee's proceedings.

5.04 *Finance Committee.* The Treasurer is the chair of the Finance Committee, which includes the other Board of Directors. The Finance Committee is responsible for following policies and procedures as set forth by the board, including but not limited to, developing and reviewing financial procedure. Any non-medical expense over \$200.00 and medical expense over \$1,000 must be approved by board vote in advance of the expenditure except in emergency, life-threatening situations where a single board member may give approval. Annual reports are required to be submitted to the board showing income and expenditures. The financial records of the corporation are public information and shall be made available to the board of directors, membership, and public upon request.

ARTICLE VI OFFICERS

6.01 *Number.* The officers of the corporation shall be appointed by the board. The officers shall consist of at least a president, a secretary, and a treasurer. There may also be a vice president, or other such officers as the board deems appropriate, however nothing shall require the creation of these positions. Each officer and board member shall have one (1) vote.

6.02 *Term of Office.* Each officer shall hold office for a one-year term and until a successor is appointed and qualified. An officer may resign at any time by providing written notice to the corporation. Notice of resignation is effective on receipt or at a later time designated in the notice.

6.03 *Removal.* An officer appointed by the board may be removed with or without cause by vote of a majority of the board. The removal shall be without prejudice to the person's contract rights, if any. Appointment to an office does not of itself create contract rights.

6.04 *Vacancies.* A vacancy in any office for any reason may be filled by the board.

6.05 *President*. The president shall be the chief executive officer of the corporation and shall have authority over the general control and management of the business and affairs of the corporation. The president shall have power to appoint or discharge employees, agents, or independent contractors, to determine their duties, and to fix their compensation. The president shall have the power to make day-to-day decisions for the corporation in executing the policies and procedures set forth for the corporation. The president shall sign all corporate documents and agreements on behalf of the corporation, unless the president or the board instructs that the signing be done with or by some other officer, agent, or employee. The president shall see that all actions taken by the board are executed and shall perform all other duties incident to the office. This is subject, however, to the president's right and the right of the board to delegate any specific power to any other officer of the corporation. The president shall convene and preside over all meetings of the board, shall appoint all committee chairpersons, and shall be an ex-officio member of all committees with the exception of the nominating committee, should one be formed.

6.06 *Vice President*. The vice president, if any, shall have the power to perform duties that may be assigned by the president or the board. If the president is absent or unable to perform his or her duties, the vice president shall perform the president's duties until the board directs otherwise. The vice president shall perform all duties incident to the office.

6.07 *Secretary*. The secretary shall (a) keep minutes of board meetings; (b) be responsible for providing notice to each director or member as required by law, the articles of incorporation, or these bylaws; (c) be the custodian of corporate records; (d) keep a register of the names and addresses of each officer, director and member; and (e) perform all duties incident to the office and other duties assigned by the president or the board.

6.08 *Treasurer*. The treasurer shall (a) have charge and custody over corporate funds and securities; (b) keep accurate books and records of corporate receipts and disbursements; (c) deposit all moneys and securities received by the corporation at such depositories in the corporation's name that may be designated by the board; (d) complete all required corporate filings; and (e) perform all duties incident to the office and other duties assigned by the president or the board. The Treasurer may delegate some or all of these duties to other person(s) upon approval of the board of directors but is responsible for their conduct. The Treasurer shall make a report at each board meeting and make financial information available to the officers, directors, members, and public.

ARTICLE VII CORPORATE DOCUMENT PROCEDURE

7.01 *Corporate Documents.* No corporate documents (including stocks, bonds, agreements, insurance and annuity contracts, qualified and nonqualified deferred compensation plans, checks, notes, disbursements, loans, and other debt obligations) shall be signed by any officer, designated agent, or attorney-in-fact unless authorized by the board of directors or by these bylaws.

ARTICLE VII INDEMNIFICATION

8.01 *Non-derivative Actions.* Subject to all of the other provisions of this article, the corporation shall indemnify 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. This includes any civil, criminal, administrative, or investigative proceeding, whether formal or informal (other than an action by or in the right of the corporation). Such indemnification shall apply only to a person who was or is a director or officer of the corporation, or who was or is serving at the request of the corporation as a director, officer, partner, trustee, employee, or agent of another foreign or domestic corporation, partnership, joint venture, trust or other enterprise, whether for profit or not for profit. The person shall be indemnified and held harmless against expenses (including attorney fees), judgments, penalties, fines, and amounts paid in settlement actually and reasonably incurred by him or her in connection with such action, suit, or proceeding, if the person acted in good faith and in a manner he or she reasonably believed to be in or not opposed to the best interests of the corporation or its members. With respect to any criminal action or proceeding, the person must have had no reasonable cause to believe his or her conduct was unlawful. The termination of any action, suit, or proceeding by judgment, order, settlement, conviction, or on a plea of *nolo contendere* or its equivalent, shall not by itself create a presumption that (a) the person did not act in good faith and in a manner that the person reasonably believed to be in or not opposed to the best interests of the corporation or its members or (b) with respect to any criminal action or proceeding, the person had reasonable cause to believe that his or her conduct was unlawful.

8.02 *Derivative Actions.* Subject to all of the provisions of this article, the corporation shall indemnify any person who was or is a party to, or is threatened to be made a party to, any threatened, pending, or completed action or suit by or in the right of the corporation to procure a judgment in its favor because (a) the person was or is a director or officer of the corporation or (b) the person was or is serving at the request of the corporation as a director, officer, partner, trustee, employee, or agent of another foreign or domestic corporation, partnership, joint venture, trust, or other enterprise, whether or not for profit. The person shall be indemnified and held harmless against expenses (including actual and reasonable attorney fees) and amounts paid in settlement incurred by the person in connection with the action or suit if the person acted in good faith and in a manner the person reasonably believed to be in or not opposed to the best interests of the corporation or its members. However, indemnification shall not be made for any claim, issue, or matter in which the person

has been found liable to the corporation unless and only to the extent that the court in which the action or suit was brought has determined on application that, despite the adjudication of liability but in view of all circumstances of the case, the person is fairly and reasonably entitled to indemnification for the expenses that the court considers proper.

8.03 *Expenses of Successful Defense.* To the extent that a person has been successful on the merits or otherwise in defense of any action, suit, or proceeding referred to in sections 7.01 or 7.02 of this article, or in defense of any claim, issue, or matter in the action, suit, or proceeding, the person shall be indemnified against expenses (including actual and reasonable attorney fees) incurred in connection with the action and in any proceeding brought to enforce the mandatory indemnification provided by this article.

8.04 *Contract Right; Limitation on Indemnity.* The right to indemnification conferred in this article shall be a contract right and shall apply to services of a director or officer as an employee or agent of the corporation as well as in such person's capacity as a director or officer. Except as provided in section 7.03 of this article, the corporation shall have no obligations under this article to indemnify any person in connection with any proceeding, or part thereof, initiated by such person without authorization by the board.

8.05 *Determination That Indemnification Is Proper.* Any indemnification under sections 7.01 or 7.02 of this article (unless ordered by a court) shall be made by the corporation only as authorized in the specific case. The corporation must determine that indemnification of the person is proper in the circumstances because the person has met the applicable standard of conduct set forth in sections 7.01 or 7.02, whichever is applicable. The determination shall be made in any of the following ways:

- (a) By a majority vote of a quorum of the board consisting of directors who were not parties to such action, suit, or proceeding.
- (b) If the quorum described in clause (a) above is not obtainable, by a committee of directors who are not parties to the action. The committee shall consist of not less than two disinterested directors.
- (c) By independent legal counsel in a written opinion.
- (d) By the members.

8.06 *Proportionate Indemnity.* If a person is entitled to indemnification under sections 8.01 or 8.02 of this article for a portion of expenses, including attorney fees, judgments, penalties, fines, and amounts paid in settlement, but not for the total amount, the corporation shall indemnify the person for the portion of the expenses,

judgments, penalties, fines, or amounts paid in settlement for which the person is entitled to be indemnified.

8.07 *Expense Advance.* Expenses incurred in defending a civil or criminal action, suit, or proceeding described in sections 8.01 or 8.02 of this article may be paid by the corporation in advance of the final disposition of the action, suit, or proceeding on receipt of an undertaking by or on behalf of the person involved to repay the expenses, if it is ultimately determined that the person is not entitled to be indemnified by the corporation. The undertaking shall be an unlimited general obligation of the person on whose behalf advances are made, but it need not be secured.

8.08 *Non-exclusivity of Rights.* The indemnification or advancement of expenses provided under this article is not exclusive of other rights to which a person seeking indemnification or advancement of expenses may be entitled under a contractual arrangement with the corporation. However, the total amount of expenses advanced or indemnified from all sources combined shall not exceed the amount of actual expenses incurred by the person seeking indemnification or advancement of expenses.

8.09 *Indemnification of Employees and Agents of the Corporation.* The corporation may, to the extent authorized from time to time by the board, grant rights to indemnification and to the advancement of expenses to any employee or agent of the corporation to the fullest extent of the provisions of this article with respect to the indemnification and advancement of expenses of directors and officers of the corporation.

8.10 *Former Directors and Officers.* The indemnification provided in this article continues for a person who has ceased to be a director or officer and shall inure to the benefit of the heirs, executors, and administrators of that person.

8.11 *Insurance.* The corporation may purchase and maintain insurance on behalf of any person who (a) was or is a director, officer, employee, or agent of the corporation or (b) was or is serving at the request of the corporation as a director, officer, employee, or agent of another corporation, partnership, joint venture, trust, or other enterprise. The insurance may protect against any liability asserted against the person and incurred by him or her in any such capacity or arising out of his or her status as such, whether or not the corporation would have power to indemnify against liability under this article or the laws of the state of Michigan.

8.12 *Changes in Michigan Law.* If there are any changes in the Michigan statutory provisions applicable to the corporation and relating to the subject matter of this article, the indemnification to which any person shall be entitled shall be determined by the changed provisions, but only to the extent that the change permits the corporation to provide broader indemnification rights than the provisions permitted the corporation to provide before the change.

ARTICLE IX
COMPENSATION

9.01 *Compensation.* No person shall receive compensation for services rendered to the corporation as an officer, director, foster home, or volunteer. However, individuals may receive reimbursement for reasonable expenses.

ARTICLE X
FISCAL YEAR

10.01 *Fiscal Year.* The fiscal year of the corporation shall end on **July 31**.

ARTICLE XI
AMENDMENTS

11.01 *Amendments.* The board of directors at any regular or special meeting may amend or repeal these bylaws, or adopt new bylaws by vote of a majority of the directors, if notice setting forth the terms of the proposal has been given in accordance with any notice requirement for the meeting of the board, however notice shall be given at least fourteen (14) days prior to such meeting where a vote is to take place.

ARTICLE XII
DISSOLUTION

12.01 *Dissolution.* The corporation may be dissolved at any time by the written consent of not less than two-thirds (2/3) of the voting Directors in good standing. In the event of the dissolution of the corporation, other than for the purpose of reorganization, whether voluntary or involuntary or by operation of law, none of the property of the corporation nor any proceeds thereof nor any assets of the corporation shall be distributed to any members of the corporation but after payment of the debts of the corporation, its property and assets shall be given to a non-profit organization for the benefit of dogs selected by the Board of Directors.