



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 purpose of the National Animal Care & Control Association is to engage in the charitable education of animal care and control personnel through the development of specialized training programs, to standardize laws and methodologies of operation, to serve as a liaison with other professional groups in accordance with the statutes of the State of Kansas, and the ordinances of Olathe, Kansas, 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. AFFILIATED PARTNERSHIPS

Affiliated Partners are a core group of professional organizations that operate independently but collaborate on a variety of levels with NACA for the purpose of building a long-term, mutually beneficial relationship. Affiliated Partnerships carry certain NACA benefits as set by the NACA Board of Directors but do not have voting rights.

Section 1. Classification and Rights

A. Affiliated State Association Partnership is limited to any state or regional association, recognized as tax-exempt pursuant to IRC Section 501(c) (3), 501(c)(4), or duly incorporated under the laws of the state of operation for purposes consistent with NACA's charitable purposes.

An Affiliated State Association Partnership includes a variety of benefits as determined by the NACA Board of Directors, including the ability to offer their own State Association members an individual NACA membership with full rights and benefits at a discounted rate, as set by the NACA Board of Directors. Said discounted rate is only available to the members of Affiliated State Association Partners in good standing whose annual dues have been paid in full.

B. Affiliated Agency Partnership is available for any municipal, county or state animal care and control department, or any non-profit organization with the authority to perform the duties of animal



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care and/or control within a given jurisdiction.

C. Affiliated Corporate Partnership is available for any organization that is a for-profit business and whose purposes are consistent with NACA's charitable purposes.

D. Affiliated Partnerships will expire on December 31 of each year and must be renewed by January 1 of the following year. Annual dues for each type and/or tier of Affiliated Partnership will be posted on the NACA website.

E. The Board of Directors may from time to time establish other Affiliated Partnership classifications.

Section 2. Application

Application for Affiliated Partnership 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 Affiliated Partnership class after they are so notified by NACA.

ARTICLE III. MEMBERSHIP

Section 1. Qualifications

Any individual interested in the profession of animal care and control may become a member of NACA, providing the conditions set forth in these bylaws and in Board policies are met. Members of any current NACA Affiliated State Association Partner in good standing are qualified to receive a discounted Individual Membership with full rights, benefits and privileges.

Section 2. Classification and Rights

- A. Individual 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.
- B. Honorary Membership is for persons whom NACA recognizes for outstanding service to NACA. 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 membership present and voting bestows Honorary Membership. Honorary members shall be exempt from dues, but do not have voting rights.
- C. Memberships will expire on December 31 of each year and must be renewed by January 1 of the following year.
- D. 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.



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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 period 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. Discounted membership dues are only available to members of NACA Affiliated State Association Partners when those Partnerships are current and in good standing. 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 IV. MEMBER MEETINGS

Section 1. Annual Meeting.

An annual member 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, 70% (seventy percent) of the Board of Directors shall 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, although 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.



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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 V 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 implementation of 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. No two Directors may be affiliated with the same agency.

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.

B. Terms. Directors serve staggered terms of three years with approximately one-third of the Directors elected each year. There shall be no term limits for the Board of Directors.

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.



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Section 7. Removal

Board members may be removed from the Board of Directors for missing two board meetings in a twelve-month period without excused absence, for actions detrimental or damaging, or for conduct resulting in 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 70% (seventy 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 through the use of 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 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 also fails to demand that action not be taken without a meeting.

ARTICLE VI. 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



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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 VII. 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.

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



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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 VIII. 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 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 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.

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.

Motion: To approve the NACA bylaw revisions as presented by the Board.

Motion: Dan DeSousa of California

Second: Mike Slusarczyk of Oregon

No discussion.

Motion Passed by unanimous vote at the Annual Business Meeting of the Membership, October 20, 2017.

Signed this 17th day of November, 2017.

Robert C. Leinberger, Jr. President