

**BOARD RESOLUTION OF FRIENDS OF DETROIT ANIMAL CARE & CONTROL
DECLARATION OF BYLAWS**

DULY PASSED ON 10/19/2021

DECLARATION OF BYLAWS

WHEREAS, Friends of Detroit Animal Care and Control (FoDACC) is a non-profit 501c3 organization which is accountable through its Board members and volunteers to the Bylaws;

WHEREAS, Friends of Detroit Animal Care and Control was created through Michigan statute in April 2016 and Friends of Detroit Animal Care and Control bylaws were completed in October 2021;

WHEREAS, the Friends of Detroit Animal Care and Control Executive Committee reviewed the proposed bylaws and approved them; and

WHEREAS, a copy of the Bylaws is attached hereto as Exhibit A;

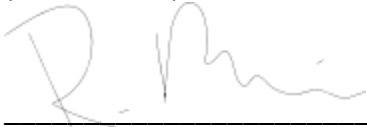
RESOLVED, that the Board of Directors accepted the proposed bylaws.

RESOLVED FURTHER, that the officers of Friends of Detroit Animal Care and Control are, and each acting alone is, hereby authorized and directed to take such further action as may be necessary, appropriate or advisable to implement this resolution and declaration and any such prior actions are hereby ratified; and

We, the undersigned, hereby certify that Friends of Detroit Animal Care and Control is comprised of five, constituting a quorum, were present at a meeting duly and regularly called, noticed, convened and held this 19th day of October, 2021, and that the foregoing Resolution was duly adopted at said meeting by the affirmative vote of 5 members, and opposed by 0 members, and that said Resolution has been duly recorded in the Minute Book and is in full force and effect.



(Dana Eldred)



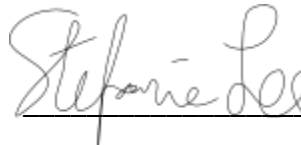
(Renena McCaskill)



(Roberta Sierra)



(Giovanna Posselius)



(Stefanie Lee)

Exhibit A

BYLAWS FRIENDS OF DETROIT ANIMAL CARE AND CONTROL (FoDACC).

ARTICLE I: GENERAL

SECTION 1: NAME

This organization is incorporated as a non-profit corporation under the laws of the State of Michigan and shall be known as the Friends of Detroit Animal Care and Control (“Friends of DACC”).

Friends of Detroit Animal Care and Control is committed to saving animals' lives, ensuring equal access to companion animals for those of all socio-economic levels, and raising the level of care for animals living in the city of Detroit. We work hand in hand with Detroit Animal Care and Control to help the homeless animals at DACC.

SECTION 2: PURPOSE

Friends of DACC is organized to achieve the objectives of:

- A. Supporting the activities of DACC, including, but not limited to, the following:
- B. Volunteer Management
- C. Accepting donations and raising funds on behalf of DACC and in support of the animals residing in the facility, foster homes and in some cases permanent homes.
- D. Facilitating adoptions and recruiting fosters for animals.
- E. Fundraising through social media and other public marketing opportunities.
- F. Providing training opportunities for foster and newly adopted animals
- G. Providing medical and other necessary supplies to support Detroit animals within the shelter and the City of Detroit.
- H. Providing foster management for animals being placed into foster homes.
- I. Providing education and training opportunities including, but not limited to the following: Board Members, Fosters, Adopters, Volunteers, Detroit and surrounding city Residents.
- J. Establishing and managing Committees to support programs and FoDACC activities.

SECTION 3: LIMITATION OF METHODS

Friends of DACC shall observe all local, state and federal laws that apply to a nonprofit organization as defined by the Michigan Nonprofit Corporation Act and Section 501(c)(3) of the Internal Revenue Code.

ARTICLE II: BOARD OF DIRECTORS

SECTION 1: GENERAL POWERS

The affairs of the Corporation shall be managed by its Board of Directors in accordance with the Articles of Incorporation and these Bylaws. Board members shall serve without compensation. However, reasonable and necessary expenses will be reimbursed when pre-approved by the Board of Directors.

SECTION 2: NUMBER

The number of elected directors shall be no less than one (1) and no more than fifteen (15).

SECTION 3: OFFICERS AND DUTIES

Subject to the control of the Board of Directors, officers shall have the following powers and duties:

- A. **Founder.** The Founder shall be responsible for motivating board members and volunteers, overseeing finances, and working to create the most impact possible on behalf of the mission of the organization.
- B. **Executive Director.** The Executive Director shall manage day-to-day duties, programs, finances, volunteer/community outreach services, and leadership training. The Executive Director shall be responsible to the board for an organization's overall performance, and provide feedback to board members. The Executive Director shall work with the Community Outreach Director for grant applications and any outside funding. During elections, the Executive Director will gather all nominations and oversee all voting records.
- C. **President.** The President works closely with the founder, board, and executive director to meet the financial expectations of the organization. The President will develop the agenda for and preside over board meetings. The President, under the guidance of the board, establishes strategies for the financial running of the nonprofit organization. A top priority is to make sure the flow of funds meets present needs. The President will oversee short-term and long-term financial goals. The President, with the Community Outreach Director and Executive Director, will work with agencies, foundations and major donors to develop branding and marketing strategies. The President will make presentations to executives, donors or board members.
- D. **Vice-President.** In the absence of the President or in the event of his or her inability or refusal to act, the Vice-President shall perform the duties of the President, and, when so acting, shall have all the powers of and be subject to all of the restrictions upon the President. The Vice-President shall perform such other duties and have such other powers as the Board of Directors may from time to time prescribe by standing or special resolution, or as the President may from time to time provide, subject to the powers and supervision of the Board of Directors. The Vice-President plans, develops and enforces policies and objectives for the organization to ensure it maintains its values and meets established goals.
- E. **Secretary.** The Secretary shall be responsible for preparing and maintaining custody of minutes of all meetings of the Board of Directors, and for authenticating the records of the organization, and shall give or cause to be given all notices in accordance with these Bylaws or as required by law, and, in general, shall perform all duties customary to the office of Secretary. The Secretary shall keep a detailed record of the board's actions. The Secretary shall have custody of the corporate seal of the Corporation, if any; and he or she shall have authority to affix the same to any instrument requiring it; and, when so affixed, it may be attested by his or her signature. The Board of Directors may give general authority to any officer to affix the seal of the Corporation, if any, and to attest the affixing by his or her signature.

- F. Treasurer. The Treasurer shall have custody of, and be responsible for, all funds and securities of the Corporation. He or she shall keep or cause to be kept complete and accurate accounts of receipts and disbursements of the Corporation, and shall deposit all monies and other valuable property of the Corporation in the name and to the credit of the Corporation in such banks or depositories as the Board of Directors may designate. Whenever required by the Board of Directors, the Treasurer shall render a statement of accounts. He or she shall at all reasonable times exhibit the books and accounts to any officer or director of the Corporation, and shall perform all duties incident to the office of Treasurer, subject to the supervision of the Board of Directors, and such other duties as shall from time to time be assigned by the Board, including taxes.
- G. Communications Director. The Communications Director shall oversee both external and internal messaging, and they manage volunteers who work in communications or public relations. The Communications Director shall oversee and monitor the organization's website <https://www.friendsofdacc.org> as well as social media accounts such as Instagram, Facebook, SnapChat, Twitter. The Communications Director shall be responsible for ensuring all adoptable animals are posted on the proper media outlets with consistent marketing guidelines, as well as maintain the status of each animal and share leads for adoptable animals to the correct outlet (foster team, in-shelter, or otherwise). The Communications Director shall be responsible for building and maintaining the organization's official calendar and ensuring all events have a calendar event and/or post on our social media outlets and maintain accurate information for each event. The Communications Director shall be responsible for answering or forwarding the organization's emails and messages (from any official media) to the proper party.
- H. Fundraising Director. The Fundraising Director shall oversee all fundraising events and work with the President and Executive Director, or other board members as needed.
- I. Volunteer Director. The Volunteer Director shall be responsible for overseeing and scheduling orientation for all volunteers, and ensure they complete all DACC required tasks such as, but not limited to, a negative COVID test within the last 90 days. The Volunteer Director shall be responsible for maintaining the volunteer orientation to ensure it's up to date at all times in accordance with FoDACC by-laws and DACC policy. The Volunteer Director shall oversee all volunteer sign-up schedules and ensure that enough volunteers are in attendance for events: adoption, fundraising or otherwise.
- J. Community Engagement Director. The Community Engagement Director shall lead and oversee all off-site events. They will also act as FoDACC/DACC PR assistant. The Community Engagement Director shall be responsible for consistent engagement with the Detroit community through education, training or other community needs. The Community Engagement Director shall work with the Board as needed for community outreach.
- K. Placement Outreach Director. The Placement Director shall be responsible for all adoption and foster coordinating and outreach. The Placement Director will maintain records of all adopted and fostered animals through the DACC, and ensure all Directors have access to said records. The Placement Director will be responsible for the FoDACC Active Foster Facebook group, and provide orientation to all new foster or adoption team members. The Placement Director will work alongside other Directors, including but not limited to the

Communications Director, to recruit fosters and adopters. The Placement Outreach Director shall be responsible for keeping open communication between the Foster and Adoption volunteer teams, and ensure that all families are contacted in a timely manner. The Placement Director will provide and maintain the necessary guidelines and tools for the teams to follow and use.

- L. Community Relations Director. The Community Relations Director will work alongside the President and Executive Director as needed in regards to donors and grants. The Community Relations Director shall be responsible for staying aware of the community's needs and working with the Board to meet them. The Community Relations Director will work alongside the President and the Communications Director for public relations. The Community Relations Director shall build and maintain relationships with local community pillars such as, but not limited to, schools, businesses, religious organizations and similar.

SECTION 4: ELECTIONS

Director positions with voting rights shall be elected by the Board of Directors at each annual meeting, to hold office until his/her successors are elected and qualified. The directors of the Organization shall be elected to serve for terms of three (3) years commencing on the first day of the fiscal year following the election, with one (1) year probation, where the candidate can choose to continue or step down and the Board has the option to re-elect a new member for that position. However, directors elected to fill vacancies resulting from an increase in the number of directors shall be elected for terms of three years or less, to result in the terms of one-third of the elected directors expiring each year. The Executive Director shall collect all applications, organize and lead all elections in an unbiased manner. All applications must be submitted with at least one Director position to be considered. All applicants may not be a voting member on any other animal-related Board of Directors. All applicants must fill out a questionnaire, provided by and returned to the Executive Director by designated dates, to be deemed a qualified candidate and included in the election. All Election ballots will include the name, picture, and questionnaire answers of the qualified candidates. The voting members of the current board may remove a candidate from the running if it is a unanimous vote with a written explanation. In the case of a tie, the non-voting members of the board can act as the tie breaker by casting a united vote.

Applicable for the 2021 election of voting positions on the Board of Directors

The Executive Director shall oversee and collect all ballots. Only registered voters can vote in this election, in person or electronically. Registered voters will have four (4) categories:

- Active volunteers (hours volunteering remotely on a team with written proof or in person hours at official DACC or FoDACC sites/events in 2019, 2020 or 2021),
- Fosters or adopters from 2019, 2020, 2021 (with verified proof using DACC computer system)
- 1 representative from active transfer partners
- 1 representative from community organizations or businesses (businesses, Bissell, PetSupplies Plus and similar).

Persons can register to vote electronically through a link made public on all of the organization's social media sites and website. The registration link will also be posted publicly at the DACC.

As positions become open after the 2021 election, the board will post open positions publicly and applications will be accepted. The board will decide by majority vote.

SECTION 5: ORIENTATION

At intervals, orientation on the purpose and activities of Friends of DACC shall be conducted for the following groups: new members, new directors, officers and directors, committee leaders, and committee members by their designated Director and/or the Executive Director.

SECTION 6: HONORARY MEMBERSHIP

Distinction in public affairs shall confer eligibility to become an honorary member. Honorary members shall have all privileges of members, except the right to vote. The Board of Directors may confer or revoke honorary membership by a majority vote.

Renena McCaskill and Dana Eldred are considered non-voting, permanent members of the Board of Directors for Friends of Detroit Animal Care and Control. If McCaskill leaves her position as a Board member, her position will not be filled. If Eldred leaves her position, the new Executive Director would become a non-voting member of the Board, for so long as such person remains the Executive Director.

SECTION 7: VACANCIES

The Board of Directors shall have the power to fill any vacancy. The director elected to fill a vacancy shall be elected for the unexpired term.

- A. A Director filling a vacancy of a term one year or less, does not constitute a full term served.
- B. A Director filling a vacancy of a term two years or more does constitute a full term served.

SECTION 8: TERM LIMITATIONS

Directors shall be eligible for a second full term, after which a director is ineligible for election to the Board of Directors for a period of one year. One month after the expiration of the second term, former directors shall be eligible to be appointed to committees organized by the board of directors with the approval of a majority of the board of directors.

SECTION 9: REMOVAL OF DIRECTORS

Any one or more of the directors may be removed with or without cause at any time by a two-thirds majority vote of the Board of Directors. A director may be removed only at a meeting called for that purpose, and the meeting notice must state the purpose, or one of the purposes of the meeting, is the removal of the director.

SECTION 10: RESIGNATION OF DIRECTORS

Any director may resign at any time by delivering written notice to the Board of Directors, the President or the Corporate Secretary. The resignation will take effect after an interim or permanent replacement has been identified. There should be a one month period for knowledge transfer.

ARTICLE III: BOARD MEETINGS

SECTION 1: QUORUM OF DIRECTORS AND VOTING

Unless a greater proportion is required by law or the Articles of Incorporation or these Bylaws, a majority of the number of directors in office shall constitute a quorum for the transaction of business of the Board.

SECTION 2: MEETINGS OF THE BOARD

An annual meeting of the Board of Directors shall be held each year at such time and place, in the City of Detroit, MI, as shall be fixed by the Board, for the election of officers and for the transaction of such other business as may properly come before the meeting.

Regular meetings of the Board shall be held at such times as may be fixed by the Board. Special meetings of the Board may be held at any time whenever called by the Executive Director of the Board, if any, the President of the Board, if any, the Vice President, the Corporate Secretary, or any two directors.

Notice of each special meeting of the Board shall be given to each director via e-mail, phone call or as prescribed by a resolution of the Board. A notice need not describe the purpose of any special meeting of the Board of Directors.

SECTION 3: ELECTRONIC, TELEPHONE AND SIMILAR MEETINGS

Directors or any committee members may participate in a meeting of the Board of Directors or such committee by means of telephone conference or other communication equipment by means of which all persons participating in a meeting can communicate with each other. The participation in such a meeting shall constitute attendance at the meeting for all purposes.

SECTION 4: VOTING

In any proceeding in which the vote of the Directors is required, each Director identified as a voting member on the organizational chart in good standing shall be entitled to cast one vote. When applicable, and as permitted by Michigan law, voting members shall be permitted to vote in person, via proxy, or via electronic transmission.

SECTION 5: ROBERT'S RULES OF ORDER

The Board shall use the current edition of Robert's Rules of Order to guide the conduct of its meetings.

SECTION 6: CONFLICT OF INTEREST

Any director shall abstain from vote and discussion on any matter in which said director or officer may be considered to have a conflict of interest. An abstaining declaration shall be made for the record at the beginning of any such motion or discussion and shall be recorded in the official minutes of the meeting. The same conflict of interest procedures shall apply to any director participating in any committee action or vote.

SECTION 7: ATTENDANCE

Directors must notify the President, Vice President or Secretary for excused absences. After three consecutive unexcused absences at regular meetings within a twelve-month period, the member shall be dropped from the Board of Directors.

ARTICLE IV: COMMITTEES

A majority of the Board of Directors may create one or more committees and appoint the individuals who serve on them. Each committee may have two or more members who serve at the pleasure of the Board. To the extent specified by the Board of Directors, each committee may exercise the authority of the Board, except that a committee may not exercise authority prohibited by law.

ARTICLE V: MISCELLANEOUS

SECTION 1: FISCAL YEAR

The fiscal year of the Corporation shall be the calendar year or such other period as may be fixed by the Board of directors.

SECTION 2: AUTHORITY FOR ORDERS OF PAYMENT AND EVIDENCE OF INDEBTEDNESS

The Board of Directors shall determine who shall be authorized from time to time on the Corporation's behalf to sign checks, drafts, or other orders for payment of money; to sign acceptances, notes, or other evidences of indebtedness; to enter into contracts; or to execute and deliver other documents and instruments.

SECTION 3: BOOKS AND RECORDS

The Corporation shall keep at its office correct and complete books and records of the account, the activities and transactions of the Corporation, the minutes of the proceedings of the Board of Directors and any committee of the Corporation, and a current list of the directors and officers of the Corporation and their residence addresses. Any of the books, minutes and records of the Corporation may be in written form or in any other form capable of being converted into written form within a reasonable time.

SECTION 4: AMENDMENT TO ARTICLES OF INCORPORATION AND BYLAWS

The Articles of Incorporation of the Corporation may be adopted, amended or repealed in whole or in part by a two-thirds majority vote of the Board of Directors pursuant to the procedure outlined in

Friends of Detroit Animal Care and Control as now in existence or as may hereafter be amended. The Bylaws of the Corporation, apart from the permanent honorary membership and non-voting roles of Renena McCaskill and Dana Eldred, may be adopted, amended or repealed in whole or in part by a two-thirds majority vote of the board of Directors. Any proposed amendments or alterations shall be submitted to the Board or the members in writing, at least ten (10) days in advance of the meeting at which they are to be acted upon.

SECTION 5: INDEMNIFICATION AND INSURANCE

The Corporation may indemnify any director or former director, officer, employee, or agent against any and all expenses and liabilities actually and necessarily incurred by him or her or imposed on him or her in connection with any claim, action, suit or proceeding (whether actual or threatened, civil, criminal, administrative, or investigative, including appeals) to which he or she may be or is made a party by reason of being or having been such director, officer, employee or agent.

Determination of Entitlement to Indemnification. The determination whether a person is entitled to indemnification under the provisions of these By-Laws shall be made by the Board of Directors (excluding members who were parties to the action, suit, or proceeding) or, at the request of the Board of Directors, by independent legal counsel in a written opinion.

Limitation on Indemnification Due to Tax Consequences for Friends of DACC. The indemnification provisions set forth above shall not require Friends of DACC to indemnify any person for any liability, tax or expense to the extent it results in the imposition of tax under Section 4958 of the Internal Revenue Code.

The Board of Directors may authorize the purchase of and maintain insurance on behalf of any director, officer, employee, or agent of the Corporation against any liability asserted against or incurred by him or her which arises out of such person's status in such capacity or who is or was serving at the request of the Corporation as a director, officer, or employee or agent.

SECTION 6: ANNUAL CPA REVIEW

The accounts of Friends of DACC shall be reviewed following the end of the fiscal year by a certified public accountant. The review shall at all times be available to members of Friends of DACC within the offices of Friends of DACC.

SECTION 7. BONDING

The President and such other officers and staff as the Board of Directors may designate shall be bonded by a sufficient fidelity bond in the amount set by the Board and paid for by Friends of DACC.

SECTION 8: ANNUAL VOLUNTEER/SUPPORTERS MEETING

The annual meeting of supporters of Friends of DACC shall be held during the second quarter of each year. The time and place shall be fixed by the Board of Directors and notice thereof communicated to supporters and interested parties at least fourteen (14) days before said meeting.

SECTION 9: ANNUAL TAX REVIEW

The Board will review the taxes during a meeting prior to submitting them each year. The Treasurer will be responsible for pulling the necessary information and documents together for review and sharing them with the Board.

ARTICLE VI: DISTRIBUTION OF PROPERTY UPON DISSOLUTION

Friends of DACC shall use its funds only to accomplish the objectives and purposes specified in these Bylaws, and no part of said funds shall insure, or be distributed, to the members of Friends of DACC.

Upon the dissolution of Friends of DACC, the Board of Directors shall, after paying or making provisions for the payment of all of the liabilities of Friends of DACC:

- i. Make any intellectual property rights owned by Friends of DACC available to the general public through any distribution methodologies that permit widespread general use;
- ii. Return to Members any unused portions of dues paid by Members for any particular fiscal year, on a *pro rata* basis; and
- iii. Thereafter, such remaining assets shall be transferred to another Section 501(c)(3) organization whose purposes are similar to those of Friends of DACC, and/or to the City of Detroit, as determined by the Board of Directors. Any such assets not disposed of in accordance with the aforementioned procedures shall be disposed of by a court of competent jurisdiction of the county on which the principal office of Friends of DACC is then located to such organization or organizations, as said court shall determine that are organized and operated exclusively for such purposes.

Date Approved: 10/19/2021