

**BY-LAWS OF
THE ROBERT POTTER LEAGUE FOR ANIMALS, INC.**

**ARTICLE I
NAME**

The name of this organization, which is a nonprofit corporation organized and existing under the laws of the State of Rhode Island, is "The Robert Potter League for Animals, Inc." The principal office of the League is located at 87 Oliphant Lane, Middletown, Rhode Island.

**ARTICLE II
PURPOSES**

As a charitable, independent, nonprofit animal welfare organization serving Newport County, the mission and purpose of The Robert Potter League for Animals, Inc. is to provide shelter for lost or homeless animals, to promote the humane treatment of animals, prevent cruelty to animals and perpetuate the bond between humans and animals.

**ARTICLE III
MEMBERSHIP**

The membership of the Corporation shall at all times be representatives of the various social, economic and political elements of the community or communities served by the Corporation. Membership in the Corporation shall not be limited to any individual on the basis of race, sex, disability, creed or national origin. Only those persons who are members of the Board of Directors shall be voting members and all actions of the Board of Directors shall be deemed to be actions of the membership and the Corporation. Non-voting members shall be those persons who contribute to the Corporation on an annual basis or such other classifications of membership as may be established by the Board of Directors.

ARTICLE IV
BOARD OF DIRECTORS

Section 4.1 **Powers.** The business, property and affairs of The Robert Potter League for Animals, Inc. shall be managed by a Board of Directors, which shall have the power to: select and remove all of the officers, directors, agents of the Corporation; initiate and approve plans, policies and programs for the welfare of The League; have custody and management of the land, buildings, equipment, securities and all other properties of the Corporation; adopt the annual budget of the Corporation, borrow money, raise and disburse funds, invest and re-invest funds of the Corporation; sell, buy and exchange properties and securities of the Corporation; make contracts; select, hire and remove the Executive Director and appoint, or delegate the power to appoint, other employees of the Corporation; approve salary and wage scales; perform all other duties and have such other powers as may be necessary to carry out the purpose of the Corporation.

Section 4.2 **Qualifications.** Any person eighteen (18) years or older, of good character, and dedicated to the object and purposes of this Corporation, as stated in these By-laws and the Articles of Incorporation, shall be eligible for election by the Board of Directors as a Director.

Section 4.3 **Number.** The Board of Directors shall be made up of not less than eight (8) or more than twenty-four (24) persons. The exact number of Directors shall be set from time to time by a majority vote of the Board of Directors.

Section 4.4 Terms of Office. The initial term of office for a Director shall be one (1), two (2) or three (3) years to be determined at the discretion of the Board; provided, however, that all regular terms are for the same number of years (three). The regular terms are fixed at the beginning of a Director's service or upon any increase or decrease in the number of Board members, so that approximately an equal number of terms expire at each annual meeting. Year, as used to identify a term of office, shall refer to the entire period of time between consecutive

Annual Meetings. Each Director may be reelected to a second regular term provided that no Director shall serve more than two (2) consecutive three (3) year terms until one year has elapsed since prior service. A Director who is elected to the Board of Directors at a time other than the Annual Meeting and who is not replacing another Director, shall be considered to have been elected at the prior Annual Meeting.

However, the immediate past President may, at the discretion of the Board of Directors, be permitted to serve one (1) additional year on the Board should his/her term or terms as President and second term as a Director expire simultaneously.

Section 4.5 Elections. New members of the Board shall be elected at the Annual Meeting and shall take office at the first regular meeting following said election. Only current members of the Board of Directors shall be permitted to vote upon new members of the Board at said Annual Meeting. No more than eight (8) Directors shall be elected at each Annual Meeting.

Section 4.6 Voting. Each member of the Board of Directors entitled to vote shall be entitled to one (1) vote upon each matter submitted to a vote at a meeting of the Board of Directors.

Board members must be present to vote either in person or as hereinafter provided. A member of the Board of Directors, or a member of any committee designated by the Board, may participate in a meeting of the Board or committee by means of a conference telephone or similar communications equipment, by means of which all persons participating in the meeting can hear each other at the same time Participating by that means constitutes presence at a meeting. No Board member may vote by proxy.

The affirmative vote of the majority of the members of the Board of Directors represented either in person or by approved telephonic means at a meeting where a quorum is present shall be the act of the Board of Directors unless the vote of a greater number of the members of the Board of Directors is required by statute, corporate act or these By-laws.

Section 4.7 Vacancies. The Board of Directors shall have the power to fill mid-term vacancies in its own membership. A vacancy or vacancies on the Board shall exist in case of the death,

resignation or removal of any Director, or the failure to fill the full number of authorized Board seats at an annual meeting or if the authorized number of Directors is increased.

New members who are not filling a vacancy caused by the death, resignation or removal of an existing Director shall hold office for an initial term in accordance with Section 4.4.

Section 4.8 **Removal.** Any director may be removed from such office, with or without cause, by a majority vote of the Directors present at any regular or special meeting of the Board.

Section 4.9 **Resignation.** Any member of the Board of Directors may resign at any time by giving written notice to the President or Secretary of the Corporation. The resignation shall take effect at the time specified in the notice, and unless otherwise specified in such notice, the acceptance of the resignation shall not be necessary to make it effective.

Section 4.10 **Compensation.** Members of the Board of Directors shall serve as members of the Board of Directors without compensation, other than reasonable reimbursement of expenses incurred in the performance of regular duties. But nothing herein contained shall be construed to preclude any Director from serving the Corporation in any other capacity and receiving compensation, provided that the Director does not participate in the vote concerning the matter for which he or she would be compensated.

Section 4.11 **Committees.** The President of the Board or a majority of the Board of Directors, may designate by resolution one or more committees, in addition to committees provided for in these Bylaws, each of which shall have the authority as is provided in such resolution. Each committee shall be responsible to and report regularly to the Board of Directors. No committee shall have the authority to act on behalf of the Corporation unless specifically authorized to do so in a resolution or by subsequent resolution adopted by the majority of the Board of Directors. The designation of such committee and the delegation thereto of authority shall not operate to relieve the Board of Directors, or any member thereof, of any responsibility imposed by law.

ARTICLE V

OFFICERS

Section 5.1 **Officers.** The officers of the Corporation shall be a President, Vice-President, a Secretary and a Treasurer. No two (2) offices may be held by the same person.

Section 5.2 **Election of Officers.** The officers of the Board of Directors shall be elected annually by the Board of Directors at the Annual Meeting.

Section 5.3 **Terms of Office.** Officers shall be members of the Board of Directors and shall hold office for a two (2) year term or until their successors have been elected. Each officer may be re-elected for two (2) additional two (2) year terms not to exceed their term on the Board of Directors.

Any such vote of the Board of Directors, the effect of which is to extend the term of any officer past said officer's second term as a member of the Board of Directors, shall include a provision as necessary extending the term of said officer as a Director on the Board of Directors for one additional year.

It is further provided that if a member of the Board is elected to serve as President while a Director, with less than two (2) years remaining in said term, said member shall be permitted to serve up to an additional two (2) additional years as a Director sufficient to provide to said member such additional years as he/she needs to serve a full two (2) year term as President.

Section 5.4 **Duties.** In addition to the duties herein prescribed, officers shall perform such other duties as may from time to time be required by the Board of Directors.

Section 5.5 **Resignation.** Any officer may resign at any time by giving written notice to the Board of Directors, President or Secretary. The resignation shall take effect at the time specified in the notice, and, unless otherwise specified in such notice, the acceptance of the resignation shall not be necessary to make it effective.

Section 5.6 **Vacancies.** A vacancy in any office described in Section 5.1 because of death, resignation, removal, disqualification or otherwise, may be filled in the manner prescribed in these By-laws for election or appointment to the office. In the case of a vacancy in any of the aforesaid offices during the term of said officer such vacancy shall be filled by the Board of Directors for the unexpired portion of the term.

Section 5.7 **Removal.** Each officer holds office at the pleasure of the Board of Directors. The Board of Directors may remove any officer, with or without cause, by a majority vote of Directors present at any regular or special meeting of the Board. No officer shall be removed with or without cause unless he or she has received no less than fourteen (14) days notice of the date of the meeting of the Board at which his or her proposed removal will be considered.

Section 5.8 **President.** The President shall be the chair of the Board of Directors of the League and shall, subject to the control of the Board of Directors, supervise and control the affairs of The League and the activities of the officers. He or she shall perform all duties incident to his or her office and such duties as may be required by law, by the Articles of Incorporation of The League, or by these By-laws, or which may be prescribed from time to time by the Board of Directors. The President shall be a member ex-officio of all committees of the Corporation. The President, or such officers as may be authorized by the Board of Directors, shall be authorized and empowered to execute all legal documents on behalf of the Corporation.

Section 5.9 **Vice-President.** The Vice-President shall perform all the duties of the President and have all of the powers of the President during the absence or disability of the President. The Vice-President shall have such other powers and perform such other duties as may be prescribed from time to time by the Board of Directors.

Section 5.10 **Secretary.** The Secretary shall keep, or cause to be kept, a full and complete record of the proceedings of the Board of Directors, shall cause the seal of the Corporation to be kept in the business offices and to be affixed to such papers and instruments as may be required in the

regular course of business, shall make, or cause to be made, service of such notices as may be necessary or proper, shall supervise the keeping of the records of the Corporation, and shall discharge such other duties of the office as may be prescribed from time to time by the Board of Directors.

Section 5.11 **Treasurer.** The Treasurer shall receive and safely keep, or shall cause to be received and safely kept, all funds of the Corporation and assure that they are deposited in the bank or banks that may be designated by the Board of Directors. He or she shall disburse, or cause to be disbursed, the funds of The League as may be directed by the Board of Directors, through the budget process or otherwise, taking, or causing to be taken, proper vouchers for such disbursements. He or she shall keep and maintain, or cause to be kept and maintained, adequate and correct accounts of the League's properties and business transactions. He or she shall cause an annual audit or review of The League's books and records to be performed by a certified public accountant selected by the Board of Directors. In general, he or she shall perform all duties incident to the office of Treasurer and such other duties as may be required by law, by the Articles of Incorporation of The League, or by these By-laws, or which may be assigned to him or her from time to time by the Board of Directors.

ARTICLE VI **MEETINGS**

Section 6.1 **Regular Meetings.** Regular meetings of the Board of Directors shall be held at such time and place as the Board may determine. Said meetings may be closed to all but the members of the Board of Directors upon majority vote.

Section 6.2 **Annual Meeting.** The Annual Meeting of the Corporation shall be held each year at a convenient place in Newport County within ninety (90) days after the close of the fiscal year. Notice of said meeting shall include the object and purpose of the meeting; no business other than that set forth in the notice shall be conducted at the Annual Meeting.

Only members of the Board of Directors shall be permitted to vote on any properly noticed matter at said Annual Meeting.

Section 6.3 **Special Meetings.** Special meetings of the Board of Directors may be called by the President, the Vice-President or any three Directors and with previous notice as outlined in Section 6.4. Such notice shall include the object and purpose of the meeting; no business other than that set forth in the notice shall be conducted at the special meeting.

Section 6.4 **Notice.** Notice of the time and place of any meeting of the Board of Directors, whether annual, regular, or special, shall be given to each Director four (4) days in advance of the meeting by first-class mail or 48 hours in advance of the meeting by telephone, facsimile or electronic mail, unless a notification of a greater length of time is required by statute, corporate act or these By-laws.

Section 6.5 **Quorum.** One-third (1/3) of the Directors shall constitute a quorum for the transaction of business at any meeting of the Board of Directors or Annual Meeting. The act of a majority of the Directors at a meeting at which a quorum is present shall be the act of the Board of Directors, unless the vote of a greater number of the members of the Board of Directors is required by statute, corporate act or these By-laws.

If a meeting of the Board of Directors begins with a quorum present and enough members withdraw leaving less than a quorum present, said meeting cannot continue. However the remaining Directors may by majority vote continue the meeting to a later date unless the act of a greater number is required by law, corporate act or these By-Laws. In the alternative, a special meeting may be called pursuant to Section 6.3 of these By-Laws.

ARTICLE VII **COMMITTEES**

Section 7.1 **Committees of the Board of Directors.** The Board of Directors will be organized into committees as pursuant to Article IV, Section 4.11 or as described in this Article to carry out

the business and mission of the Corporation. The committees will function through the year between annual meetings of the Corporation. All committees shall be headed by a member of the Board of Directors. The Chairperson of each committee shall be selected by the President except as otherwise provided. Board members and any non-Board members will be assigned to a committee by the President after consultation with the Chairperson.

Section 7.2 Executive Committee. An Executive Committee chaired by the President and consisting of the officers shall act for the Board of Directors in the interim between Board meetings, but shall not have the power to overturn any lawful vote of the Board. All actions taken by this Committee shall be reported to the Board at the next Board meeting, which, when approved, shall become the actions of the Board.

Section 7.3 Governance Committee. The Governance Committee, composed of at least three (3) Board members and the Executive Director, shall be responsible for nominating board and officer candidates and for other such duties to enhance the effectiveness of the Board.

Section 7.4 Finance Committee.

a. **Purpose:** The purpose of the Finance Committee (the “Committee”) is to provide general oversight for the Potter League’s financial administration.

b. **Membership:** The Committee shall consist of qualified members of the Board and non Board volunteers appointed pursuant to § 7.1. The Committee shall be chaired by the Treasurer.

c. **Duties and Responsibilities:** The Committee shall assist the Treasurer in the carrying out of his/her duties and responsibilities. The Committee shall also be responsible for developing an annual operating budget for Board approval, reporting as needed concerning adherence to said budget and shall perform such other duties as are delegated to it from time to time by the Board of Directors.

Section 7.5 **Development Committee.** The chief responsibility of the Development Committee is to assist the organization in meeting its fundraising goals. Specifically these include:

- a. Help the organization to set annual goals for fundraising and to raise funds toward a balanced operating budget and for specific projects;
- b. Help the organization to build its endowment;
- c. Any other fund raising as necessary and not encroaching on another committee's responsibilities.

The Director of Development shall be an ex-officio member of this Committee.

Section 7.6. **Other Committees.** As required, The President of the Board or a majority of the Board of Directors may also appoint other committees, either standing or ad hoc task committees. Ad hoc task committees will function for a limited time to accomplish a specific piece of work and function under the direction of an appointed chairperson.

Section 7.7. **Committee Membership.** All committees shall consist of at least one (1) Director. The President or Board of Directors may invite people other than Directors to serve on committees as long as the committee is not empowered to exercise Board authority. Any person not a member of the Board of Directors serving on a committee may be removed by the President or committee Chairperson whenever in their judgment the best interest of The League shall be served by such removal.

Section 7.8 **Advisory Board.** The Board of Directors may establish an advisory board, whose members shall perform specified advisory services for The League.

ARTICLE VIII **EXECUTIVE DIRECTOR**

Section 8.1 **Executive Director.** The Executive Director is the chief administrative officer of the Corporation. He or she shall provide administrative and professional leadership to the Board of Directors and staff in the development of programs and the delivery of services designed to achieve the purposes and goals of the Corporation; direct all programs; and manage all

administrative support services to assure economical, efficient and effective professional services. The Executive Director may delegate and assign selected tasks, functions and responsibilities to members of the staff and when so doing, establish appropriate administrative controls.

Section 8.2 **Organizational Relationship.**

- a. The Executive Director shall be employed by the Board of Directors of the Corporation and is not directly responsible to any individual member of the Board of Directors.
- b. The Executive Director shall be an ex-officio member of the Board of Directors and of all committees of the Board of Directors, but shall not have power to vote. He/she, or his/her designee when approved by the President, shall attend all Board and committee meetings except those involving personnel matters relating to the Executive Director.
- c. The staff, both professional and non-professional, shall report to, and be evaluated by, the Executive Director, or to a person designated by him or her. All personnel actions, including compensation, selection and retention of staff personnel are the responsibility of the Executive Director.
- d. The Executive Director may be discharged with or without cause by a vote of two-thirds of the membership of the Board of Directors. He/she shall receive reasonable notice of pending discharge notice and, upon request, he/she shall be given an opportunity to be heard by the Board of Directors.
- e. The Executive Director shall be authorized and empowered to execute all legal documents on behalf of the Corporation as directed by the Board of Directors.

Section 8.3 **Responsibilities.** The Executive Director, in coordination with the appropriate committee, is responsible for the following:

- a. management;
- b. Personnel administration;

- c. Planning and organizing organizational policy, goals and programs;
- d. Community relations;
- e. Statistical and record-keeping systems;
- f. Maintenance and up-keep of all facilities and equipment owned and/or leased by the Corporation.

The Board from time to time may provide a detailed job description for the Executive Director which amplifies and includes, but is not limited to, the above responsibilities.

Section 8.4 **Conflict of Interest.** The Executive Director shall not engage either directly or indirectly in business or in competition with this Corporation for compensation or profit without prior Board approval.

ARTICLE IX

GENERAL PROVISIONS

Section 9.1 **Fiscal Year.** The fiscal year of the Corporation shall begin on August 1 and end on July 31 of the following year.

Section 9.2 **Annual Audit.** An audit of the financial records of the Corporation shall be performed by an independent accountant appointed by the Board of Directors. Such audit shall be performed annually after the end of the fiscal year of the Corporation or at such times as the Board of Directors shall direct.

Section 9.3 **Corporate Seal.** The Board of Directors shall provide a corporate seal which shall be circular in form and shall have inscribed thereon the name of the Corporation, the state of incorporation and the year of incorporation.

Section 9.4 **Waiver of Notice.** Whenever any notice is required to be given to any person under the provisions of these By-laws or under the provisions of the Articles of Corporation or under

the provisions of applicable law, a waiver of the notice in writing signed by the person or persons entitled to the notice, whether before or after the time stated in the waiver, shall be deemed equivalent to the giving of such notice. The attendance of a person at a meeting shall constitute a waiver of notice of such meeting, except when a person attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. Neither the business to be transacted at, nor the purpose of, any regular or special meeting of the Board of Directors need be specified in any written waiver of notice of such meeting.

ARTICLE X

CONFLICT OF INTEREST

In the event any Director has a conflict of interest that might properly limit such Director's fair and impartial participation in Board deliberations or decisions, such Director shall inform the Board as to the circumstances of such conflict. If those circumstances require the nonparticipation of the affected Director, the Board may nonetheless request from the Director any appropriate nonconfidential information which might inform its decisions. "Conflict of interest," as referred to herein, shall include but shall not be limited to, any transaction by or with the Corporation in which a Director has a direct or indirect personal interest, or any transaction in which a Director is unable to exercise impartial judgment or otherwise act in the best interests of the Corporation.

No Director shall cast a vote, nor take part in the final deliberation in any matter in which he or she, members of his or her immediate family, or any organization in which such Director has any allegiance, has a personal interest that may be seen as competing with the interest of the Corporation. Any Director who believes he or she may have such a conflict of interest shall so notify the Board prior to deliberation on the matter in question, and the Board shall make the final determination as to whether any Director has a conflict of interest in any matter. He or she shall leave the Board or committee meeting while the determination of a conflict of interest is

discussed and voted upon. The minutes of the Board meeting shall reflect disclosure of any conflict of interest and the recusal of the interested Director.

ARTICLE XI **INDEMNIFICATION AND INSURANCE**

Unless otherwise prohibited by law, the Corporation shall indemnify any Director or officer or any former Director or officer, and may by resolution of the Board of Directors indemnify any employee, against any and all expenses and liabilities incurred by him or her in connection with any claim, action, suit, or proceeding to which he or she is made a party by reason of being a director, officer, or employee. However, there shall be no indemnification in relation to matters as to which he or she shall be adjudged to be guilty of a criminal offense or liable to the Corporation for damages arising out of his or her own gross negligence in the performance of a duty to the Corporation.

Amounts paid in indemnification of expenses and liabilities may include, but shall not be limited to, counsel fees and other fees; costs and disbursements; and judgments, fines, and penalties against, and amounts paid in settlement by, such Director, officer, or employee. The Corporation may advance expenses or, where appropriate, may itself undertake the defense of any director, officer, or employee. However, such Director, officer, or employee shall repay such expenses if it should be ultimately determined that he or she is not entitled to indemnification under this Article.

The Board of Directors shall also authorize the purchase of insurance on behalf of any Director or officer, and may by resolution of the Board of Directors authorize insurance on behalf of any employee, against any liability incurred by him or her which arises out of such person's status as a Director, officer, or employee, whether or not the Corporation would have the power to indemnify the person against that liability under law.

ARTICLE XII
DEDICATION, DISSOLUTION AND TERMINATION

Section 12.1 **Dedication.** The property of The Robert Potter League for Animals is dedicated to public and charitable purposes and no part of the net income or assets of this organization shall ever inure to the benefit of any Director, officer or member, or to the benefit of any private person.

Section 12.2 **Dissolution and Termination.** The Board of Directors may dissolve and terminate The League by a two-thirds (2/3) vote of all the Directors then in office, provided the resolution to dissolve and terminate has been submitted in writing at the previous regular business meeting.

Section 12.3 **Distribution of Assets.** Upon a decision to dissolve The League, all assets shall be liquidated and all debts shall be legally satisfied under the direction of the Board of Directors. The net assets of The League and the important records shall be transferred to any organization with similar object, mission and purposes of The League that the Board of Directors may designate.

ARTICLE XIII
AMENDMENTS

These By-laws may be amended by the Board of Directors at a regular or special meeting. Copies of the proposed amendment shall be provided to each member of the Board of Directors at least one (1) week prior to consideration of said amendment by the Board of Directors. Any amendment to these Bylaws shall be approved by a vote of two-thirds (2/3) of all the Directors then in office after such notice is provided.

Approved by unanimous vote of the Board of Directors on the 10th day of May 1994.

Amended by unanimous vote of the Board of Directors on the 18th day of July 2000.

Amended by unanimous vote of the Board of Directors on the 16th day of September 2003.

Article XI Indemnification and Insurance amended by unanimous vote of the Board of Directors on the 15th day of November 2005.

Amended by unanimous vote of the Board of Directors on December 15, 2009

Amended Section 4.4 by unanimous vote of the Board of Directors on September 20, 2016

Amended Section 4.7 by unanimous vote of the Board of Directors on October 18, 2016