

CONSTITUTION AND BY-LAWS
OF
GERMAN SHEPHERD RESCUE AND ADOPTIONS
A CHARITABLE NONPROFIT CORPORATION

Article I

NAME AND PURPOSE AND OFFICE

Section 1 The name of this organization will be known as German Shepherd Rescue and Adoptions, hereinafter called the "Corporation", formally incorporated as German Shepherd Dog Rescue and Adoption Service.

Section 2 The purpose of this Corporation is to provide the following:

- (a) The Corporation is a charitable nonprofit corporation and is not organized for the private gain of any person. It is organized under the North Carolina Nonprofit Corporation Act for charitable and educational purposes. The purposes are charitable within the meaning of Section 501(c)(3) of the Internal Revenue Code, as amended, (the "Code") or the corresponding provisions of any subsequent federal tax laws.
- (b) Notwithstanding any other provision of these bylaws, the Corporation shall not, except to an insubstantial degree, carry on or engage in any activities or exercise any powers that are not in furtherance of the purposes of the Corporation.

Section 3 SPECIFIC PURPOSES Within the context of the foregoing general purposes, the specific and primary purposes for which the corporation is organized and shall be exclusively operated shall be:

- (a) As provided in the Articles of Incorporation of the Corporation; and
- (b) To engage in any and all lawful activities incidental to the foregoing purposes.

Section 4 LIMITATIONS

- (a) **Legislative and Political Activity** No substantial part of the activities of the Corporation shall consist of carrying on propaganda, or otherwise attempting to influence legislation, and the Corporation shall not participate in or intervene in (including the publishing or distributing of statements in connection with) any political campaign on behalf or in opposition to any candidate for public office.
- (b) **Property** The property, assets, profits and the net income are dedicated irrevocably to the purposes set forth in Sections 2 and 3 above. No part of the profits or net earning of the Corporation shall ever inure to the benefit of any of its directors, trustees, officers, members or to the benefit of any private individual.
- (c) **Dissolution** Upon the dissolution of the Corporation, after paying or adequately providing for the payment of the debts, obligations and liabilities of the Corporation, the remaining assets of the Corporation shall be distributed to a nonprofit fund, foundation or corporation which is organized and operated exclusively for charitable

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purposes and which has established its tax exempt status under Section 501(c)(3) of the Code, or the corresponding provisions of any subsequent federal tax laws, or shall be distributed to the federal government or to a state or local government for a public purpose, or as may be determined by a court of competent jurisdiction upon application of the Board of Directors, for one or more exempt purposes within the meaning of Section 501(c)(3) of the Code, or the corresponding provisions of any subsequent federal tax laws.

Section 5 OFFICE The principal office of the Corporation shall be located at such a place or places, to include a virtual office, as the Board of Directors may designate.

Article II
MEMBERSHIP

Section 1 MEMBERS The Corporation shall have no members.

Article III
OFFICERS AND GOVERNING BODY

Section 1 BOARD OF DIRECTORS

(a) The governing body of the Corporation will be the Board of Directors and shall be composed of not less than five (5) nor more than fifteen (15) directors as may be fixed or changed from time to time, within the maximum and minimum, by the Board of Directors. Directors need not be residents of the State of North Carolina, but must be able to travel to foster homes and attend events.

(b) The Board of Directors will consist of a President, Vice President, Treasurer, & Secretary and General Board members all with equal voting rights. The President only has a vote in the case of a tie.

(c) Decisions to add additional members to the board are done by formal board vote, the major steps of doing so are: identifying a need, soliciting and considering all appropriate candidates, making an offer to the individual.

Section 2 DAILY WORKING OF THE RESCUE: JOBS & RESPONSIBILITIES

(a) The Articles of the Constitution will outline all job responsibilities of the Rescue and may be reorganized as needed for the daily running of the rescue by the board without a Board vote.

(b) New non-Board Rescue positions may be added to or eliminated from the Articles of the Constitution by a Majority Vote of the Board of Directors.

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Section 3 CONFLICTS OF INTEREST

- (a) Existence of Conflict, Disclosure. Directors, officers, employees and contractors of Corporation should refrain from any actions or activities that impair, or appear to impair, their objectivity in the performance of their duties on behalf of the Corporation.
- (b) A conflict of interest may exist when the direct, personal, financial or other interest(s) of any director, officer, staff member or contractor competes or appears to compete with the interests of the Corporation.
- (c) If any such conflict of interest arises, the interested person shall call it to the attention of the Board of Directors for resolution. If the conflict relates to a matter requiring board action, such person shall not vote on the matter. When there is a doubt as to whether any conflict of interest exists, the matter shall be resolved by a vote of the Board of Directors, excluding the person who is the subject of the possible conflict.

Section 4 TERMS OF APPOINTMENT

- (a) The term of appointment for all required members (President, Vice President, Secretary, and Treasurer) is 5 years.
- (b) The term of appointment for all other general Board Members is 2 years.
- (c) Each Board member is eligible to serve consecutive terms by a majority vote of the Board of Directors.

Section 5 VOTING PRIVILEGES

- (a) The Board of Directors will make decisions by majority vote.
- (b) The President votes only in the event of a tie.

Article IV
DUTIES OF BOARD OF DIRECTORS

Section 1 ATTENDANCE AND REPLACEMENT

- (a) All Board Members will attend monthly board meetings.
- (b) Absence from two meetings may be grounds for dismissal by the Corporation President.
- (c) Resignation shall be in writing to the President and Secretary a minimum of 30 days before vacation of the position. An emergency board meeting will be scheduled immediately to elect a replacement.
- (d) It will be the responsibility of the resigning board member to help identify and train a replacement for their position. Resigning Board members will make all efforts to help find and train the replacement, unless otherwise decided by the Board of Directors.
- (e) The Board of Directors will nominate and vote on replacements. See Article III, Section 1(c).

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(f) A Board member may be removed with a majority vote of the Board of Directors if just cause is determined, including, but not limited to, dereliction of duties and/or failure to uphold the Constitution.

Section 2 GENERAL DUTIES

- (a) Be familiar with, and uphold the Corporation's Constitution.
- (b) Review, and revise as needed, the Constitution every three years.
- (c) Evaluate monthly financial statements.
- (d) May appoint and oversee a committee to conduct an annual inventory of physical assets at the end of the fiscal year.
- (e) Approve proposed budget annually, no later than November, for the following fiscal year (calendar year).
- (f) Compile a current After Action Report (AAR) in writing to the President at the end of each Board year. One copy of each AAR will be given to the Secretary by January 2nd.
- (g) Maintain a current Board Documents folder in a shared Virtual Drive with access controls. All Board Members are responsible for archiving expired files, or those older than three years, at the conclusion of the board year.

Article V
MEETINGS AND QUORUMS

Section 1 MEETINGS

- (a) The Board of Directors will meet virtually/or in person monthly on a day set by the Board of Directors.
- (b) Special Board meetings may be called at the discretion of any board member if at least one additional board member concurs on the need.

Section 2 QUORUM

- (a) A majority of all voting members of the Board must be present to constitute a quorum.
- (b) A majority vote shall rule. The President votes only in the event of a tie.
- (c) In urgent situations, a telephonic or digital vote may be conducted in lieu of a special meeting.
- (d) A telephonic or digital vote will be conducted by the Secretary or in his/her absence, another Board Member, at the direction of the President. In cases of telephonic or digital vote, a majority vote of the "entire" voting board, inclusive of any recusals or abstentions, shall rule, provided that quorum has been established.

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(e) There is no proxy voting.

**Article VI
FINANCES**

Section 1 The Corporation has financial accounts that it is required to maintain as well as accounts that are optional to maintain.

(a) The Corporation is required to maintain the following Operating Accounts (Checking & Savings).

(i) **Checking**

(1.) **Debit cards**

(ii) **Savings**

(b) The Corporation may maintain the following accounts.

(i) **Investment accounts**

(ii) **Digital payment processing platform accounts (such as PayPal or Square)**

Section 2 AUDITS No less than a Financial Review will be performed at least once every two years (Feb or March) or upon change of the Treasurer. The selection of an independent, qualified auditor will be the responsibility of the Board of Directors.

Section 3 FISCAL YEAR The fiscal year of the Corporation will be 1 January to 31 December.

**Article VII
TAXES**

In accordance with the Internal Revenue Service codes, the Corporation will file appropriate state and federal tax forms annually. Any and all changes in status, activity, or purpose of this organization will be reported to the Internal Revenue Service as required by law and in accordance with the Internal Revenue Service by the Treasurer.

**Article VIII
INSURANCE**

Section 1 The Corporation will maintain adequate liability insurance as protection against public liability, claims, property damage claims, or other legal actions arising from Corporation activities, one or more members acting on its behalf, or the operation of any equipment,

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apparatus, or device under the control and responsibility of the Corporation. This is the Secretary's responsibility.

Section 2 The Corporation will maintain volunteer accident insurance. This is the Secretary's responsibility.

Article IX

HISTORICAL RECORDS

Section 1 The Corporation Secretary will maintain an historical file. The files will consist of (but are not limited to) the following permanent records.

- (a) Constitution & BY-Laws
- (b) Corporation SOP
- (c) List of all Board Members, employees, and volunteers.
- (d) IRS forms and IRS Tax Exempt Status, as applicable.
- (e) Copy of insurance policies.
- (f) Year-end financial statements.
- (g) Financial audits.
- (h) Monthly Minutes

Article X

AMENDMENTS AND ADOPTIONS

Section 1 Ad hoc amendments to the Constitution may be proposed by any member of the Board of Directors in writing. The Board will review the proposal and vote on it for approval or disapproval.

Section 2 Proposed constitutional amendments will be adopted by a majority vote of the Board and will become effective immediately. This Constitution will then supersede all previous Constitutions and amendments; except it will not affect specific agreements and contracts entered into under the terms of the previous Constitution until such terms of agreements or contracts have reached their expiration dates.

Article XI

RESCUE POLICY

Section 1 It is the policy of the Corporation that

- (a) German Shepherd Dogs and German Shepherd Dog mixes are accepted by the corporation.
- (b) Priority will be given to dogs as follows: 1.) Shelter 2.) Owner surrender

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- (c) All dogs turned over to the organization shall become the property of the corporation as specified in the Owner Surrender Agreement.
- (d) German Shepherd Rescue and Adoptions will not accept into the program:
- (i) Any dog the Intake Coordinator and or the Board of Directors feels cannot be placed into a new home.
 - (ii) A dog with a history of unprovoked aggression toward other animals or people.
 - (iii) The corporation reserves the right to reject any dog for any reason.
 - (iv) No dog will be accepted into the program unless approved by the Intake Coordinator or a majority vote by the Board of Directors. Any Board member or volunteer who independently takes in a dog assumes all financial and legal responsibility for the dog until and unless the dog is accepted into the program.
 - (v) No dog will be moved to a foster home within the Rescue without an assessment and intake form.

Article XII
FOSTER HOME REQUIREMENTS AND RESPONSIBILITIES

Section 1: Requirements for fostering. Approved fosters must:

- (a) Complete an online foster application and be approved.
- (b) Sign a foster contract with the corporation.
- (c) Complete the foster training program.

Section 2: Responsibilities of fosters.

- (a) It is the responsibility of the foster to provide a safe and comfortable environment for the rescue dogs.
- (b) It is the responsibility of the foster to make an effort to assess the rescue dog in terms of: general health, behavior, and temperament.
- (c) The Foster will be responsible for choosing the best adoptive home for their dog. However, this decision may be superseded by the Board of Directors at their discretion.
- (d) The Foster will be responsible for making every attempt to get their dog to adoption events or arrange/help with alternative transport if needed.
- (e) The Foster will be responsible for making every attempt to get their dog to medical appointments or arrange/help with alternative transport if needed.
- (f) The Foster is responsible for following all procedures located in the training program and agree, by the signing of the Foster contract, to adhere to all policies stated therein.

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(g) The Foster is responsible for ensuring that the rescue dog is medically cleared prior to allowing the dog to go on trial adoption.

Article XIII

BOARDING KENNEL PROCEDURES

- (a)** When foster homes are not available, dogs can occasionally be boarded. Boarding kennels will be reimbursed at a rate to be approved by the Board of Directors.
- (b)** All boarding decisions, including in-home pet care, must be cleared by the Board of Directors.

Article XIV

APPLICANTS FOR RESCUE DOGS

- (a)** Persons wishing to adopt a rescue dog from the corporation must complete an application at www.gsdrescue.org and pay an application fee.
- (b)** The Application Screener Coordinator and an application screener will review each application to ensure that it appears to be a suitable home. If not, the Application Screener Coordinator or delegate will notify them of denial.
- (c)** If the initial review does not disqualify the applicant, a screener will be assigned to review the application. The screener will schedule a phone interview, set up a home visit and ensure the vet check has been completed and passed.
- (d)** Once an application is approved, applications will be sent to appropriate foster homes for review and the matching process will begin.
- (e)** Applications can be declined for, but not limited to the following reasons:
- (i)** Applicant plans to breed dogs
 - (ii)** Applicant refuses to sign the spay/neuter contract for younger dogs
 - (iii)** Applicant misrepresents information on the application
 - (iv)** Applicant indicates the dog will be allowed to run free or be housed outside
 - (v)** Applicant's veterinarian indicates a history of poor care for other animals
 - (vi)** Applicant has a history of relinquishing other pets
 - (vii)** Applicant will only accept an age or dog personality the Application Screener feels is unsuited to them.
 - (viii)** Applicant owns other dogs or cats that are not spayed/neutered.
 - (ix)** Applicant owns other dogs that are aggressive.

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- (x) Applicant rents a home or apartment, and the landlord cannot be contacted for their approval.
- (xi) Applicant has no fence when it appears the dog would be at risk due to lack of fencing (invisible fences are not an adequate safety measure).
- (xii) Applicants' home is unkempt and potentially unsafe with clutter or items that can be considered harmful to a dog's health.
- (xiii) Applicants made a voluntary decision to declaw any cats in their home.

Article XV
ADOPTION PROCEDURES

(a) GENERAL PROCEDURES

- (i) Once the applicant screener approves an application, they will send the app and home visit form to the foster for review and approval. Only if the foster approves, will the foster and the applicant be connected.
- (ii) The foster should speak with the prospective adopter and assess whether this would be a good home for the dog.
- (iii) If the foster determines that the applicant and dog are a good match and at least 24 hours have passed since a Meet & Greet, the dog can go on trial if:
 - (1.) Completed adoption contracts and any other applicable medical contracts have been submitted by the applicant.
 - (2.) Dog has been medically cleared by the Medical Coordinators.
 - (3.) Submitted contract has been processed and shared with all appropriate parties.
 - (4.) Applicant has paid the adoption fee via PayPal unless other arrangements have been made with and agreed to by the Board of Directors.

(b) AFTER THE MEET AND GREET

- (i) The foster will send out the electronic contract, spay/neuter and or additional medical contract if applicable, and New Parent Guide via email. Adopters should pay the adoption fee as set forth in the Articles of the Constitution via PayPal unless other arrangements have been made with the rescue. No dog will go on trial prior to the adoption contract and if applicable, the Spay/Neuter Contract being signed.
- (ii) The foster will send all pertinent medical documents, foster dog characteristic sheet, and any other information necessary for the proper transition of the foster dog.

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(iii) All GSRA (remove or change to “the corporation”) dogs will go on trial after spay/neuter (unless too young and will require a spay/neuter contract or has a medical condition), a microchip (unless too young), a GSRA tag, and a couple of days’ worth of food.

(iv) If the dog was originally an owner surrender, the corporation will not give the relinquishing families the name, address, or phone number of the adopting family. The corporation will also not give the adopting family the name, address, or phone number of the relinquishing family.

(v) The adopting family has 14 days to decide if they are adopting the dog (unless prior arrangements have been made with the foster under Foster Coordinator guidance for a different time frame). If the dog is returned during the trial period, the adoption fee will be returned.

Article XVI

RETURN OF PREVIOUSLY ADOPTED DOGS

(a) If, through the follow-up process or telephone call from the owner, the corporation is made aware that a dog previously adopted should come back into the program, intake procedures should be followed as outlined in the Intake Coordinator SOP.

(b) If a dog has been found to have aggressive tendencies, the owner will be counseled as to the steps the owner wishes to take

(i) If possible, the corporation will provide names of qualified animal trainers or facilities if the owner wishes to attempt to rectify the behavior.

(ii) If the owner reports that the dog has bitten an individual, the owner will be advised we will accept the dog back into the program and if/when the dog is returned, the board will evaluate the dog, and that the dog may be humanely euthanized.

(iii) Owners need to give the corporation at least 3 weeks after a formal rescue assessment to find a new foster home for the returned dog.

(c) If the corporation learns that an owner has violated the terms and conditions of the Adoption Agreement, the Board of Directors will review the data and make a decision regarding reclaiming the dog.

Article XVII

Euthanasia

(a) The corporation recognizes euthanasia is an option of last resort. It also recognizes that such an option, while difficult, may be necessary for the humane treatment of an animal. The quality of life, as well as the safety of its human companions, must be the

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determining factor in any decision to euthanize an animal. The decision to euthanize a dog shall be as follows:

(i) A serious medical or behavioral problem; the examining veterinarian, certified trainer approved by the rescue, or the foster should immediately contact the Foster Coordinator.

(ii) At least two board members, shall, working with a licensed veterinarian or certified trainer approved by the Board of Directors, determine that the animal is suffering or that it is a threat to the safety of the people around the dog. When the dog has been evaluated by a person or persons judged competent by the Board of Directors to evaluate the temperament and stability of the dog, and if there is no reasonable option of ensuring the safety of the humans around it, a decision to euthanize shall be made.

(b) If the Board of Directors makes the decision to euthanize a dog following these guidelines, the procedure will be carried out by a veterinary professional.

XVIII
FINANCIAL POLICY

Section 1. Reimbursement of non-medical purchases

(a) In order to facilitate ease of non-medical purchases in a time-sensitive manner, the below will be followed:

(i) For non-medical expenditures over \$500, a single Board member may approve the expense and subsequently notify the Board of the individual's approval.

(ii) For non-medical expenditures more than \$500, the Board may approve the expense by majority vote.

Section 2. Expenditure priorities

(a) Expenses are prioritized as follows:

(i) Food and veterinary care of dogs

(ii) Boarding/Training

(iii) Miscellaneous expenses including, but not limited to: grooming, postage, and equipment purchase.

Section 3. Fundraising

(a) Any expense for fundraising purposes requires the approval of the Board of Directors.

(b) No officer, volunteer, or committee member will personally gain from the corporation fundraising items by purchasing donated items at a discount. All such individuals will be charged full retail prices.

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(c) No officer, volunteer or committee member may keep any item sent to the corporation as a sample or a gift. If the item has been donated to the corporation, the item will be used in a raffle or other fundraising effort. If the item will not be used in a fundraising effort and an officer, volunteer or committee member wishes to purchase it, said individual will purchase the item at full retail value.

XIX

Community Fund

Section 1. The corporation established the Community Fund to help its adoptive families and community members and their dogs with the financial hardships associated with unexpected medical or behavioral issues. The fund is intended to make a meaningful difference in the life of both the dog and the owner. However, the monetary contribution will vary with regards to the monetary expenses and the money available in the fund. In no case will the corporation be able to cover 100% of the cost of care.

- (a) The corporation will prioritize alum with a demonstrated financial need but the community fund is open to community members.
- (b) The corporation requires an online application to be completed and submitted by the requestor.
- (c) The Board of Directors will determine the annual Community Fund amount to be set aside in that year's budget by majority vote on an annual basis.
- (d) Any ad-hoc requests to increase the Community Fund require the majority approval of the Board of Directors.

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Social Media

Article XXI

DECLARATION OF INVALIDITY

In the event an article of this Constitution, or a portion thereof, is declared invalid, the remaining unaffected provisions of such articles will remain in effect.

*The Constitution for German Shepherd Dog Rescue and Adoptions has been approved by a vote of the Board on this **9th day of August, 2020***

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Cris Higginbotham, President

Scott Beavers, Secretary
