

**MID-ATLANTIC GERMAN SHEPHERD RESCUE, INC.  
BYLAWS**

**ARTICLE I**

**NAME AND PURPOSE**

**Section 1. Name**

The name of the organization shall be Mid-Atlantic German Shepherd Rescue Inc. (MAGSR) also referred to as the 'Corporation'. The Corporation is organized exclusively for charitable and educational purposes within the guidelines of Section 501(c)(3) of the Internal Revenue Code.

**Section 2. Purpose**

The purpose of the Corporation is:

1. To rescue unwanted, abused, abandoned and/or neglected German Shepherds and mixes.
2. To assess each dog on an individual basis, provide necessary medical care and provide safe housing.
3. To educate the public regarding animal welfare, including the importance of spay and neuter.
4. To educate owners and prospective owners of German Shepherds and mixes about proper care and training, and about other aspects of the breed to the best of our ability.
5. To place rescued German Shepherds and mixes into carefully screened adoptive homes.
6. To accept back into the rescue previously adopted Mid-Atlantic German Shepherd Rescue dogs who can no longer remain in their adoptive homes.

**ARTICLE II**  
**MEMBERSHIP**

**Section 1. Membership**

Membership is open to all persons eighteen (18) years or older interested in the German Shepherd breed and mixes. Membership is to be unrestricted as to residence. Membership will be granted to an individual upon completion of an application and approval by the Membership Committee.

**Section 2. Types of Members**

There shall be two classes of members:

1. A Participating Member is:
  - a. a member who has applied for and has been granted membership by the Membership Committee, and
  - b. a member of the Corporation's approved communication platform, and
  - c. a member who may have voting rights, see Article III Voting.
  
2. An Associate Member is:
  - a. one who has applied for and has been granted membership by the Membership Committee who has the benefits of a Participating Member with the exception of voting.

**Section 3. Dues**

Annual membership dues (if any) shall be set by the Board of Directors and shall be assessed and collected as a condition of membership.

**Section 4. Termination of Membership**

Membership may be terminated as follows:

A member submission of a resignation in writing (via Internet or US Mail) to the Board of Directors and/or the Membership Committee shall terminate his/her membership immediately.  
The member will be immediately removed from the Corporation's approved communication platform.

## **Section 5. Suspension of Membership**

Membership will be suspended for either of the following:

1. A majority vote of the Membership Committee upon receipt of a second code of Ethics Violation within the preceding consecutive twelve (12) months will remove voting rights to the member for six (6) months and during the suspension period he or she will lose all privileges associated with their membership including removal from the Corporation's approved communication platform, or
2. A Participating member that fails to attend at least one (1) Member Meeting in the preceding consecutive six (6) months. He or she will lose their voting rights. The member can elect to change their status to an Associate Member in accordance with Article II Section 2, request to be reinstated as a Participating Member in accordance with Article II Section 7, or resign in accordance with Article II Section 4.

Suspension of membership can be appealed in writing within fifteen (15) days of suspension to the Board of Directors. The appeal will be decided by a majority vote of the Board of Directors within thirty (30) days of receipt of the appeal.

## **Section 6. Revocation of Membership**

An individual's membership may be revoked by a majority vote of the Membership Committee for any of the following:

1. Conduct that involves removing from MAGSR's possession and control, or misusing, neglecting, damaging, destroying or causing to be damaged or destroyed, any records, funds, equipment, internet access, or other operations or possessions of MAGSR, or otherwise embezzling or taking without permission, or misappropriating, any such possessions or including event, individual, and other donations or proceeds from MAGSR events or operations, and other sponsored events or operations in which MAGSR participates.
2. Behavior that brings discredit to the Corporation and/or damages the reputation of the Corporation.
3. Three (3) Code of Ethics Violations within the preceding consecutive twelve (12) consecutive months.
4. Non-payment of dues (if any).
5. Being unreachable by telecommunications, or through the Corporation's approved communication platform for over eighteen (18) consecutive months.

Revocation of membership can be appealed in writing within fifteen (15) days of revocation to the Board of Directors once per calendar year. The appeal will be decided by a majority vote of the Board of Directors within thirty (30) days of receipt of the appeal.

### **Section 7. Reinstatement of Membership**

Reinstatement of membership status requires the following:

1. Six (6) month waiting period following the date of the resignation/suspension, and
2. Resubmission of membership application for review and approval by the Membership Committee.

## ARTICLE III

### MEETINGS AND VOTING

#### Section 1. Meetings

Meetings are defined as follows:

1. Member Meeting
  - a. Regular Meeting - held once every quarter during the Corporation's fiscal year a minimum of four (4) times per year.
  - b. Annual Election Meeting - see Article V, Section 2.
  - c. Special Meeting - called as needed by the Board of Directors, or 51% of voting eligible Participating Members.

Ten (10) day advance notice by the Corporation's approved communication platform will be given to all members for all of the above meetings.

2. Board of Directors Meeting
  - a. These meetings can be called at the discretion of the Board of Directors. Board of Directors Meetings and/or may be called by the President or 51% of the Directors. Any meeting of the Directors may be held in person, or via telephone conference call.

#### Section 2. Voting

Eligibility for voting requires all of the following:

1. Being a Participating Member, whose membership has not been suspended or revoked, and
2. Completion of a six (6) consecutive month waiting period after approval of membership, and
3. Attendance at least one (1) Member Meeting in the preceding consecutive six (6) months.

Voting eligible Participating Members present during a Member Meeting may take part in all vote(s) being presented at that time. If a vote is called for, the issue(s) shall be decided by 51% of voting eligible Participating Members here and after defined as a majority vote. Also see Article V.

At the discretion of the Board of Directors or a majority of voting eligible Participating Members in attendance; any issue, item, or resolution can be sent within seven (7) days to the entire voting eligible Participating Members for a vote. The vote will be held via the

Corporation's approved communication platform no later than twenty one (21) days after the Member Meeting.

### **Section 3. Voting Deadlocks**

1. Board of Directors voting deadlocks - will be decided by a majority of voting eligible Participating Members who are present at the next scheduled Member Meeting; or during a Special Meeting called for that purpose.
2. Membership voting deadlock - will be decided by the voting eligible Participating Members present during a Member Meeting. The item/issue will be tabled until the next scheduled Member Meeting unless it is determined to be time sensitive or urgent, in which case the decision will be made by the Board of Directors during that meeting.

## ARTICLE IV

### **DIRECTORS AND OFFICERS**

#### **Board of Directors**

##### **Section 1. General Powers**

The business and affairs of the Corporation shall be managed by a Board of Directors which may exercise all the powers of the Corporation as granted under the general laws of Maryland except such powers as are conferred upon or reserved to the members by law, by the articles of incorporation, by these bylaws, or by formal action of the members.

##### **Section 2. Number, Tenure, and Qualifications**

There shall be seven (7) directors elected by a majority of the voting eligible Participating Members. Each Director must have been a voting eligible Participating Member for the preceding twelve (12) consecutive months.

Directors shall serve for a term of two (2) years.

Directors are elected at the Corporation's Annual Member Meeting and shall continue to serve until a successor shall have been duly elected or until his/her death, resignation or removal from office.

A Class of four (4) Directors shall be elected in even-numbered years, and a Class of three (3) Directors shall be elected in odd-numbered years.

Only one (1) person from any household or family shall serve on the Board of Directors simultaneously and regardless of circumstance, no individual shall hold the more than one (1) Officer position simultaneously.

##### **Section 3. Term Limits**

Members of the Board of Directors are limited to two (2) consecutive terms. After two (2) consecutive terms members will not be considered for nomination for the following year. After an absence of one (1) year a voting eligible Participating Member may be nominated to run for another term on the Board of Directors.

#### **Section 4. Vacancies**

1. President - A vacancy in the office of President shall be filled automatically by the Vice President.
2. Vice President - The resulting vacancy in the office of Vice President shall be filled by a member of the existing Board of Directors by a vote among the Board of Directors.
3. Secretary, Treasurer, Board Members at Large - Any vacancies in the remaining Officer Positions and/or Board of Directors will be filled by a vote of the existing Board of Directors from candidates nominated by voting eligible Participating Members. Nominations for vacant Board of Director positions must be received by the Corporate Secretary within seven (7) days of notification of the vacancy by the Corporation's approved communication platform.
4. The Board of Directors will notify the general membership of the newly elected Directors and/or Officers within fourteen (14) days of notification of the vacancy.

#### **Section 5. Insufficient Nominations**

In the event of insufficient nominations to fill all open board seats, the out going board members who have met their two (2)-term limit, may remain on the ballot for re-election.

#### **Section 6. Quorum**

Four (4) of the Directors then holding office shall constitute a quorum for the transaction of business at a Board Meeting. If a quorum is not present at any Board Meeting, the Directors present may, by vote of the majority adjourn the meeting until another time.

#### **Section 7. Election of Officers of the Board of Directors**

1. Immediately following the annual election of the Board of Directors, the Board of Directors shall meet privately to elect the four (4) Officer positions. Each position shall be decided by a majority vote of the Board of Directors.
2. The Board of Directors may choose to meet privately to change the four (4) Officer positions by a majority vote among the Board of Directors.

## **Section 8. Officers**

### **President**

The President of the Corporation shall be the Corporation's principal executive officer and exercise general supervision over all the business and affairs of the Corporation. The President shall have the following specific powers and duties:

1. To preside at all meetings at which he or she is present.
2. To have general and active management of the activities of the Corporation.
3. To see that all orders and resolutions of the Board of Directors are implemented.
4. To operate and conduct the affairs of the Corporation according to the orders and resolutions of the Board of Directors, and according to his/her own discretion whenever and wherever it is not expressly limited by such orders and resolutions.
5. To submit a report of the operations of the Corporation to the members at each Regular Meeting, an annual report to the members at the Annual Meeting, and report to the Directors all matters within his knowledge that should be brought to their attention in the best interests of the Corporation.

In addition to the foregoing, the President shall have such other powers, duties, and authority as may be set forth elsewhere in these bylaws and as may be prescribed by the members from time to time.

### **Vice President**

The Vice President shall have the duties and exercise the powers of the President in the event of the President's death, absence, or incapability and, when so acting, the Vice President shall have all the powers of and be subject to all the restrictions placed upon the President.

In addition to the foregoing, the Vice-President shall have such other powers, duties, and authority as may be set forth elsewhere in these bylaws and as may be prescribed by the President, the Board of Directors, or the members from time to time.

### **Secretary**

The Secretary of the Corporation shall be the custodian of and shall maintain the corporate records and shall be the recorder of the Corporation's formal actions and transactions. The Secretary shall have the following specific powers and duties:

1. To record or see to the proper recording of the minutes and transactions of all meetings of the directors and the members, and to maintain separate minute books at the resident agent of the Corporation, or such other place as the board of directors may order, of all such meetings in the form and manner required by law.
2. To keep at the resident agent's location, open to inspection by member's at all reasonable times, the original or an authentic copy of the bylaws of the Corporation as amended or otherwise altered to date.
3. To attend to the giving and serving of all notices of the Corporation required by law or these bylaws to be given.
4. To attend to such correspondence and make such reports as may be assigned to him or her.

In addition to the foregoing, the Secretary shall have such other powers, duties, and authority as may be set forth elsewhere in these bylaws and as may be prescribed by the President, the Board of Directors, or the members.

### **Treasurer**

The Treasurer of the Corporation shall be its chief fiscal officer and the custodian of its funds and property. The Treasurer shall have the following specific powers and duties:

1. To keep and maintain, open to inspection by the President and any Director or member by written request, adequate and correct accounts of the properties and financial transactions of the Corporation, to include all matters required by law and in the form as required by law.
2. To have the care and custody of the funds and valuables of the Corporation.
3. To maintain accurate lists and descriptions of all assets and liabilities of the Corporation, including land, buildings, and equipment.
4. To oversee the disbursement of corporate funds for expenses by transfers, checks, drafts, notes, and orders for the payment of money as required in connection with the activities of the Corporation.
5. To render at each membership meeting an account of all financial transactions, and a financial statement in a form satisfactory to them, showing the financial condition of the Corporation.

In addition to the foregoing, the Treasurer shall have such other powers, duties, and authority as may be set forth elsewhere in these bylaws and as may be prescribed by the President, the Board of Directors, or the members.

## **Section 9. Removal**

If in the judgment of the voting eligible Participating Members, a member of the Board of Directors is not serving the best interests of the Corporation they may request that this person be removed from their position by submitting a Recall Petition.

Should this judgment extend to more than one Board of Directors members a separate petition for each proposed removal is required.

This petition must be signed by a minimum of 25% of all the voting eligible Participating Members and submitted to the Board of Directors and the Corporation's Secretary a minimum of fifteen (15) days before the next scheduled meeting.

After status verification of all petitioners, the Secretary will notify the named Board of Directors member and place a recall vote on the agenda for the next scheduled meeting. At this meeting a majority vote of all voting eligible Participating Members will be required to remove said officer(s).

## **Section 10. Compensation**

Directors as such shall not receive any stated salaries for their services or any reimbursement for their expenses of attendance. Nothing herein contained shall be construed to preclude any director from serving the Corporation in any other capacity and receiving compensation thereof.

## **Section 11. Committees of the Board of Directors**

The Board of Directors may designate committees of one or more members with such powers and duties as it delegates, and which serve at its pleasure.

The committee will recommend other members as alternates to replace any disqualified or resigned member at any committee meeting, subject to approval by the Board of Directors.

The committee may exercise all the authority of the Board of Directors conferred to it in the business of the Corporation.

## ARTICLE V

### THE CORPORATION YEAR, ANNUAL MEETING, ELECTIONS

#### **Section 1. Corporation Year**

The Corporation's fiscal year shall begin on the first day of January and end on the thirty-first day of December.

#### **Section 2. Annual Meeting**

The Annual Meeting is a Member Meeting held during the month of May at which time Board Member for the ensuing year shall be elected by secret, written ballot from among those nominated in accordance with Section 4 of this article.

The elected Board of Directors shall take office immediately upon the conclusion of the election and each retiring Board Member shall turn over to his or her successor in office all properties, correspondence, and records relating to that office within thirty (30) days after the election

#### **Section 3. Elections**

There shall be seven (7) Directors elected by a majority vote of the voting eligible Participating Members.

A class of three (3) Directors shall be elected in odd-numbered years by the voting eligible Participating Members. The other Class of four (4) Directors shall be elected in even-numbered years elected by the voting eligible Participating Members.

Each voting eligible Participating Member shall have one (1) vote for each position being filled, however no member shall be permitted to cast more than one (1) vote for the same individual.

#### **Section 4. Absentee Ballots**

Voting eligible Participating Members may request to vote by absentee ballot by requesting from the Corporation Secretary an absentee ballot no less than fourteen (14) days prior to the date of the election. Written ballot must be postmarked seven (7) days prior to the date of the election.

The candidates receiving the majority votes cast will be declared the winners of the election. In the event of a tie, a second vote of voting eligible Participating Members will determine the winner.

## **Section 5. Nomination**

A person may not be a candidate in a Corporation election who has not been nominated.

Beginning in the month of January, voting eligible Participating Members shall nominate candidates for the Board of Directors positions.

Nominations shall be in writing and submitted to the Corporation's Secretary.

All nominations must be made or received thirty (30) days preceding the election. If the person nominated declines the nomination, that person's name shall be withdrawn.

## **ARTICLE VI**

### **ACQUISITION AND ADOPTION OF DOGS**

#### **Section 1. Acquisition**

The Corporation shall accept for placement dogs of the German Shepherd breed and mixes within the physical and financial means of the Corporation. All dogs shall become the property of the Corporation and shall be returned to the original owner only upon special petition and a majority vote of the Board of Directors. The Corporation reserves the right to spay, neuter, and obtain medical treatment for the dogs, including euthanasia.

#### **Section 2. Application for Adoption**

All persons desiring to adopt a dog from the Corporation shall make written application to the Corporation. After applying to the Corporation to adopt a German Shepherd Dog or mix, potential adoptive families and individuals shall be evaluated the Corporation about their ability to humanely care for the dog, including, but not limited to food, medical care, housing, training and supervision. Based on this evaluation, the Corporation reserves the right to deny adoption to any family or individual that it deems inappropriate for any dog.

Families or individuals so denied may petition the Board of Directors for special consideration within fourteen (14) days of denial and a special vote of the Board of Directors will be held within fourteen (14) days after the petition is filed.

#### **Section 3. Adoption Agreement**

All adoptions of a dog from the Corporation shall be subject to a written agreement between the Corporation and the potential adopter.

The dogs are not to be sold, given away, or used for experimental purposes of any kind.

The adoptive families and individuals are legally responsible for the dog once they have accepted the dog for adoption.

Adoptions fees (if any) shall be set by the Board of Directors and shall be assessed and collected as a condition of adoption.

#### **Section 4. Foster Homes**

Dogs may be placed in temporary volunteer foster homes if adoptive homes are not available.

The Corporation shall continue to financially support the dog and actively seek permanent placement.

The dog may be removed from the care of the foster family by the Corporation's Board of Directors at any time.

## **ARTICLE VII**

### **NO PRIVATE INUREMENT**

No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to its members, trustees, directors, officers or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of Section 501(c) (3) purposes.

No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of, or in opposition to, any candidate for public office.

Notwithstanding any other provisions of these bylaws, the Corporation shall not carry on any other activities not permitted to be carried on (a) by a Corporation exempt from Federal income tax under Section 501(c) (3) of the Internal Revenue Code (or corresponding section of any future Federal tax code), or (b) by a Corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code (or corresponding section of any future Federal tax code).

## **ARTICLE VIII**

### **AMENDMENTS**

The bylaws and Articles of Incorporation may be altered, amended, or repealed, and new bylaws may be adopted by a two-thirds (2/3) majority of voting eligible Participating Members present at any meeting where a majority of voting eligible Participating Members are present and at least thirty days written notice is given of intention to alter, amend or repeal or to adopt new bylaws at such meeting.

## **ARTICLE IX**

### **DISSOLUTION**

The Corporation may be dissolved at any time by a written consent of not less than two-thirds (2/3) of the voting eligible Participating members.

In the event of the dissolution of the Corporation whether voluntary or involuntary, or by orders of a civil authority, none of the property of the Corporation shall be distributed to any members of the Corporation but after payment of the debts of the Corporation, its property and assets shall be given to a charitable organization for the benefit of dogs, selected by the Officers.

Upon dissolution of this Corporation, assets shall be distributed for one or more exempt purposes within the meaning of Section 501(c) (3) of the Internal Revenue Code, or 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.

**ARTICLE X**

**ORDER OF BUSINESS**

At the meetings of the Corporation, the order of business, so far as the character and nature of the meeting may permit, shall be as follows:

- Roll Call and Signing of Attendance Sheets
- Minutes of the last meeting and Board of Directors Meetings that have taken place since the last Member Meeting (if any)
- Report of the President
- Report of the Secretary
- Report of the Treasurer
- Election of officers (at the Annual Meeting only)
- Old Business
- New Business
- Open Forum
- Adjournment

**Secretary's Certification**

I, \_\_\_\_\_, Secretary of the Mid-Atlantic German Shepherd Rescue, Inc. do hereby certify this \_\_\_ day of \_\_\_\_\_ 2007 that the foregoing Bylaws were adopted by the Board of Directors effective as of this date.

\_\_\_\_\_  
Secretary