

# By-Laws

Last Updated Friday, 05 June 2009

FREE TO LIVE, INCORPORATED

BY-LAWS

AS AMENDED January 13, 2009

## ARTICLE ONE

Section 1. The name of the Corporation shall be:

Free To Live, Incorporated

Section 2. Its principal office shall be in:

Edmond, Oklahoma

Section 3. Other offices for the transaction of business shall be located at such places as the Board of Directors from time to time determine.

## ARTICLE TWO

### PURPOSE

The purposes of the corporation shall include, but shall not be limited to, the following:

To care for lost and abandoned dogs and cats; to assist in restoring lost pets to their owners; to place unclaimed or abandoned pets in suitable homes; to educate children, adults, and the general public in the proper treatment of animals; to cooperate with other humane organizations and to erect and maintain facilities for said purposes.

## ARTICLE THREE

### BOARD OF DIRECTORS

#### Section 1. Purpose and Number of Directors

The Board of Directors shall be the sole governing body of Free To Live and shall exercise all the duties and privileges normally assigned to stock holders, in addition to the normal duties of a Board of Directors. The Board of Directors shall conduct, manage and control all the affairs of Free To Live. The number of regular directors shall not be less than ten (10) and not more than twenty-five (25), (Life Directors are not to be counted in these numbers). No more than one-third of the directors shall be professionally engaged in any facet of animal care or services.

## Section 2. Eligibility for Election

A person receiving monetary consideration from Free To Live shall not be eligible for election as a member of the Board of Directors.

## Section 3. Election and Term of Office

The regular term on the Board shall be three years. At the end of each three year term a director may be nominated and elected for another three year term and at the end of each successive three year term may be elected for another term.

If not nominated and elected for another term at the end of any three year term, the director must go off the Board.

## Section 4. Attendance and Vacancies

Any director who fails to attend one-half (1/2) of the Regular Board meetings in any calendar year or misses three meetings in succession shall be automatically removed from the Board and shall be so notified in writing by the Secretary, any director so removed from the Board shall not be eligible to be reelected.

Any vacancy on the Board whether created by resignation or removal of the member may be filled by a vote of the members at the next regular Board meeting, or at any subsequent regular meeting of said Board. It is not required that a vacancy be filled if by being left vacant it would not drop the Board membership below the minimum number of directors specified in Section 1 of this Article Three.

#### Section 5. Compensation

Directors shall receive no salary for their services as Directors.

#### Section 6. Meetings

There shall be a minimum of six (6) meetings of the Board of Directors each year.

Special Meetings of the Board of Directors may be called by the President and shall be called by him/her upon written request of ten (10) members of the Board of Directors.

Notice of all regular meetings shall be mailed to all members of the Board of Directors at least seven (7) days before the meeting. Notice of Special Meetings shall state the purpose of the meeting, and shall be mailed at least ten (10) days prior to the meeting.

One-half of the regular members of the Board of Directors shall constitute a quorum. If a quorum of regular members is not present, Life Members present may be counted in order to make up said quorum.

All questions shall be decided by a majority vote of the members present, who are entitled to vote.

The President in an emergency may call for a telephone vote on a particular measure. Such a vote shall be conducted by the Executive Director who shall call each member and ask for his/her vote on the subject. To pass, any such measure must have a majority of all Board Members vote in its favor. Under no circumstances shall the caller lobby the member either for or against the proposition and shall not even indicate his/her preference. All votes taken under this section shall

be recorded.

#### Section 7. Life Board Members

The Board of Directors may, from time to time, elect persons whose service to Free To Live has been exceptional, to be Life Members of the Board. Two of said Life Members shall be Bill A. Larson and Laura L. Larson who are to be designated "Founding Life Members" and they are the only persons who shall ever be so designated.

### ARTICLE FOUR

#### OFFICERS

##### Section 1.

The officers of the corporation shall be a President, a Vice-President, a Secretary and a Treasurer, who shall be elected for a term of three (3) years, and they shall hold office until their successors are duly elected and qualified. However, if a Board member has only one year remaining on their Board term he/she may be elected to hold office for only one year.

##### Section 2.

The President shall preside at all directors meetings; shall have general supervision over the affairs of the corporation and over the other officers; shall sign all written contracts of the corporation, and shall perform all such other duties as are incident to this office. In case of absence or disability of the President, his/her duties shall be performed by the Vice-President.

### Section 3.

The Secretary shall issue notices of all directors meetings, and shall attend and keep minutes of the same; shall have charge of the corporate books, records and papers; shall be custodian of the corporate seal; shall attest with his/her signature, and impress with the corporate seal, all written contracts of the corporation; and shall perform all other duties as are incident to his/her office.

### Section 4.

The Treasurer shall have custody of all money and securities of the corporation and shall give bond, if required by the directors, in such sum and with such sureties as the directors may require, conditioned upon the faithful performance of the duties of his/her office. He/she may sign checks of the corporation; shall keep regular books of account and shall submit them, together with all his/her vouchers, receipts, accounts, records, and other papers, to the directors for their examination and approval as often as they may require; and shall perform all such other duties as are incident to his/her office.

### Section 5.

The corporation shall be on a calendar year basis.

### Section 6.

There shall be a Nominating Committee composed of three or five Board members to be appointed each year by the President at the sixth meeting of each year. The committee shall meet at the call of the chairperson sometime between the November Board meeting and the January Board meeting and shall present their nominations for Board members and Officers at said January meeting. The President shall not be a member or an ex officio member of said committee nor shall he/she attend their committee meetings. Nominations other than those of the Nominating Committee may be made from the floor.

## ARTICLE FIVE

## CO-DIRECTORS

Section 1.

The every day functions of Free To Live shall be administered by two directors as follows in Section 2:

Section 2.

Director of Business and Development

Director of Animal Care and Operations

The duties of each Co-Director shall be set out in the Job Descriptions of each.

Section 3.

Both Co-Directors shall report directly to the President.

## ARTICLE SIX

### FINANCES

The funds of the corporation shall be deposited in such bank or trust companies as the directors shall designate, and if a withdrawal is \$5000.00 or less it may be withdrawn upon the checks or order of any one of the following, to wit:

The President

The Vice President

The Treasurer or The President's Designee, who must be a member of the Board

If a withdrawal is more than \$5000.00 said withdrawal may only be made upon the checks or order of the President AND one of the following, to wit:

The Vice President

The Treasurer

The President's Designee, who must be a member of the Board

## ARTICLE SEVEN

### AUTHORITY

Robert's Rules of Order (Latest Revision) shall govern the meetings of the members, Board of Directors, and the Committees of Free To Live in all cases in which they are applicable and in which they are not inconsistent with these By-Laws.

## ARTICLE EIGHT

### AMENDMENTS

These By-Laws may be altered, amended, revised, or repealed at any meeting of the Board of Directors by a two-thirds vote of members present. All amendments first must be presented in writing to the Board of Directors.

## ARTICLE NINE

All notices heretofore mentioned of meetings and special meetings may be waived by a written waiver signed by a majority or quorum of the affected meeting and as the case may be.

## ARTICLE TEN

The corporate seal of the corporation shall consist of two concentric circles in the center of which shall be inscribed the words, "Corporate Seal, Oklahoma".

## ARTICLE ELEVEN

### ADVISORY BOARD

There shall be an Advisory Board composed of persons, who wish to serve on same, and who have previously served on the Free To Live Board of Directors for at least four years but who are no longer on the Free To Live Board.

Members will continue on the Advisory Board as long as they attend one board meeting and participate in one fundraising event per year. Participation will be determined and reported by event chairpersons.

The Chairperson of the Advisory Board shall be the last person to join said Board, except that the first Chairperson shall be appointed by the Free To Live President.

The advisory Board shall meet from time-to-time at the call of the Chairperson and the members in attendance shall constitute a quorum.

The purpose of the Advisory Board is to keep valuable former Free To Live Board members involved with Free To Live.

## ARTICLE TWELVE

Grants for any purpose shall not be solicited by any Board of Directors member, officer, or by any other person who is in any way connected with Free To Live, without prior majority vote of the President, Vice-President, Secretary and Treasurer for said grant request. Board approval for such requests may only be granted by a majority vote as set out in Article Three Section 6 above.

Kay Bradford, Secretary

Mary Davis, President