



National By-Laws

ARTICLE I: ORGANIZATION

- 1.01 Name of the organization shall be: **Guardian Angels for Soldier's Pet®**
- 1.02 The Organization has been organized as "Military & Veterans Service Organization" (MVSO) to support our military, veterans, and their beloved pets to ensure the pets are reunited with their owners following a deployment in harm's way (combat, peace-keeping, or humanitarian mission) or an unforeseen medical/homeless related hardship.
- 1.03 The Organization shall have a corporate seal which shall be circular in form and shall bear the name of the Organization and words and figures showing that it was incorporated in the state of Arkansas and the date of Incorporation.
- 1.04 The principle (National) office of the Organization shall be located in Gatesville, Coryell County, Texas.
- 1.05 The fiscal year of the Organization for accounting/bookkeeping purposes ends on December 31st of each year.
- 1.06 The Organization is recognized as a Central organization that has one or more subordinates (to be known as an affiliated chapter) under its general supervision or control as defined by the IRS Publication 4573 (Group Exemption Number: 5352).
- 1.07 The general powers of the Organization will be exercised, its property controlled, and its business and affairs conducted by or under the direction of the National Board of Directors (hereinafter referred to as the Board). The Board may act only by a single majority vote of all the Officers and Directors in the matters declared above; as well as in all other matters, including all rules and regulations governing the action of the Board, and shall have full authority with respect to the distributions of the monies received by the Organization from time to time; provided, however that the fundamental and basic purposes of the Organization, as expressed in the Articles of Incorporation, shall not hereby be amended or changed.
- 1.08 No part of the net earnings of the Organization shall inure to the benefit of or be distributed to its Board, Contributors, or Volunteers, or any other private persons, except that the Organization shall be authorized and empowered to pay reasonable reimbursements for actual and necessary expenses, and to make payments and distributions in furtherance of the purposes set forth in this Article and Article II following.
- 1.09 The Organization shall not apply its standards, policies, procedures, or practices inequitably or single out any particular party for disparate treatment unless justified by substantial and reasonable cause.



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- 1.10 The Organization shall not discriminate against any reasonable application for a Board member, Volunteer, or Foster Home caregiver for their race, religion, creed, marital status, or sexual preferences.
- 1.11 No substantial part of the activities of the Organization shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and furthermore, shall not participate in, or intervene in (including publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office, notwithstanding any other provision of these by-laws, this Organization shall not, except to an insubstantial degree, engage in any activities, or exercise any powers that are not in the furtherance of the purposes of the Organization.
- 1.12 The Organization will encourage the formation of affiliated chapters in states outside of the state of Arkansas to further the mission of Guardian Angels for Soldier's Pet® and actively support affiliated chapters.
- 1.13 The Organization shall develop, establish, and maintain a home-like environment type facility to be known as the "Military & Veterans Pet" (MVP) Sanctuary for the purpose to care beloved pets of deploying military service members and veterans needed assistance due to an unforeseen medical/homeless hardship situation where individual foster homes are not available when needed.
 - 1.13.1 Fundraising to establish and support this facility will be achieved through solicitation and acceptance of contributions from individuals, major supporters, other 501c3 nonprofit organizations, and other methods or events as the Organization's Board desire to utilize.
 - 1.13.2 Subsequent MVP Sanctuaries may be erected and are to be maintained at the discretion of a state specific "affiliated chapter" (subordinate of Guardian Angels for Soldier's Pet®). The affiliated chapter shall be responsible for planning, establishing, maintaining, and obtaining the funds for the MVP Sanctuary within their state.

ARTICLE II: PURPOSE

- 2.01 Guardian Angels for Soldier's Pet® is a public benefit corporation organized exclusively for charitable purposes, including, for such purposes the making of distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code, or corresponding action of any future federal tax code.



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ARTICLE III: MEMBERSHIP

Membership in this Organization shall be open to all who have the desire and energy to promote the mission, purpose, and objectives of this Organization.

- 3.01 The Organization shall not apply its standards, policies, procedures, or practices inequitably or single out any particular party for disparate treatment unless, justified by substantial and reasonable cause.
- 3.02 The Organization shall not discriminate against any reasonable application for a Volunteer or Foster Home caregiver for their race, religion, creed, marital status, or sexual preferences.
- 3.03 The Organization shall not have a General Membership.
 - 3.03.1 Financial supporters to be known as a "Contributor"
 - 3.03.2 Volunteers (non-foster home) shall be known as a "Volunteer"
 - 3.03.3 Individuals/families desiring to become an active foster home caregiver shall be known as a "Potential Foster Home"
 - 3.03.4 Individuals/families actually fostering a pet through our Organization shall be known as a "Guardian Angel"
- 3.04 Contributors, volunteers, potential foster homes, and Guardian Angels will have no rights to vote, but may make suggestions to the Organization's Board and National "Chief Executive Officer" (CEO) and has the right to financially support the Organization at their discretion.
- 3.05 "Volunteers" will be required to complete and submit a "Volunteer Application", complete and submit "Volunteer Agreement", Confidentiality Nondisclosure Agreement, and comply with the policies and procedures of the Organization, subject to the approval of the National CEO and/or his/her designated representative.
 - 3.05.1 Volunteers accepted to the Organization are allowed to participate in the activities of the Organization, actively assist with any fundraisers/information events approved by the Organization, and provide a minimum of 10 hours per month of volunteer work.
- 3.06 "Foster Home Caregivers" (potential and Guardian Angels) will be required to complete and submit "Foster Home Application", comply with the policies and procedures of the Organization and will be subject to the approval of the National CEO and/or his/her designated representative.



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- 3.07 The Organization shall be authorized and empowered to reimburse "Volunteers" and "Guardian Angels" reasonable expenses incurred in relation to their activity with the Organization and related to the well being and health of pets fostered the Organization's Foster Home program where funds are available.

ARTICLE IV: DISSOLUTION

- 4.01 Upon the dissolution of the Organization, assets shall be distributed to one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not disposed of shall be disposed of by the Court of Common Pleas of the county in which the principal office of the Organization is located, exclusively for such purposes or to such organization or organizations, as said Court shall determine which are organized and operated for such purpose.

ARTICLE V: INDEMNIFICATION

- 5.01 The Organization may; to the fullest extent, now or hereafter permitted by law, indemnify any person made, or threatened to be made, a party to any action, suit, or proceeding by reason of the fact that he/she (or a person of whom he/she is the legal or personal representative or heir or legatee) is or was a Director, Officer, Volunteer, Contributor, or any other agent of the Corporation, or of any other organization served by him/her in any capacity at the request of the Corporation, against judgments, fines, amounts paid in settlement, and reasonable expenses; including attorney fees.

ARTICLE VI: RIGHTS OF INSPECTION

- 6.01 The Organization maintains an "Open-Book" policy.
- 6.02 Every board member shall have the right at any reasonable time, and on written demand stating the purpose thereof, to examine and make copies of/from the relevant books and records of, accounts, minutes, and bylaws of the Organization.
- 6.03 Each such Director shall also have the right at any reasonable time to inspect the physical properties of the Organization.
- 6.04 The Organization must establish reasonable procedures to protect against the inappropriate disclosure or release of confidential information.
- 6.05 Board minutes are only released outside the Organization as required by law.



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ARTICLE VII: PUBLIC INSPECTION OF EXEMPT APPLICATION AND ANNUAL RETURNS

- 7.01 Members and Public requests (via U. S. Postal Service and/or email) for copies of IRS related documents open for public inspection per the Internal Revenue Code shall be mailed to the requester, within 30 days of receiving the request and fee for copies, to include a copy of the following documents or copies of specific requested documents:
- Completed Form 1023 and any supporting documents
 - Any correspondence between the organization and the IRS concerning Form 1023
 - The IRS "Letter of Determination" approving the Organization's exemption
 - The IRS "Group Exemption Letter" (GEL 5352) approving the Organization's group exemption status
 - Annual Information Forms (Form 990 or 990EZ or 990N)
 - Schedule "A" included with Form 990 or 990EZ
 - Schedule "B" included with Form 990 or 990EZ, except names/addresses of contributors and other identifying information about contributors (if required to be filed)
- 7.02 A fee as allowed by the Internal Revenue code (currently \$1.00 for the first page and \$.15 for each additional page, plus actual postage) may be charged and required to be received prior to mailing the copies to the requestor.
- 7.03 The Organization's IRS "Letter of Determination", "Group Exemption Status", and 3 current years of 990s or 990EZs, and 3 years of Annual Reports will be available via the Organization's websites (www.guardianangelsforsoldierspet.org and www.mvpsanctuary.org) and via the "GuideStar" website (www.guidestar.org).

ARTICLE VIII: MEETINGS

- 8.01 The National Board of Directors meetings shall be held a minimum of 4 times during the fiscal year at an agreed time and place as designated by the Board.
- 8.02 Special meetings of the Board may be called by or at the request of the National President or one-quarter of the Board members and notice of such meeting will be sent to all Board members within 7 working days of the requested meeting date.



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- 8.03 An annual "Volunteer/Contributor" recognition event will be held during the 2nd quarter of each year following the end of the preceding fiscal year where funds to hold such event is available.
- 8.04 At all regular and special meetings of the Board, presence of a majority of the total number of the entire Board, then in office, shall be necessary and sufficient to constitute a quorum for the transaction of business.
- 8.05 The act of a majority of the Board present at any meeting at which there is a quorum shall be the act by the Board, unless otherwise provided by the Articles of Incorporation, within these bylaws or by law.
- 8.06 If a quorum shall not be present at any meeting of the Board, the Directors present may adjourn the meeting to another time or date with or without notice. If the meeting is adjourned for more than twenty-four (24) hours, the Secretary shall cause notice to be given to those Directors not present at the meeting at the time adjournment.
- 8.07 Actions required or permitted to be taken by the Board or a Committee of the Board may be taken without a meeting. All of the Directors entitled to vote must individually or collectively, consent in writing to such action. Such written consent or consents shall be filed, with the minutes of the proceedings, to the Secretary, who in return shall notify and file such actions to the Board. Written consent filed by the Board shall have the same force and effect as the unanimous vote of such Directors.
- 8.08 Where permitted under applicable law, communication by electronic mail (email) shall be considered equivalent to any communication otherwise required to be in writing. The Organization shall take such steps as it deems appropriate, under the circumstances, to assure itself that communications by electronic mail are authentic.
- 8.09 Board members shall also be permitted to participate in meetings of the Board through telephone communications if such can be arranged so that all Board members can hear all other members. The use of telephone for participation shall constitute presence in person.
- 8.10 Board members shall also be permitted to hold meetings of the Board through internet communication if such can be arranged so that all Board members can participate. An Internet chat area will be used for the purpose of any/all Internet meetings. The Organization shall take such steps as it deems appropriate, under the circumstances, to assure itself that communications via Internet chat are authentic. The use of the Internet for participation shall constitute as an official meeting and the Secretary shall record minutes of the meeting as such.
- 8.11 Any Board member present at a Board or Committee meeting at which action on any matter is taken shall be presumed to have assented to the action taken. He or she has the right to dissent or abstain from any action; however it must be entered in the minutes of the meeting.



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- 8.12 Such Director shall also be allowed to file a written dissent or abstention to such action with the person acting as the Secretary of the meeting before the adjournment thereof, or forward such disagreement or abstention by registered mail to the Secretary of the Organization immediately after the adjournment of the meeting.
- 8.13 Such right to dissent or abstain shall not apply to any Board member who voted in favor of such action.

ARTICLE IX: NATIONAL BOARD OF DIRECTORS

- 9.01 The Board is responsible for overall policy and direction of the Organization.
- 9.02 The Board shall delegate responsibility for the day-to-day operations to the National Chief Executive Officer (CEO) who shall act as a liaison between the Board, national/state level volunteers, and affiliated chapters.
- 9.03 The Board shall have up to ten (10) and not fewer than five (5) members.
- 9.04 Board members shall serve 2 year terms with up to 3 consecutive terms allowed for a total of 6 years.
- 9.05 The Board shall receive no salary for their service as Board members; however, the Board may authorize the reimbursement of actual and necessary reasonable expenses incurred by Board members performing duties as directors of the Board and/or other volunteer duties a Board member may incur where funds are available.
- 9.06 The Board members will be nominated and elected by members of the governing Board. Nominations may be received by the Board Secretary two weeks in advance of Board's regular meeting. These nominations shall be sent out to governing Board members with the meeting announcement, to be voted upon at the next meeting..
- 9.07 Each Board member shall have one vote with the following exceptions (1) CEO who is not a voting member of the Board and (2) the National President only votes in the event of a tie vote on a specific action.
- 9.08 The Board may make such rules and regulations covering its meetings as it may be in its discretion determine necessary.
- 9.09 A Director may be removed when sufficient cause exists for such removal. The Board may entertain charges against any Director. A Director may be represented by counsel upon any removal hearing. The Board shall adopt such rules for the hearing as it may in its discretion considered necessary for the best interests of the Organization.



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- 9.10 When a vacancy on the Board exists, nominations for new members may be received from present Board members by the Secretary two weeks in advance of a Board meeting. These nominations shall be sent to Board members with the regular Board meeting announcement, to be voted upon at next meeting. If the next regular meeting is further than 2 weeks away, a Special meeting may be called.
- 9.11 Any Board member may resign at any time by presenting written notice (U.S. mail or electronic mail) to the Secretary. Such resignations shall take effect at the time specified, and , unless otherwise specified, the acceptance of such resignation shall not be necessary to make it effective. The successor shall be selected by the rules set forth in 9.10 above, including a simple majority vote of the remaining governing Board members.
- 9.12 **Board Members** shall:
- Provide governance to the Organization, represents it to the community, and accepts the ultimate legal authority for the Organization
 - Regularly attend board meetings and important related meetings
 - Makes serious commitment to participate actively in committee work
 - Volunteer for and willingly accept assignments and completes them thoroughly and on time
 - Stays informed about committee matters, prepares themselves well for meetings, and reviews and comments on minutes and reports
 - Gets to know other committee members and builds a collegial working relationship that contributes to consensus
 - Is an active participate in the annual CEO and committees' evaluation and planning efforts
 - Participates in fund raising for the Organization
 - Officers shall by virtue of their office be members of the Board of Directors
- 9.13 **Board Duties:** The Officers and Directors of Guardian Angels for Soldier's Pet will follow the three (3) duties outlined by the National Center for Nonprofit Boards (NCBC) as shown below:
- 9.13.1 **Duty of Care** - Board members must pay attention to what's going on and make decisions based on good information
- 9.13.2 **Duty of Loyalty** - Board members must put the Organization's welfare above other interests when making decisions



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9.13.3 **Duty of Obedience** - Board members will act in accordance with the Organization's mission and goals

ARTICLE X: NATONAL BOARD OFFICERS

10.01 The National Officers of the Organization shall be as follows:

- National President
- National Vice President
- National Secretary
- National Treasurer

10.02 **National President** shall function as Chairperson of the National Board and:

- Assure the National Board of Directors (Board) fulfills its responsibilities for the governance of the Organization
- Partner with the CEO, helping him/her to achieve the mission of the Organization
- Optimize the relationship between the Board and management volunteers
- Chairs the Board and Executive committee meetings
- Serves as ex-officio member of all committees
- Call special board meetings if necessary
- Appoint all committee chairs and with CEO recommend who will serve on committees
- Assist CEO in preparing board meeting agenda
- Assist CEO in conducting new board member orientation
- Coordinate CEO's annual performance evaluation
- Oversee search for new CEO if required
- Work with CEO to recruit new board members
- Act as an alternate spokesperson for the Organization
- Act as an alternate signing officer to sign or countersign correspondence, applications, reports, contracts, or other documents on behalf of the Organization.



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- Periodically consult with Board members on their roles and then assess their performance
- 10.03 **National Vice President** shall understand the responsibilities of the National President and be able to perform these duties in the president's absence
- Chair committees on special subjects as designated by the National Board
 - Attend all board meetings
 - Serve on the Executive committee
 - Carry out special assignments as requested by the National President
 - Participate as a vital part of the Board leadership
- 10.04 **National Secretary** shall maintain records of the Board actions, including overseeing the taking of minutes at all national board meetings, sending out meeting announcements, distributing copies of minutes and the agenda to Board members, and assuring that nonprofit corporate records are maintained, plus:
- Attend all board meetings
 - Serve on the Executive committee
 - Maintain all board records and ensure their accuracy and safety
 - Review board minutes
 - Assume responsibilities of the Board chair in the absence of the National President and National Vice President
 - Assist CEO in preparing Board meeting agenda
 - Provide notice to meetings of the National Board and/or of a committee when such notice is required
- 10.05 **National Treasurer** serves as the financial officer of the Organization by providing direction and leadership toward the achievement of the Organization's financial strategy and shall:
- Attend all board meetings
 - Serve on the Executive committee
 - Provide a financial report at each board meeting



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- Participates as a vital part of the board leadership
- Maintain knowledge of the Organization and personal commitment to its mission and goals
- Assume responsibilities of the Board chair in the absence of the National President, National Vice President, and National Secretary
- Understand financial accounting for the Organization
- Assist in the development of fundraising plans
- Make financial information available to Board members and the public
- Manage the Board's review of and action related to the Board's financial responsibilities
- Work with CEO to ensure that appropriate financial reports are available to the Board on a timely basis
- Assist CEO in preparing the annual budget and presenting the proposed budget to the Board for approval
- Review the annual audit and answers board members' questions about the audit

ARTICLE XI: NATIONAL CHIEF EXECUTIVE OFFICER (CEO)

- 11.01 Responsible for the day-to-day management and operation of the Organization and acts as a liaison between the National Board and the national/state level management volunteers.
- 11.02 Reports to the National Board of Directors
- 11.03 Attends all Board meetings and is not a voting member of the Board
- 11.04 Implements the strategic goals and objectives of the Organization
- 11.05 With the National President, enables the National Board to fulfill its governance functions
- 11.06 Provides direction and leadership toward the achievement of the Organization's philosophy, mission, strategy, and its annual goals and objectives.
- 11.07 CEO Major Functions/Accountabilities:
 - **Board Administration and Support** - Supports operations and administration by the National Board by advising and informing the Board members, interfacing between Board and other organization's volunteers, and supporting the Board's evaluation of the CEO.



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- **Programs, Projects, and Service Delivery** - Oversees design, marketing, promotion, delivery and quality of programs, projects, and services
- **Financial, Tax, Risk, and Facilities Management** - Recommends yearly budget for National Board approval and prudently manage the Organization's resources within those budget guidelines according to current laws and regulations.
- **Volunteers Management** - Effectively manages the volunteer resources of the Organization according to authorized volunteer policies and procedures that fully conform to current laws and regulations
- **Community and Public Relations** - Assures the Organization and its mission, programs, projects, and services are consistently presented in a strong, positive image to relevant stakeholders (clients, contributors, supporters, sponsors, Board members, volunteers, and the general public).
- **Fundraising** - Oversees fundraising planning and implementation, including identifying resource requirements, researching funding sources, establishing strategies to approach funds, submitting proposals and administering fundraising records and documentation.

ARTICLE XII: COMMITTEES

12.01 All committees of the Organization shall be appointed by the National President and their term of office shall be for a period of one year or less if sooner terminated by the action of the National Board.

12.02 **Permanent Committees:**

- **Executive** - The National President, Vice President, and Secretary shall serve as members of the Executive Committee. This committee alone shall not have the power to amend the Articles of Incorporation or Bylaws as stated in Article I.
- **Audit/Compliance** - Oversees the development of the budget; monitoring and accountability for funds; ensures adequate financial controls; and shall conduct an internal audit on a semi-annual basis of the Organization's books.
- **Finance** - Shall develop and recommend to the Board those financial principles, plans, and course of action that provide for the mission accomplishment and organizational financial well being.
- **Public Relations** - Represents the Organization to the community; enhances the Organization's image, including but not limited to communications with the press, federal, state, and local governmental representatives



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- 12.03 **Other Committees:** The Board may create additional committees as needed. The Board shall hold a simple majority vote on the creation of all committees and the National President shall appoint the committee chairperson.

ARTICLE XIII: ADVISORS

- 13.01 The Board may appoint from time to time any number of persons as advisors of the Organization. Each such advisor
- May be appointed to act either singly or as a committee
 - Shall hold office only during the pleasure of the Board
 - Shall have only such authority or obligations as the Board may determine
 - Shall not receive a salary for services provided to the Organization, however, the Board may authorize reimbursement of reasonable expenditures incurred on behalf of activities for the benefit of the Organization.

ARTICLE XIV: ORDER OF BOARD MEETING BUSINESS

- 14.01 Following is the general outline as to the order of business that will that will be addressed at the National Board meetings:
- Roll Call
 - Reading of minutes of preceding meeting (motion/vote required to accept)
 - Treasurer Report (no motion/vote - accepted as read/corrected, Subject to Audit)
 - Committee Reports
 - Unfinished Business
 - New Business
 - Adjournment

ARTICLE XV: COMPENSATION

- 15.01 Officers, Directors, and Volunteers, as such, shall not receive any stated salaries for their services, but may be reimbursed for Board/Organization expenses as allowed by the Internal Revenue Code (IRC) when funds are available to do so.



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ARTICLE XVI: GENERAL PROVISIONS

- 16.01 No Agent, Director, Officer, Board member, or other Volunteer shall have any power or authority to enter into any contract, render it liable for any debts or obligations, execute, or deliver any instrument in the name of, or on behalf of the Organization.
- 16.02 The Board may however, authorize any Director or Directors, agent or agents to take such actions.
- 16.03 Such authority may be general or confined to specific instances.
- 16.04 In the absence of a contrary Board authorization, contracts and instruments may only be executed by the National President or the National Chief Executive Officer.

ARTICLE XVII: BOOKS, RECORDS, AND REPORTS

- 17.01 The Organization shall keep current and correct records of the accounts, minutes of the meetings, and proceedings, volunteers and foster home records and records of all Board business, past and present of the Organization.
- 17.02 Such records shall be kept at the registered location or the principal place of business of the National organization.
- 17.03 Any such records shall be in written form or in a form capable of being converted into written form.
- 17.04 The Organization shall publish, at least annually,. a report describing its activities, including a financial statement, and a description of any payments made by the Organization to Directors, including reimbursement of expenses for the preceding fiscal year.

ARTICLE XVIII: FINANCIAL MATTERS

- 18.01 All funds of the Organization not otherwise in use will be deposited to the credit of, or in the name of the Organization. The Board may from time to time deem and/all of the following as desirable ways to employ such monies: banks, trust companies, investments, or other FDIC insured depositories.
- 18.02 The funds of the Organization may be employed in whole, or in part, to cash or be invested in such properties, stocks, bonds, or other such securities as the Board may from time to time deem desirable.



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- 18.03 There shall be no loans made by, or to this Organization, and no evidence of indebtedness will be issued in its name unless authorized by a simple majority vote of the National Board. In the absence of a contrary Board authorization, the National President and/or National CEO shall assume the right, provided, however, that no loans will be made to any Directors, Officers, Volunteers including foster home caregivers, clients, and agents.
- 18.04 All forms of checks, drafts, or other orders for the payment of money, acceptance, notes, or other evidence of indebtedness, issued in the name of the Organization will be signed by such Director or Directors, as shall from time to time be determined by resolution of the Board.

ARTICLE XIX: CONFLICT OF INTEREST POLICY

The Organization will handle any potential conflict of interest as defined in the Organization's adopted "Conflict of Interest" policy.

ARTICLE XX: AMENDMENTS

The Articles of Incorporation or By-Laws of the Organization may be altered, amended, or repealed, and new By-Laws adopted only upon a simple majority of all Directors of the Board, except as otherwise provided for in the Articles of Incorporation, or these By-Laws. Proposed amendments must be submitted in writing to the National Secretary to be sent out with regular Board announcements.

These By-Laws were reviewed, modified, and approved by the Guardian Angels for Soldier's Pet© National Board of Directors as of December 31, 2008 to be effective January 1, 2009 – Updated July 15, 2012.

/s/ Jessica Semon

Jessica Semon, 2012 National President