



The Animal Welfare Society  
of  
Camden County  
**BYLAWS**



**ARTICLE I. NAME, PURPOSE, GOALS, AND STRUCTURE**

- A. Name.** The name of the Organization shall be Animal Welfare Society of Camden County, Inc., also known as AWSCC. The alternate name of the Organization shall be Camden County Animal Shelter, also known as CCAS.
- B. Purpose.** Animal Welfare Society of Camden County (AWSCC) is organized exclusively for charitable purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code. The Corporation's mission is dedicated to protecting the welfare of all animals in Camden County, and more specifically, those impounded at Camden County Animal Shelter in Blackwood, NJ. The Corporation shall focus its attention on addressing the areas in which impounded animals may experience the most intense suffering for the longest periods of time: lack of proper and immediate veterinary care, requirement of appropriate housing and sustenance, and need for psychological and physical activity. The Corporation is also dedicated to assisting animal control personnel, providing humane education to the entire community, seeking suitable and caring homes for impounded animals, reuniting lost pets with their owners, reducing pet overpopulation by promoting and performing spay/neuter services, promoting proper care and treatment of all animals, guarding the public from animals roaming at large and the spread of disease, and spaying/neutering each impounded animal prior to adoption.
- C. Structure.** AWSCC is a duly filed charitable corporation in the State of New Jersey. AWSCC is deemed tax exempt by the Internal Revenue Service under section 501(c)(3) of the Internal Revenue Code, and a public charity under sections 509(a)(1) and 170(b)(1)(A)(vi).

**ARTICLE II. BOARD OF DIRECTORS MEMBERSHIP**

- A. Commitment.** Members of the Board of Directors owe the members, employees, and volunteers of the Organization their commitment of obedience, care and loyalty. A Board Member is expected to obey the central purposes of his/her Organization, and to use these purposes to guide in decision-making. Board Members are expected to exercise care in all their dealings concerning the Organization and the welfare of its members, employees, volunteers, and animals. Board Members are expected to be loyal, always putting the interests of the Corporation before their own personal interests.
- B. Responsibilities.** The Board of Directors exercises all the powers and authority granted to the Corporation by law and is responsible for ensuring all federal, state, and local laws are followed by the Corporation along with the laws of this document. The Board is responsible for the overall policy and direction of the Corporation, and delegates responsibility for day-to-day operations to the managers of the Organization. The Board will be involved with the planning and implementing of the budget to ensure the financial stability of the Organization, and will be required to oversee that the budget is upheld and adjusted when necessary. If at any time the Board may deem it necessary to assist in the management of the shelter, it is the Board's right and obligation to do so with the approval of the majority of the Board Members.
- C. Duties.** Regular duties of Board Members include attending board meetings, being prepared and ready to contribute, making and standing by commitments to actively participate in committee work, being involved in fundraising, volunteering for assignments and completing them in a thorough and timely manner, building relationships that will further the Organization towards its goals, and ALWAYS setting a positive example. Board Members are representatives of the Corporation and must at all times present themselves with professionalism and decorum.



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- D. Management Role.** It is the responsibility of the Board to hire the shelter managers there may be, review management performance, instruct the managers to implement the policies and procedures the Board may adopt (in addition to those already adopted), and make the decisions regarding shelter management that it deems to be in the best interest of the Organization. The hiring of non-management personnel at the shelter shall be the responsibility of the executive director, who shall advertise positions, interview candidates, and make the selection of persons to be hired, subject to review and approval by the Board. No hires may be made without certification of the availability of funds in the budget for such a hire. The Board reserves the right to dismiss volunteers and/or paid employees, including managers, if for any reason, it may deem it necessary for the good of the Corporation. A manager may dismiss a staff person for budgetary reasons or with just cause, and may dismiss a volunteer with just cause.
- E. Eligibility.** Potential Board Members must serve on a committee before they may be nominated for the Board of Directors. Once a potential Board Member serves on a committee for a term not less than three months, a current Board Member may nominate the potential Board Member to be a part of the Board of Directors. A potential Board Member's eligibility is also based on the Corporation's Conflict of Interest Policy that is appended at the end of this document.
- F. Nominations and Elections.** The nominations and elections of new Board Members, and elections of current Board Members to additional terms, shall occur as the first item of business at a regular or special Board meeting. New Board Members may be nominated by current Board Members, and shall be elected by a majority vote of the current Board Members. Current Board Members may be re-nominated by other current Board Members, and elected to an additional term by a majority vote of the other current Board Members. Nominations should be discussed prior to being made and without the nominee present. A brief, closed discussion may be held prior to the start of a Board meeting, or communications may be had via telephone, e-mail, or in person. If a majority of the Board is not in agreement in favor of the nomination, the nomination shall be postponed or discontinued.
- G. Size.** The Board of Directors shall have up to fifteen members and not fewer than three members.
- H. Rights of Membership.** All members of the Board of Directors and their rights are equal. Members of the Board of Directors have the right to vote. Additional rights include attending meetings, making motions and speaking in debate, making nominations, voting, and holding office. The only rights that prevail over the rights of individual Board Members are the rights of the Organization as a whole.
- I. Dues.** Dues are paid quarterly at the regular Board meeting of the first month of the quarter. The quarters are January 1<sup>st</sup> through March 30<sup>th</sup>, April 1<sup>st</sup> through June 30<sup>th</sup>, July 1<sup>st</sup> through September 30<sup>th</sup>, and October 1<sup>st</sup> through December 31<sup>st</sup>. The established amount of dues as of January 1<sup>st</sup>, 2008 is \$40 per member per quarter. This amount is subject to review and increase based on Board expenses such as Director's and Officer's Insurance. If a new Board Member is elected less than halfway through a quarter, he/she is responsible for that quarter's dues. If a new Board Member is elected more than halfway through a quarter, he/she is not responsible for dues until the next quarter starts.
- J. Attendance.** Attendance is required at each regular Board meeting. A Board Member is considered present at a Board meeting through attendance in person or via phone for the majority of the meeting. Three unexcused absences in a one year term shall result in termination of membership. Three excused absences in a one year term shall result in review by the Board. The President shall determine if an absence is excused or unexcused, but if the Board does not agree with the President's decision, a vote may be taken.



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- K. Term Length.** All Board Members shall serve one year terms, and shall then be eligible for re-election.
- L. Compensation.** The Board receives no compensation from the Corporation for its services other than reimbursement of reasonable expenses incurred in furtherance of the Corporation's business, supported by documentation and prior approval of the Board, the Executive Committee, or the President.
- M. Termination of Membership.** The Board of Directors, by an affirmative vote of two-thirds of the entire Board of Directors, may terminate the membership of any Board Member who is not complying with the attendance policy, not fulfilling his/her commitments and duties to the Organization, not paying dues, and/or acting in a manner contrary to the Corporation's mission. Dues will not be refunded.
- N. Resignation.** A Board Member may resign by filing a written resignation with the Secretary or President. Dues will not be refunded.

**ARTICLE III. OFFICERS OF THE BOARD OF DIRECTORS**

- A. Board Officers and Duties.** There shall be at least two officers of the Corporation that must include the President and Vice-President. Additional optional officers of the Corporation include the Treasurer, Secretary, and Committee Coordinators. Vacancies in optional officer positions may be filled by committees. The duties of the afore mentioned officers include but are not limited to:
- 1. Chair.** The Chair shall convene and preside over Board meetings, with responsibilities including following the agenda, assigning the floor by calling on members of the Board and public to speak, being an impartial mediator, keeping the conversation on point, and calling motions to a vote. The President shall serve as the Chair of the Corporation, and if the President is unavailable, the Vice-President shall function as the Chair.
  - 2. President.** The President shall perform the functions of the Chair, prepare a detailed agenda for meetings, oversee day-to-day operations of the Corporation, assist with any documentation that needs to be processed, and be in communication with the management of the Corporation regarding the current financial, physical, social, and sanitary conditions of the shelter. In addition, the President shall be responsible for making sure policies set forth by the Board are being implemented and continuously followed. The President shall also serve as the contact person (along with the shelter managers) for pressing matters concerning the welfare of the Corporation.
  - 3. Vice-President.** The Vice-President serves as the Chair in the President's absence. The Vice-President's responsibilities also include working with the President in overseeing day-to-day operations of the Corporation. In addition, the Vice-President shall work with the President in making sure policies set forth by the Board are being implemented and continuously followed. The Vice-President shall also work with the President in order to address any pressing matters concerning the welfare or management of the Corporation.
  - 4. Treasurer.** The Treasurer shall assist in the preparation of the budget, assist in the maintenance of the financial records of the Corporation, make financial information available to Board Members and the public, make a report on the financial condition of the Corporation at each Board meeting, and work to ascertain that appropriate procedures are being followed in the financial affairs of the Corporation. The Treasurer shall maintain the fundraising bank account of the Corporation, disburse funds as necessary, and oversee that donations are used for the purposes donors have specifically requested when applicable.



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- 5. Secretary.** The Secretary shall be responsible for keeping records of Board actions, including the taking of the minutes at all Board meetings, sending out meeting announcements, and distributing copies of the minutes to each Board member as well as the Business Manager of AWSCC. The Secretary shall also be responsible for managing communications by maintaining the Board e-mail account, sign-in sheets, and contact information lists, and overseeing that the Organization's website and calendar of events is kept up-to-date.
- 6. Committee Coordinators.** The Committee Coordinators shall be responsible for managing their respective committees and ensuring the responsibilities of the committees are being fulfilled. While the Committee Coordinators do not have to be Board Members, one member of each committee should be a Board Member. Updates on each committee's progress and operations should be given at Board Meetings when possible.
- B. Eligibility.** Potential Officers must be elected to the Board of Directors before they may be nominated for an office. A current Board Member may nominate the potential Board Member for an Officer position. A potential Officer may assist with the duties of a position with the approval and supervision of the other Board Members if the position is vacant, until the potential Officer is voted on. A potential Officer is not given the title of the position unless officially elected, even if he/she is assisting with the duties of that position.
- C. Nominations and Elections.** The nominations and elections of Officers shall occur as the first item of business at a regular or special Board meeting. Officers may be nominated by current Board Members and are elected by a majority vote of the current Board Members. If a nominee runs unopposed for an Officer position, Board Members have the option to vote for or against the nominee. If the majority vote is against the nominee, the nominee may assist with the duties of the position with the approval and supervision of the other Board Members, and if at a later date a new nomination is introduced, a new election shall take place at the next regular Board meeting.
- D. Term Length.** An Officer shall serve a one year term. The one year term begins from the date the Officer is elected as an Officer, not the date the Officer was elected as a Board Member.

**ARTICLE IV. ADVISORY BOARD MEMBERSHIP**

- A. Eligibility.** Membership to the Advisory Board may be granted to any individual or corporation that supports the mission and purposes of AWSCC.
- B. Size.** The Advisory Board shall have no more than twenty members.
- C. Rights of Membership.** Advisory Board Members shall have no voting rights. Advisory Board Members have the right to participate in Board meetings, offer advice, provide assistance, join committees, volunteer, and aid in furthering the progress of the Corporation towards its goals.
- D. Dues.** There are no dues to be a member of the Advisory Board.
- E. Attendance.** Attendance is required at one Board meeting per year, either in person or via phone.
- F. Term Length.** All Advisory Board Members shall serve one year terms.
- G. Termination of Membership.** The Board of Directors, by an affirmative vote of two-thirds of the entire Board of Directors, may terminate the membership of any Advisory Board Member who is not complying with the attendance policy, not fulfilling his/her commitments and duties to the Organization, and/or acting in a manner contrary to the corporate mission.
- H. Resignation.** An Advisory Board Member may resign by filing a written resignation with the Secretary or President.



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**ARTICLE V. COMMITTEES**

- A. Establishment.** The Board may create standing committees as needed. They are optional, and include but are not limited to the committees listed under Prospective Committees.
- B. Members.** All committees, except for the Executive Committee, may contain non-Board Members. Committees should be composed of at least two people, and at least one member of each committee must be an Advisory Board Member or Board Member.
- C. Procedures.** The Board may establish procedures to govern the committees' activities, and delegate authority to the committees and their Coordinators, business, and activities of the Corporation.
- D. Prospective Committees.** Prospective committees and their responsibilities are given below.
- 1. Executive Committee.** The President, Vice-President, Treasurer, Secretary, Fundraising Coordinator, and Marketing Coordinator shall serve as the members of the Executive Committee. Except for the power to amend the Articles of Incorporation and Bylaws, the Executive Committee shall have all of the powers and authority of the Board of Directors in the intervals between meetings of the Board of Directors, subject to the direction and control of the Board of Directors.
  - 2. Fundraising Committee.**
  - 3. Volunteer Committee.**
  - 4. Foster Committee.**

**ARTICLE VI. MEETINGS**

- A. Regular Board Meetings.** The Board shall meet monthly on the second Monday of every month at 6:30pm at a predetermined location.
- B. Special Board Meetings.** Special meetings of the Board may be called upon the request of the President, the Executive Committee, or one-third of the Board Members, who shall also determine the content of these meetings, as well as their time and place.
- C. Open Session.** Board Meetings commence with an open session. All members of the public are invited.
- D. Closed Session.** When private business such as personnel issues must be discussed, the Board shall go into closed session. This session constitutes Board Members only. If shelter managers need to be included, a closed session with management may be held.
- E. Notice.** Notice of a regular Board Meeting's date, time, and location shall be posted on the Organization's website. Any necessary changes for a meeting's time or place shall be posted on the website with as much advanced notice as possible. Notice of a special Board Meeting should be provided to Board Members through e-mail, telephone, or in person as soon as possible.
- F. Participation in Meeting by Conference Telephone or by Net Meeting Technology.** Board Members may participate in a Board meeting through the use of conference telephone, Net Meeting technology, or similar communications equipment or technology, as long as members participating in the meeting can either hear one another or communicate via written word on a real time basis.
- G. Agenda.** The President shall provide a detailed agenda to all Board Members. Any topics Board Members would like added to the agenda should be provided to the President no less than 48 hours before the meeting. The Agenda should include approval of the previous meeting's minutes, officer/committee reports, unfinished business (any matters from previous meetings that have been postponed or carried over), new business (any new matters up for consideration), and announcements.



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- H. Minutes.** A record of the minutes of the meeting must be kept for all regular and special Board meetings. Minutes must include, but are not limited to the: Name of the Organization, date of the meeting, start and end times of the meeting, location of the meeting, type of meeting (regular or special), names of the Officers, Board Members, and Advisory Board Members present and absent, presence of a quorum or not, and approval of the last meeting's minutes. Furthermore, all motions, the member making the motion, the number of votes cast for each side, and the result of the vote should also be included in the minutes. Additionally, the names of the members who were nominated, elected, or appointed during the meeting, a summary of unfinished business and new business that was conducted, notes of new unfinished business to discuss at the next meeting, and any announcements made should be entered into the minutes.
- I. Procedure.** Meetings should begin promptly when a quorum is present. The Chair shall preside over the meeting, follow the agenda, call on speakers to speak, call motions to a vote, and keep the discussions on topic if the conversation begins to go astray.
- J. Formality.** The Board of Directors shall use their discretion to determine how formally or informally a meeting is to be conducted. The formality of the *Meeting, Motion and Procedures*, and *Voting* sections of these Bylaws, is a guide to protect the rights of the Board Members and Organization. As long as these rights are maintained, a more informal atmosphere is acceptable for the conduction of business.

#### ARTICLE VII. MOTIONS AND PROCEDURES

- A. Purpose.** The procedures for motions, debate, and voting protect the rights of Board Members to come together to accomplish the common goals of the Organization while taking action in a fair manner and with the least amount of controversy. They protect the right of the majority to decide, the minority to be heard, and the rights of individual members as well as absentees.
- B. Motions.** Any Board Member may make a motion. Motions introduce business, allow action to be taken, and opinions to be expressed.
- C. Procedure For Making a Motion.** A Board Member states, "I move to . . ." and another Board Member seconds the motion. If there is no second, the motion is ended. If the motion is seconded, the Chair asks if anyone would like to debate the motion and debate is heard according to debate procedures. After debate is finished, the Chair calls the motion to question using the proper procedure and the vote takes place.
- D. Debate.** The Chair shall conduct the debate and recognize the next speaker in order to maintain order. Speakers should not be interrupted when they are granted the floor. Debatable motions must receive full debate; however, full debate can be ended by a two-thirds vote of the Board Members present. The question cannot be put to a vote unless it has been debated by everyone present wishing to do so OR a two-thirds vote of the members present is cast in favor of ending the debate.
- E. Types of Motions and Required Votes.** Various categories of motions are listed below ranked from highest priority to lowest. All motions require a majority vote to pass unless they limit or take away rights from members, or change something that has been already decided, in which case they need a two-thirds vote.
- 1. Previous Question.** A Board Member may move "the previous question" which cuts off debate and calls an immediate vote. If seconded, the motion CANNOT be debated. At this time, a vote must be taken whether to stop debate of the previous issue and vote, or to continue debate. A two-thirds vote of the members present must be cast in favor of voting and ending the debate in order for debate to end.



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**2. Postpone Debate/Vote.** A Board Member may move "to postpone the debate/vote" which cuts off debate about the original motion and calls for debate and a vote on postponing the original motion until later in the meeting or to another date. A majority vote of the members present cast in favor of postponing the debate/vote is required in order for debate to end and no vote to be taken. If postponing debate or a vote is informally agreed upon, the debate or vote may be postponed to a later time.

**3. Amend Motion.** A Board Member may move "to amend the motion" which switches the debate to the amendment of the original motion. Once debate is completed, the amended motion may be voted on using normal voting procedures. If a majority vote is not cast in favor of the amended motion, the original motion may still be debated and voted on.

**4. Main Motion.** A Board Member may make a motion following the procedures explained in these Bylaws. This motion may be debated, amended, postponed, or voted on immediately using the special motions listed in this section.

**F. Special Motions.** Special Motions are designed to uphold proper procedure and policy. They include:

**1. Point of Order.** If a Board Member feels the Chair is not operating within the rules, that member may move "the point of order" to alert other members to the procedure breach. The Chair may at this time defend himself/herself and rule on the motion. However, two members (the original member that made the motion and one additional member) may appeal the Chair's decision, in which case the decision may be debated, and then **MUST** come to a vote. A majority vote of the members present in favor of reversing the Chair's decision will reverse the Chair's decision.

**2. Division.** A Board Member may move "division" in order to demand the Chair verify the vote on a motion. Verification **MUST** be done immediately via a show of hands or ballot vote.

**G. Withdrawal of Motion.** The Board Member who makes a motion may withdraw that motion.

## **ARTICLE VIII. VOTING**

**A. Quorum.** A quorum consists of at least fifty-one percent (51%) of the Board of Directors either in person or by teleconferencing before business may be transacted or motions may be made or passed by the Board of Directors. In other words, at least half of the Board of Directors **MUST** be present to vote. If a Board Member is unable to attend a meeting, and votes prior to the meeting in writing, via letter, fax, or e-mail, the vote must be counted when determining the majority.

**B. Majority Vote.** A majority vote is more than half of the votes cast by the Board Members in attendance at a meeting. Absent Board Members and members who abstain from voting are **NOT** counted when determining the majority unless otherwise stated.

**C. Two-Thirds Vote.** A two-thirds vote is at least twice as many votes cast by the Board Members in attendance on the winning side than on the losing side. Absent Board Members and members who abstain from voting are **NOT** counted when determining the two-thirds unless otherwise stated.

**D. Plurality Vote.** A plurality vote is the largest number of votes cast when there are three or more choices.

**E. Abstinance.** To abstain from a vote is to refrain from voting on either side. However, the silence of those members who abstain from voting represents their consent to go along with the majority. For example, if five members are present, and two remain silent during the vote, and out of the remaining three, two vote yes and one votes no, the yeses have it.

**F. The Chair's Vote.** The Chair is not obligated to vote and may opt not to vote to remain impartial. However, the Chair has the right to vote if he/she so desires.



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- G. Tie Vote.** A tie vote is not a tie, it is a loss, because half is not the majority. If the Chair opted not to vote and the votes cast are tied, the Chair may vote to break the tie and create a majority.
- H. Procedure.** In order to cast a vote, the following procedure is followed. First, the Chair restates the question for clarity and precision. All Board Members in favor of the motion are asked to say "aye" and raise their hands, and then all members who are opposed are asked to say "no" and raise their hands. The Chair shall announce the results for the record. If privacy is an issue, a ballot vote may be taken instead.
- I. After the Results.** While the minority has the right to be heard, once a decision has been made and voted on by the majority of the members present and voting, the minority must then respect and abide by the decision.
- J. General Consent.** An informal agreement may be made by general consent of the Board Members present as long as a quorum exists. The Chair shall ask the question and ask if there are any objections. If there are no objections, the motion is approved. This is typically used for routine business such as approving the minutes, but may be used more often if no one objects. A Board Member has the right at any time to object if he/she prefers a formal vote.
- K. Voting Between Meetings.** If a vote is necessary between Board Meeting dates, a discussion and vote may be held via email. If a majority vote cannot be reached, the discussion and vote may be postponed until the next Board meeting. If a majority vote can be reached, and all Board Members have had the opportunity and ability to participate, the decision shall be upheld. The results of the motion and vote must be announced at the next Board meeting to be entered into the meeting's minutes.

#### **ARTICLE IX. INDEMNIFICATION**

- A. Indemnification Rights.** Every member of the Board of Directors, officer or employee of the Corporation may be indemnified by the corporation against all expenses and liabilities, including counsel fees, reasonably incurred or imposed upon such members of the Board, officer or employee in connection with any threatened, pending, or completed action, suit or proceeding to which he/she may become involved by reason of his/her being or having been a member of the Board, officer, or employee of the corporation, or any settlement thereof, unless adjudged therein to be liable for negligence or misconduct in the performance of his/her duties. Provided, however, that in the event of a settlement the indemnification herein shall apply only when the Board approves such settlement and reimbursement as being in the best interest of the corporation. The foregoing right of indemnification shall be in addition and not exclusive of all other rights which such member of the Board, officer, or employee is entitled.

#### **ARTICLE X. FINANCIAL ADMINISTRATION**

- A. Fiscal Year.** The fiscal year of the Corporation shall be January 1<sup>st</sup> through December 31<sup>st</sup>, but may be changed by resolution of the Board of Directors.
- B. Checks, Drafts, Etc.** All checks, orders for the payment of money, bills of lading, warehouse receipts, obligations, bills of exchange, and insurance certificates shall be signed or endorsed by the President, Treasurer, and/or Business Manager of the Corporation.



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**C. Deposits and Accounts.** All funds of the Corporation, not otherwise employed, shall be deposited from time to time in general or special accounts in such banks, trust companies, or other depositories as the Board of Directors may select, or as may be selected by the President, Treasurer, and/or Business Manager of the Corporation. For the purpose of deposit and for the purpose of collection for that account of the Corporation, checks, drafts, and other orders of the Corporation may be endorsed, assigned, and delivered on behalf of the Corporation by any officer or agent of the Corporation. All assets of the Corporation are permanently dedicated to the charitable purpose set forth these Bylaws, and should the Corporation dissolve, the corporate assets remaining will be distributed for a charitable purpose as defined by Section 501(c)(3) of the Internal Revenue Code or to the federal government, or to a state or local government for a public purpose.

**ARTICLE XI. BOOKS AND RECORDS**

**A. Books of Account.** Correct books of account of the activities and transactions of the Corporation shall be kept at the office of the Corporation. These shall include a meeting minutes folder which contains all minutes of the meetings of the Board of Directors, a copy of the Certificate of Incorporation, a copy of these Bylaws, and all additional pertinent documentation.

**ARTICLE XII. DISSOLUTION**

**A. Dissolution of the Corporation.** Upon the time of dissolution of the corporation, assets shall be distributed by the Board of Directors, after paying or making provisions for the payment of all debts, obligations, liabilities, costs and expenses of the corporation, for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by a Court of Competent Jurisdiction of the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

**B. Liability.** No member, officer or Director of this corporation shall be personally liable for the debts or obligations of this corporation of any nature whatsoever, nor shall any of the property of the members, officers or Directors be subject to the payment of the debts or obligations of this corporation.

**ARTICLE XIII. AMENDMENT OF BYLAWS**

**A. Amendment Process.** These Bylaws may be amended by a two-thirds vote of the Board of Directors, provided prior notice is given of the proposed amendment, all members of the Board waive such notice, or by unanimous consent in writing without a meeting.

***These Bylaws were approved at a meeting of the Board of Directors of Animal Welfare Society of Camden County (AWSCC) on November 12<sup>th</sup>, 2007.***



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## 2006 Board of Directors Membership

*President and Chair:*

**Adrienne Christatos**  
137 Whitman Ave.  
Stratford, NJ 08084

*Vice President:*

**Michelle Zebrowski**  
201 Rutgers Blvd.  
Berlin, NJ 08009

*Cat Foster Coordinator:*

**Catherine Harr**  
2021 South Winthrop Ave.  
Lindenwold, NJ 08021

*Secretary:*

**Margaret Walcheski**  
127 Ebbetts Drive  
Atco, NJ 08004



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## Appendix A: Conflict of Interest Policy

### ARTICLE I. PURPOSE

- A. The purpose of the conflict of interest policy is to protect Animal Welfare Society of Camden County's interest when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an officer or director of the Organization or might result in a possible excess benefit transaction. This policy is intended to supplement but not replace any applicable state and federal laws governing conflict of interest applicable to nonprofit and charitable Organizations.

### ARTICLE II. DEFINITIONS

- A. **Interested Person.** Any director, principal officer, or member of a committee with governing board delegated powers, who has a direct or indirect financial interest, as defined below, is an interested person.
- B. **Financial Interest.** A person has a financial interest if the person has, directly or indirectly, through business, investment, or family:
1. An ownership or investment interest in any entity with which the Organization has a transaction or arrangement,
  2. A compensation arrangement with the Organization or with any entity or individual with which the Organization has a transaction or arrangement, or
  3. A potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which the Organization is negotiating a transaction or arrangement.
- C. **Compensation.** Compensation includes direct and indirect remuneration as well as gifts or favors that are not insubstantial.
- D. A financial interest is not necessarily a conflict of interest. Under Article III, Section 2, of the Conflict of Interest Policy, a person who has a financial interest may have a conflict of interest only if the appropriate governing board or committee decides that a conflict of interest exists.

### ARTICLE III. PROCEDURES

- A. **Duty to Disclose.** In connection with any actual or possible conflict of interest, an interested person must disclose the existence of the financial interest and be given the opportunity to disclose all material facts to the directors and members of committees with governing board delegated powers considering the proposed transaction or arrangement.
- B. **Determining Whether a Conflict of Interest Exists.** After disclosure of the financial interest and all material facts, and after any discussion with the interested person, he/she shall leave the governing board or committee meeting while the determination of a conflict of interest is discussed and voted upon. The remaining board or committee members shall decide if a conflict of interest exists.



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**C. Procedures for Addressing the Conflict of Interest.**

1. An interested person may make a presentation at the governing board or committee meeting, but after the presentation, he/she shall leave the meeting during the discussion of, and the vote on, the transaction or arrangement involving the possible conflict of interest.
2. The chairperson of the governing board or committee shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement.
3. After exercising due diligence, the governing board or committee shall determine whether the Organization can obtain with reasonable efforts a more advantageous transaction or arrangement from a person or entity that would not give rise to a conflict of interest.
4. If a more advantageous transaction or arrangement is not reasonably possible under circumstances not producing a conflict of interest, the governing board or committee shall determine by a majority vote of the disinterested directors whether the transaction or arrangement is in the Organization's best interest, for its own benefit, and whether it is fair and reasonable. In conformity with the above determination it shall make its decision as to whether to enter into the transaction or arrangement.

**D. Violations of the Conflicts of Interest Policy.**

1. If the governing board or committee has reasonable cause to believe a member has failed to disclose actual or possible conflicts of interest, it shall inform the member of the basis for such belief and afford the member an opportunity to explain the alleged failure to disclose.
2. If, after hearing the member's response and after making further investigation as warranted by the circumstances, the governing board or committee determines the member has failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action.

**ARTICLE IV. RECORDS OF PROCEEDINGS**

- A.** The minutes of the governing board and all committees with board delegated powers shall contain:
1. The names of the persons who disclosed or otherwise were found to have a financial interest in connection with an actual or possible conflict of interest, the nature of the financial interest, any action taken to determine whether a conflict of interest was present, and the governing board's or committee's decision as to whether a conflict of interest in fact existed.
  2. The names of the persons who were present for discussions and votes relating to the transaction or arrangement, the content of the discussion, including any alternatives to the proposed transaction or arrangement, and a record of any votes taken in connection with the proceedings.

**ARTICLE V. COMPENSATION**

1. A voting member of the governing board who receives compensation, directly or indirectly, from the Organization for services is precluded from voting on matters pertaining to that member's compensation.
2. A voting member of any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the Organization for services is precluded from voting on matters pertaining to that member's compensation.



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3. No voting member of the governing board or any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the Organization, either individually or collectively, is prohibited from providing information to any committee regarding compensation.

**ARTICLE VI. ANNUAL STATEMENTS**

- A. Each director, principal officer and member of a committee with governing board delegated powers shall annually sign a statement which affirms such person:
  1. Has received a copy of the conflicts of interest policy,
  2. Has read and understands the policy,
  3. Has agreed to comply with the policy, and
  4. Understands the Organization is charitable and in order to maintain its federal tax exemption it must engage primarily in activities which accomplish one or more of its tax-exempt purposes.

**ARTICLE VII. PERIODIC REVIEWS**

- A. To ensure the Organization operates in a manner consistent with charitable purposes and does not engage in activities that could jeopardize its tax-exempt status, periodic reviews shall be conducted. The periodic reviews shall, at a minimum, include the following subjects:
  1. Whether compensation arrangements and benefits are reasonable, based on competent survey information, and the result of arm's length bargaining.
  2. Whether partnerships, joint ventures, and arrangements with management Organizations conform to the Organization's written policies, are properly recorded, reflect reasonable investment or payments for goods and services, further charitable purposes and do not result in inurement, impermissible private benefit or in an excess benefit transaction.

**ARTICLE VIII. USE OF OUTSIDE EXPERTS**

- A. When conducting the periodic reviews as provided for in Article VII, the Organization may, but need not, use outside advisors. If outside experts are used, their use shall not relieve the governing board of its responsibility for ensuring periodic reviews are conducted.