

# **Piney Mountain Foster Care**

## **Bylaws**

### **Article I: Name, Mission, and Authority**

**Section 1. Name:** The name of this organization shall be "Piney Mountain Foster Care, Inc" hereafter referred to as "PMFC" or "the corporation". PMFC has been incorporated in the state of Tennessee and its principle office is in Cocke County, TN.

**Section 2. Mission:** To provide safe housing, medical care, and behavioral training to canines rescued from animal shelters or by animal rescues in and around Cocke County TN pursuant to arranging adoption of these canines into good, permanent homes. To raise awareness of, and fight against, abuse, neglect, and abandonment of animals in and around Cocke County. To increase awareness of the need for spay/neuter programs to fight companion animal overpopulation, and to facilitate low-cost or no-cost spay-neuter clinics for low income families in and around Cocke County.

**Section 3: Authority:** The PMFC Board of Directors shall have the following authority:

- A) To adopt and amend bylaws to facilitate the attainment of PMFCs mission.
- B) To plan, initiate, direct, and coordinate countywide efforts to achieve PMFCs mission.
- C) To advise and assist the PMFC Officers in the execution of their leadership duties.
- D) To vote on new Board members and Officer nominations.
- E) To vote on projects, programs, events, and other topics that the Executive Committee may put before the Board.
- F) To provide oversight insuring that the actions of PMFC and its officers comply with all pertinent legal and ethical standards. If a discrepancy is found and agreed upon by a majority of the Board, a recommendation for solution will be made to the Executive Committee. If this recommendation is rejected by the Executive Committee, the Board is empowered to seek a solution through legal or regulatory venues.

The PMFC Officers shall have the following authority.

- A) To solicit and accept donations and appropriation of money, services, products, property, and facilities for expenditure and use by PMFC for the accomplishment of its mission under the guidelines for 501(c) (3) status in the U. S. Internal Revenue Code.
- B) To make recommendations to members of the Cocke County Legislative Body and Newport City Council, as well as to the private sector, regarding measures which they deem necessary to accomplish PMFCs mission objectives as stated above. PMFC as a corporation will not campaign or contribute money for or against any political candidate or party.
- C) To work with area animal rescues, animal shelters, and animal control offices as necessary to achieve PMFC's mission.
- D) To supervise the Facility Manager to see that his/her duties are executed properly.

The PMFC Facility Manager shall have the authority to conduct the daily activities pertaining to the care and training of the animals in residence as well as performing needed routine maintenance. Also to negotiate and facilitate the intake and release of animals between PMFC and other animal welfare facilities pursuant to accomplishing PMFC's mission objectives.



## **Article II: Board of Directors**

**Section 1: Membership.** The Board shall consist of not less than three (3) and not more than twelve (12) members and shall be the overseeing body of the corporation. Members will be active in or have an abiding interest in canine rescue and be of the age of majority in the state of Tennessee. Members of the governing bodies of Cocke County and the Cities of Newport, Greenville, Del Rio, Bybee, Hartford, and Cosby are welcome as members of the Board so long as they qualify otherwise. No Board member may have a conflict of interest between the mission of PMFC and their personal or professional lives.

**Section 2: Terms of Office.** Board members shall serve until either the Board member resigns or is voted off the Board by the other Board members.

**Section 3: Resignation and Removal.** Any member may be removed from the Board with cause by the affirmative vote of two-thirds (2/3) of the entire Board. Any member may resign at any time giving written notice to the Executive Committee. Such resignation will take effect on the date of receipt of such notice or at any later time specified therein and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective. If a Board member misses three consecutive meetings without a reason deemed reasonable by the majority of Board members, it will be considered an automatic resignation. An email or written notification will be sent to the absentee informing them of removal from Board membership.

**Section 4: Attendance.** Board members are expected to play an active role in the organization and to attend regularly scheduled meetings. In addition, Board members are expected to serve on standing and ad hoc committees and volunteer for special events. Attendance will include attendance via electronic communications as well as in person.

**Section 5: Voting Rights.** All members of the Board shall have one vote equal in weight. The Chairperson shall vote only to break a tie in Board voting. Voting shall be by voice vote or show of hands; however, the Chairperson may call for a roll-call vote or secret ballot at his/her discretion. All decisions will be by majority vote of Board members present at any regular meeting providing a quorum is present.

**Section 6: Vacancies.** The Board shall have the power to fill all vacancies on the Board and in elected Officer positions. Vacancies in appointed positions shall be filled by the appropriate appointive body. Any vacancy in the Board may be filled by the votes of a majority of the remaining Board members. An election to fill an Officer vacancy may be held at any regular meeting, providing an announcement of the election was made to the entire board at least three (3) days prior to the meeting.

**Section 7: Compensation.** Participation on the PMFC Board of Directors is voluntary, no compensation is or will be offered for services rendered. Reimbursement will be made for out-of-pocket expenses incurred by a Board member when said expenses were previously approved by the Board and/or Executive Committee as necessary for PMFC operations. Such reimbursement is limited to actual expenses that directly benefit PMFC.

**Section 8: Right of Inspection** PMFC Board members, collectively or individually, have the right to inspect PMFC's facility, property, and bookkeeping without notice at any reasonable hour and day.

### **Article III: Officers**

**Section 1: Elected Positions.** The officers shall be a President, a Treasurer, and a Secretary, chosen from among the members of the Board. Together these officers form the Executive Committee.

**Section 2. Nominations.** Officers shall each be nominated by the Nominating Committee and shall be selected by a majority vote of the Board members present at any regular meeting providing a quorum is present.

**Section 3. Duties.** The duties of each elected office are as follows:

- A. President:** Shall serve as the Chief Executive Officer of the Corporation; shall act as spokesperson for PMFC at public functions; shall preside at all Board meetings unless a moderator is appointed; shall be the direct supervisor of all committees; and shall perform all other duties as necessary to fulfill the objectives and mission of the corporation.
- B. Treasurer:** Shall provide oversight and accountability for the financial records of PMFC, including receipts and expenditures. Shall present monthly financial reports of receipts and expenditures to the Board. Shall work with the President in preparing an annual budget to be presented and voted on at the annual meeting.
- C. Secretary:** Shall keep an accurate attendance record; shall ensure that minutes of the meetings are accurately kept and distributed to the Board; shall maintain the corporate Book of Records; shall distribute notices of meetings and other important communications; and shall perform other duties customary to that office.

**Section 4. Terms of Office.** The three elected officers shall be elected for one-year terms following election. Terms shall coincide with the fiscal year or until a successor is duly elected.

**Section 5. Vacancies.** In case of a vacancy in an elected office, the Board of Directors will appoint a successor to fill the office until nominations are made and an election held.

**Section 6: Compensation.** Participation as an Officer is voluntary, no compensation is or will be offered for services rendered. Reimbursement will be made for out-of-pocket expenses incurred by an Officer when said expenses were previously approved by the Board of Directors as necessary for PMFC operations. Such reimbursement is limited to actual expenses that directly benefit PMFC.

### **Article IV: Meetings**

**Section 1. Regular Meetings.** The Board shall meet regularly: not more frequent than once a month, not less frequent than once per quarter, at a date, time, and location designated by the Executive Committee. Should the regular meeting date fall on a legal holiday, then that meeting may be held at an alternate date/time specified by the Executive Committee.

**Section 2. Special Meetings.** Special meetings may be called by the President or by written request of two (2) Board members. The purpose of the meeting shall be stated in the call, and no other business shall be transacted. Except in cases of emergency, at least (3) days notice shall be given.



**Section 3: Annual Meeting.** The annual meeting shall be held in conjunction with the regular meeting in the final month of the fiscal year. The annual budget shall be adopted, and the President and/or Treasurer shall give the annual report of PMFC's activities and condition.

**Section 4. Open Meeting Rule.** Regularly scheduled meetings are open to the public.

**Section 5. Quorum.** A quorum shall consist of a simple majority of the filled Board positions.

**Section 6. Rules of Order.** The President (or a designated moderator) shall preside over meetings. All meetings shall be conducted in a calm, rational manner. It is expected that all Board members will pay attention to the proceedings and allow each speaker to speak without interruption. Members or visitors who become disruptive will be ejected from the meeting.

## **Article V: Committees**

**Section 1. Standing Committees.** The Executive Committee consists of the three Officers and shall jointly make ordinary decisions concerning the operations of PMFC and all routine expenditures of PMFC funds. The Nominating Committee is to nominate candidates as Board members and Board members as candidates in electing Officers.

**Section 2. Ad Hoc Committees.** The President may appoint other committees from time to time, as the Executive Committee shall deem necessary, including but not limited to Volunteer Recruitment, Fundraising, and Long-range Planning.

**Section 3. Committee Chairpersons.** The President shall appoint the Chairpersons of all committees, both standing and ad hoc, from Board members. Committee Chairpersons may choose committee members from the Board and/or the community at large.

**Section 4. Ex-officio Committee Members.** The President shall be ex-officio member of all committees, except the Nominating Committee and is a voting member of the Executive Committee.

## **Article VI: Amendment**

These bylaws may be amended through recommendation by a majority vote of the Board members present at any regular meeting provided a quorum is present, and notice was presented in writing at least two weeks prior to their amendment. This recommendation must be ratified by the Executive Committee.

## **Article VII: Dissolution**

The PMFC Executive Committee shall have the right and privilege to dissolve the Board, its committees, and this corporation upon the proper motion and the affirmative vote of two-thirds (2/3) of Board members. Dissolution of this corporation shall result in a written ninety (90) days notice to all concerned government, private, and public interests. If possible, any assets of the corporation shall be disseminated to another 501 (c) (3) organization with a similar mission.

## **Article VIII: Financial Affairs and Records**

**Section 1. Annual Financial Overview.** The President shall engage someone other than the Treasurer to perform a financial evaluation of the books on an annual basis and submit a report to all Board members.

**Section 2. Annual Budget.** The Treasurer, with oversight by the President, shall prepare an annual budget to be presented and voted on at the annual meeting.

**Section 3. Disbursements.** After the Board has adopted the annual budget, the President and/or Treasurer may make disbursements by check as long as the expenditures are in keeping with the budgeted amounts and purpose as authorized by the Board. Checks require two authorized signatures. A petty cash fund shall be maintained for use by the Facility Manager to make normal operations purchases so long as they remain within budgeted amounts and annotated receipts are kept for all expenditures.

**Section 4: Corporate Records Keeping** The corporate Book of Records shall contain an orderly collection of all corporate legal documents, tax returns, and meeting minutes for a minimum of 10 years.

**Section 5: Public Disclosure:** Being a 501(c)(3) public charity, PMFC will comply with public disclosure requirements by posting its IRS exemption determination, annual tax returns, financial statements as required by law, and public meeting minutes in PDF form on its web site:  
<http://PineyMountainFoster.org>

### **Article IX: Fiscal Year**

**Section 1.** The fiscal and business year of PMFC shall be from January 1 through December 31.

**Section 2.** The terms of officers and appointees to committees shall coincide with the fiscal year with the exception of the inaugural year which shall consist of the remaining months of 2019 and all of 2020.

### **Article X: Indemnification**

PMFC shall provide indemnification to any and all current or former officers for expenses actually and necessarily incurred by them in connection with the defense of any action, suit, or proceeding which they or any of them are made parties, or a party, by reason of having been officers and for any settlement agreement entered into in connection with such action, except that no indemnification shall be provided for in said matters where such persons shall be adjudged as liable for willful or gross negligence, misconduct or fraud in the performance of the duty, or for such matters which are settled by agreements which have not received prior written approval of the Executive Committee.

### **Article XI: Statement of Nondiscrimination**

The Piney Mountain Foster Care Board and Officers shall not discriminate against any person in the election of members, provision of service to the public, the contracting for or purchasing of goods or services or in any other way, on the basis of race, color, sex, national origin, handicapping condition, age or any other basis prohibited by law.

### **Article XII: Property Rights**

At the time this corporation is formed PMFC is operating on real estate, in buildings, and using equipment owned by Douglas and Marie Bittinger. Specifically:

- 4.26 acres of land identified as CTL Map 075, Parcel 02702
- 1 Single-wide mobile home addressed as 1198 Piney Mountain Rd.
- 1 concrete block 1½ car garage on a concrete slab and adjacent to above mobile home
- 1 Norris modular home addressed as 1194 Piney Mountain Rd.
- 1 10' x 12' wooden shed in the side yard
- 1 Double-wide mobile home addressed as 1196 Piney Mountain Rd.



- Approximately 300 feet of 5 foot high chain link fencing and 5 gates enclosing a side yard. No compensation is offered to nor should be expected by these owners for the use of said real estate, buildings, and equipment. PMFC holds no ownership in said real estate, buildings, and equipment.

Any equipment, durable goods, or additional real estate purchased by PMFC using PMFC funds, or donated to PMFC by the public, by businesses or corporations, or through government or foundation grants or awards, belongs to the corporation and is to be listed as assets in the corporate records.

### Article XIII: Conflict of Interest

PMFC shall not enter into any transaction or arrangement that might benefit the private interest of any officer or director of the corporation or any "disqualified person" as defined in Section 4958(f)(1) of the Internal Revenue Code and as amplified by Section 53.4958-3 of the IRS Regulations and which might result in a possible "excess benefit transaction" as defined in Section 4958(c)(1)(A) of the Internal Revenue Code and as amplified by Section 53.4958-3 of the IRS regulations. This policy is intended to supplement but not replace any applicable state and federal laws governing conflict of interest applicable to non-profit and charitable organizations.

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This and the preceding 5 pages constituting the bylaws of  
Piney Mountain Foster Care, Inc. are approved  
by the Piney Mountain Foster Care inaugural Board on: Oct 18 / 2019

  
Marie Bittinger

  
Michael Wegner

  
Pam Knudson

  
Helen Duvall

  
Dr. Courtney Phillips DVM

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