

# Delta County Citizens for Animal Welfare and Shelter (CAWS) Non-Profit Corporate Bylaws

## Article I NAME

- 1.01 The name of this corporation shall be Delta Citizens for Animal Welfare and Shelter, CAWS. The business of the corporation is conducted either as Delta Citizens for Animal Welfare and Shelter, or CAWS.

## Article 2 MISSION, PURPOSES AND POWERS

- 2.01 **CAWS Mission Statement:** CAWS is dedicated to improving the lives of dogs and cats in the North Fork Valley. We provide:

Emergency shelter for cats and kittens;  
Education, pet food and low-cost spaying and neutering for families in need;  
Support to spay and neuter clinics to reduce the feral cat population.

It is our mission to make the lives of our North Fork pets healthier and happier. CAWS shall be operated exclusively for animal welfare.

- 2.02 **Purpose:** Our program raises social awareness about animal care, dog and cat sterilizations and animal abuse. Education regarding pet overpopulation, animal care and animal abuse is done through schools, libraries, and other public venues as well as utilizing social media channels and the corporation's website. CAWS holds fundraising events to provide spay and neuter coupons to needy households.

Barkin' Bargains is CAWS' flagship store in Paonia, CO, and is instrumental in raising funds to maintain our programs.

We collaborate with other 501(c) (3) non-profit organizations in seeking forever homes for unwanted cats and dogs, and to financially support our mission.

CAWS is entirely run by volunteers who manage the Barkin' Bargains retail store and volunteer at events, clinics or provide care to cats shelter.

- 2.03 **Powers:** The corporation shall have the power, directly or indirectly, alone or in conjunction or cooperation with others, to do any and all lawful acts which may be necessary or convenient to affect the charitable purposes, for which the corporation is organized, and to aid or assist other organizations or persons whose activities further accomplish, foster, or attain such purposes. The powers of the corporation may include, but not be limited to, the acceptance of contributions from the public and private sectors, whether financial or in-kind contributions.

### 2.03.1 **Nonprofit Status and Exempt Activities Limitation.**

(a) Delta County Citizens for Animal Welfare, (CAWS), is a Colorado non-profit public benefit corporation, recognized as tax exempt under Section 501(c)(3) of the United States Internal Revenue Code, within the meaning of Section 501 (c)(3) of the Internal Revenue Code of 1986, or the corresponding section of any future Federal tax code.

(b) Notwithstanding any other provision of these Bylaws, no director, officer, member, or representative of this corporation shall take any action or carry on any activity by or on behalf of the corporation not permitted to be taken or carried on by an organization exempt under Section 501(c)(3) of the Internal Revenue Code as it now exists or may be amended, or by any organization contributions to which are deductible under Section 170(c)(2) of such Code and Regulations as it now exists or may be amended. No part of the net earnings of the corporation shall inure to the benefit or be distributable to any director, officer, member, or other private person, 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 the purposes set forth in these Bylaws.

**2.03.2 Distribution Upon Dissolution.**

Upon termination or dissolution of CAWS, any assets lawfully available for distribution shall be distributed to one (1) or more qualifying animal rescue organizations in Delta County as described in Section 501(c)(3) of the 1986 Internal Revenue Code. The organization(s) to receive the assets of CAWS hereunder shall be selected in the discretion of a majority of the managing body of the corporation, and if its members cannot so agree, then the recipient organization shall be selected pursuant to a verified petition in equity filed in a court of proper jurisdiction against CAWS, by one (1) or more of its managing body which verified petition shall contain such statements as reasonably indicate the applicability of this section. The court upon a finding that this section is applicable shall select the qualifying organization or organizations to receive the assets to be distributed, giving preference if practicable to organizations located within Delta County. In the event that the court shall find that this section is applicable but that there is no qualifying organization known to it which has a charitable purpose, which, at least generally, includes a purpose similar to CAWS, then the court shall direct the distribution of its assets lawfully available for distribution to the Treasurer of the State of Colorado to be added to the general fund.

**Article 3      MEMBERSHIP**

3.01 CAWS shall have no members who have any right to vote or obtain title or interest in the organization, its properties and franchises.

**Article 4      BOARD OF DIRECTORS**

4.01 **Number of Directors:** CAWS shall have a board of directors consisting of at least 4 and no more than 8 directors. Within these limits, the board may increase or decrease the number of directors serving on the board, including for the purpose of staggering the terms of directors.

4.02 **Powers:** All corporate powers shall be exercised by or under the authority of the board, and the affairs of the CAWS shall be managed under the direction of the board, except as otherwise provided by law.

4.03 **Terms**

(a) All directors shall be elected to serve two two-year terms, however the term may be extended until a successor has been elected.

(b) Director terms shall be staggered so that approximately half the number of directors will end their terms in any given year.

(c) Directors can serve terms in succession.

(d) The term of office shall be considered to begin the third Thursday in January and end on the third Thursday of January of the fourth year in office, unless the term is extended until such time as a successor has been elected.

(e) All officers will be required to spend some time carrying out the operational activities of CAWS, including but not limited to volunteering at Barkin Bargains from time to time, assisting at "TNR" clinics, transporting animals, and assisting at fundraising events.

- 4.04 **Qualifications and Election of Directors:** In order to be eligible to serve as a director on the board of directors, the individual must be 18 years of age. The election of directors to replace those who have fulfilled their term of office shall take place during general meeting, scheduled for the third Thursday in January of each year.
- 4.05 **Vacancies:** The board of directors may fill vacancies due to the expiration of a director's term of office, resignation, death, or removal of a director or may appoint new directors to fill a previously unfilled board position, subject to the maximum number of directors under these Bylaws. Vacancies in the board of directors due to resignation, death, or removal shall be filled by the board for the balance of the term of the director being replaced.
- 4.06 **Removal of Directors:** A director may be removed by two-thirds vote of the board of directors then in office, if: (a) the director is absent and unexcused from two or more meetings of the board of directors in a twelve month period. The board president is empowered to excuse directors from attendance for a reason deemed adequate by the board president. The president shall not have the power to excuse him/herself from the board meeting attendance and in that case, the board vice president shall excuse the president. Or: (b) for cause or no cause, if before any meeting of the board at which a vote on removal will be made the director in question is given electronic or written notification of the board's intention to discuss her/his case and is given the opportunity to be heard at a meeting of the board.
- 4.07 **Board of Directors Meetings:**
- (a) Regular Meetings. The board of directors shall have a minimum of nine (9) regular meetings each calendar year, the date of the next meeting to be determined by agreement of a majority of board members present at the preceding meeting, and at places fixed by the board. Board meetings shall be held upon four (4) days notice by first-class mail, electronic mail, or by telephone. If sent by mail, or electronic mail, the notice shall be deemed to be delivered upon its deposit in the mail or transmission system. Notice of meetings shall specify the place, day, and hour of meeting, as well as the agenda.
- (b) Special Meetings. Special meetings of the board may be called by the president, vice president, secretary, treasurer, or any two (2) other directors of the board of directors. A special meeting must be preceded by at least 2 days' notice to each director of the date, time, and place, but not the purpose, of the meeting.
- (c) Waiver of Notice. Any director may waive notice of any meeting by e-mailing all board directors.

4.08 **Manner of Acting:**

(a) Quorum. A majority of the directors in office immediately before a meeting shall constitute a quorum for the transaction of business at that meeting of the board. No business shall be considered by the board at any meeting at which a quorum is not present.

(b) Majority Vote. Except as otherwise required by law, the act of the majority of the directors present at a meeting at which a quorum is present shall be the act of the board.

(c) Hung Board Decisions. On the occasion that directors of the board are unable to make a decision based on a tied number of votes, the president or treasurer in the order of presence shall have the power to swing the vote based on his/her discretion.

(d) Participation. Directors are expected to participate in all board meetings. Except as required otherwise by law or these Bylaws, directors may participate in a regular or special meeting through the use of any means of communication by which all directors participating may simultaneously hear each other during the meeting, including in person, internet video meeting or by telephonic conference call.

4.09 **Compensation for Board Service:** Directors shall receive no compensation or reimbursements for carrying out their duties as directors.

4.10 **Compensation for Professional Services by Directors:** Directors are not restricted from being remunerated for professional services provided to CAWS. Such remuneration shall be reasonable and fair and must be reviewed and approved in accordance with the board Conflict of Interest policy and state law.

**Article 5**            **COMMITTEES**

5.01 **Committees:** The board of directors may, by the resolution adopted by a majority of the directors then in office, designate one or more committees, each consisting of one or more directors, to serve at the pleasure of the board. Any committee, to the extent provided in the resolution of the board, shall have all the authority of the board, except that no committee, regardless of board resolution, may:

(a) take any final action on matters which also requires board members' approval or approval of a majority of all members;

(b) fill vacancies on the board of directors of in any committee which has the authority of the board;

(c) amend or repeal Bylaws or adopt new Bylaws;

(d) amend or repeal any resolution of the board of directors which by its express terms is not so amendable or repealable;

(e) appoint any other committees of the board of directors or the members of these committees;

or (f) approve any transaction without board approval: (i) to which the corporation is a party and one or more directors have a material financial interest; or (ii) between the corporation and one or more of its directors or between the corporation or any person in which one or more of its directors have a material financial interest.

5.02 **Meetings and Action of Committees:** Meetings and action of the committees shall be governed by and held and taken in accordance with, the provisions of Article IV of these Bylaws concerning meetings of the directors, with such changes in the context of those Bylaws as are

necessary to substitute the committee and its members for the board of directors and its members, except that the time for regular meetings of committees may be determined either by resolution of the board of directors or by resolution of the committee. Special meetings of the committee may also be called by resolution of the board of directors. Notice of special meetings of committees shall also be given to any and all alternate members, who shall have the right to attend all meetings of the committee. Minutes shall be kept of each meeting of any committee and shall be filed with the corporate records. The board of directors may adopt rules for the governing of the committee not inconsistent with the provision of these Bylaws.

- 5.03 **Informal Action by The Board of Directors** Any action required or permitted to be taken by the board of directors of a committee may be taken without a meeting if consent in writing, setting forth the action so taken, shall be agreed by the consensus of a quorum. For purposes of this section an e-mail transmission from an e-mail address on record constitutes a valid writing. The intent of this provision is to allow the board of directors to use email to approve actions, as long as a quorum of board members gives consent.

## Article 6 OFFICERS

- 6.01 **Board Officers:** The officers of the corporation shall be a board president, vice-president, secretary, and treasurer, all of whom shall be chosen by, and serve at the pleasure of, the board of directors. Each board officer shall have the authority and shall perform the duties set forth in these Bylaws or by resolution of the board or by direction of an officer authorized by the board to prescribe the duties and authority of other officers. The board may also appoint additional vice-presidents and such other officers as it deems expedient for the proper conduct of the business of the corporation, each of whom shall have such authority and shall perform such duties as the board of directors may determine. One person may hold two or more board offices, but no board officer may act in more than one capacity where action of two or more officers is required.
- 6.02 **Term of Office:** Each officer shall serve two two-year terms of office and can serve again after a two year hiatus. Unless unanimously elected by the board at the end of his/her two (2) year terms or to fill a vacancy in an officer position, each board officer's term of office shall begin upon the adjournment of the board meeting at which elected and shall end upon the adjournment of the board meeting during which a successor is elected.
- 6.03 **Removal and Resignation:** The board of directors may remove an officer, after majority board approval, with cause. Any officer may resign at any time by giving written notice to the corporation without prejudice to the rights, if any, of the corporation under any contract to which the officer is a party. Any resignation shall take effect at the date of the receipt of the notice or at any later time specified in the notice, unless otherwise specified in the notice. A board letter of resignation acceptance shall be necessary to make it effective, and a copy of such letter appropriately filed.
- 6.04 **Board President:** The board president shall be the chief volunteer officer of the corporation. The board president shall lead the board of directors in performing its duties and responsibilities, including, if present, presiding at all meetings of the board of directors, and shall perform all other duties incident to the office or properly required by the board of

- directors. The President has signing authority for bank and other documents as determined by resolution of the Board.
- 6.05 **Vice President:** In the absence or disability of the board president, the ranking vice-president or vice-president designated by the board of directors shall perform the duties of the board president. When so acting, the vice-president shall have all the powers of and be subject to all the restrictions upon the board president. The vice-president shall have such other powers and perform such other duties prescribed for them by the board of directors or the board president.
- 6.06 **Secretary:** The secretary shall keep a book of minutes of all meetings, and post minutes on the CAWS website after board approval of such minutes. The minutes of each meeting shall state: the time, place, quorum, present members of the board, and such other information as shall be necessary to determine the actions taken and whether the meeting was held in accordance with the law and these Bylaws. The secretary shall cause notice to be given of all meetings of directors and committees as required by the Bylaws. The secretary shall have such other powers and perform such other duties as may be prescribed by the board of directors. The secretary may appoint, with approval of the board, a director to assist in performance of all or part of the duties of the secretary. The Secretary has signing authority for bank and other documents as determined by resolution of the Board.
- 6.07 **Treasurer:** The treasurer shall be the lead director for oversight of the financial condition and affairs of the corporation. The treasurer shall oversee and keep the board informed of the financial condition of the corporation and of audit or financial review results. In conjunction with other directors or officers, the treasurer shall oversee budget preparation and shall ensure that appropriate financial reports, including an account of major transactions and the financial condition of the corporation, are made available to the board of directors on a timely basis or as may be required by the board of directors. The treasurer shall perform all duties properly required by the board of directors or the board president. The treasurer may appoint, with approval of the board a qualified fiscal agent or member of the staff to assist in performance of all or part of the duties of the treasurer. The Treasurer has signing authority for bank and other documents as determined by resolution of the Board.
- 6.08 **Non-Director Officers:** The board of directors may designate additional officer positions of the corporation and may appoint and assign duties to other non-director officers of the corporation.
- 6.09 **Committees:** Board members will chair committees comprising of CAWS members, and need to report to actions taken to the board. No fiscal actions are allowed without prior board approval.

**Article 7**            **CONTRACTS, CHECKS, LOANS, INDEMNIFICATION AND RELATED MATTERS**

- 7.01 **Contracts and other Writings:** Except as otherwise provided by resolution of the board or board policy, all contracts, deeds, leases, mortgages, grants, and other agreements of the corporation shall be executed, after majority board approval, on its behalf by a board officer to whom the corporation has delegated authority to execute such documents.
- 7.02 **Checks, Drafts:** All checks, drafts, or other orders for payment of money, notes, or other evidence of indebtedness issued in the name of the corporation, shall be signed by such officer or officers, agent or agents, of the corporation and in such manner as shall from time to time be determined by resolution of the board.
- 7.03 **Deposits:** All funds of the corporation not otherwise employed shall be deposited from time to time to the credit of the corporation in such banks, trust companies, or other depository as the board or a designated committee of the board may select.

## Delta County Citizens for Animal Welfare and Shelter (CAWS) By Laws

- 7.04 **Loans:** No loans shall be contracted on behalf of the corporation and no evidence of indebtedness shall be issued in its name unless authorized by resolution of the board. Such authority may be general or confined to specific instances.
- 7.05 **Indemnification:**
- (a) **Mandatory Indemnification.** The corporation shall indemnify a director or former director, who was wholly successful, on the merits or otherwise, in the defense of any proceeding to Delta County Citizens for Animal Welfare and Shelter (CAWS) Non-Profit Corporate Bylaws which he or she was a party because he or she is or was a director of the corporation against reasonable expenses incurred by him or her in connection with the proceedings.
- (b) **Permissible Indemnification.** The corporation shall indemnify a director or former director made a party to a proceeding because he or she is or was a director of the corporation, against liability incurred in the proceeding, if the determination to indemnify him or her has been made in the manner prescribed by the law and payment has been authorized in the manner prescribed by law.
- (c) **Advance for Expenses.** Expenses incurred in defending a civil or criminal action, suit or proceeding may be paid by the corporation in advance of the final disposition of such action, suit or proceeding, as authorized by the board of directors in the specific case, upon receipt of (I) a written affirmation from the director, officer or agent of his or her good faith belief that he or she is entitled to indemnification as authorized in this article, and (II) an undertaking by or on behalf of the director, officer or agent to repay such amount, unless it shall ultimately be determined that he or she is entitled to be indemnified by the corporation in these Bylaws.
- (d) **Indemnification of Officers, Agents and Employees.** An officer of the corporation who is not a director is entitled to mandatory indemnification under this article to the same extent as a director. The corporation may also indemnify and advance expenses to an agent of the corporation who is not a director, consistent with Colorado Statutes for Non-Profit Corporations and public policy, provided that such indemnification, and the scope of such indemnification, is set forth by the general or specific action of the board or by contract.

## Article 8 MISCELLANEOUS

- 8.01 **Books and Records:** The corporation shall keep correct and complete books and records of account and shall keep minutes of the proceedings of all meetings of its board of directors, a record of all actions taken by board of directors without a meeting, and a record of all actions taken by committees of the board. In addition, the corporation shall keep a copy of the corporation's Bylaws as amended to date.
- 8.02 **Fiscal Year** The fiscal year of the corporation shall be from January 1 to December 31 of each year.
- 8.03 **Conflict of Interest:**
- (a) The board shall adopt and periodically review a conflict of interest policy to protect the corporation's interest when it is contemplating any transaction or arrangement which may benefit any director, officer, affiliate, or member of a committee with board-delegated powers.
- (b) Members of the same family may not hold one of the four Officer roles on the board concurrently, nor be check signatories concurrently.
- 8.04 **Nondiscrimination Policy:** The officers, directors, committee members and persons served by this corporation shall be selected entirely on a nondiscriminatory basis with respect to age, sex, race, religion, national origin, sexual orientation and other characteristic protected by law.
- 8.05 **Bylaw Amendment** These Bylaws may be amended, altered, repealed, or restated by a vote of the majority of the board of directors then in office at a meeting of the Board, to be presented

by members of this organization during the general meeting on the third Thursday of January. However, no amendment shall be made to these Bylaws which would cause the corporation to cease to qualify as an exempt corporation under Section 501 (c)(3) of the Internal Revenue Code of 1986, or the corresponding section of any future Federal tax code. An amendment that affects the voting rights of directors further requires ratification by a two-thirds vote of a quorum of directors at a Board meeting.

## **Article 9 DOCUMENT RETENTION POLICY**

9.01 **Purpose:** The purpose of this document retention policy is establishing standards for document integrity, retention, and destruction and to promote the proper treatment of CAWS records.

9.02 **Policy:**

### **9.02.01 General Guidelines:**

Records should not be kept if they are no longer needed for the operation of the business or required by law. Unnecessary records should be eliminated from the files. Several categories of documents that warrant special consideration are identified below. While minimum retention periods are established, the retention of the documents identified below.

### **9.02.02 Minimum Retention Periods for Specific Categories:**

(a) Corporate Documents. Corporate records include the corporation's By-Laws and IRS Form 1023 and Application for Exemption. Corporate records should be retained permanently. IRS regulations require that the Form 1023 be available for public inspection upon request.

(b) Tax Records. Tax records include, but may not be limited to, documents concerning payroll, expenses, proof of contributions made by donors, accounting procedures, and other documents concerning the corporation's revenues. Tax records should be retained for at least seven years from the date of filing the applicable return.

(c) Employment Records/Personnel Records. State and federal statutes require the corporation to keep certain recruitment, employment and personnel information. The corporation should also keep personnel files that reflect performance reviews and any complaints brought against the corporation or individual employees under applicable state and federal statutes. The corporation should also keep in the employee's personnel file all final memoranda and correspondence reflecting performance reviews and actions taken by or against personnel. Employment applications should be retained for three years. Employment and personnel records should be retained for seven years.

(d) Board and Board Committee Materials. Meeting minutes should be retained in perpetuity in the corporation's minute book. A clean copy of all other Board and Board Committee materials should be kept for no less than three years by the corporation.

(e) Press Releases/Public Filings. The corporation should retain permanent copies of all press releases and publicly filed documents under the theory that the corporation should have its own copy to test the accuracy of any document a member of the public can theoretically produce against the corporation.

(f) Legal Files. Legal documents should be maintained for a period of ten years. (g) Pet Adoption, Veterinary and Spay and Neuter Documents. The corporation should keep adoption documents for three years.

(h) An exception to the three-year policy may be sales invoices, contracts, leases, licenses, and other legal documentation. These documents should be kept for at least three years beyond the life of the agreement.

## Delta County Citizens for Animal Welfare and Shelter (CAWS) By Laws

(i) Grants. Final, execution copies of all grants, with supporting documentation should be retained for at least five years beyond the life of the agreement, and longer in the case of publicly filed contracts.

(j) Correspondence. Unless correspondence falls under another category listed elsewhere in this policy, correspondence should generally be saved for two years.

(k) Banking and Accounting. Accounts payable ledgers and schedules should be kept for seven years. Bank reconciliations, bank statements, deposit slips and checks (unless for important payments and purchases) should be kept for three years. Any inventories of products, materials, and supplies and any invoices should be kept for seven years.

(l) Insurance. Expired insurance policies, insurance records, accident reports, claims, etc. should be kept permanently.

(m) Audit Records. External audit reports should be kept permanently. Internal audit reports should be kept for three years.

9.02.03 **Electronic Mail**. E-mail that needs to be saved should be either: (i) printed in hard copy and kept in the appropriate file; or (ii) downloaded to a computer file and kept electronically or on disk as a separate file. The retention period depends upon the subject matter of the e-mail, as covered elsewhere in this policy.

9.02.04 **Electronic Book Keeping**: Book keeping should be stored electronically on an external drive, in suitable online data storage, after each session, and monthly be stored on a thumb drive.

### **Article 10      TRANSPARENCY AND ACCOUNTABILITY Disclosure of Financial Information with the General Public**

10.01 **Purpose**: By making full and accurate information about its mission, activities, finances, and governance publicly available, CAWS practices and encourages transparency and accountability to the general public. This policy will:

(a) indicate which documents and materials produced by the corporation are presumptively open to volunteers and/or the public

(b) indicate which documents and materials produced by the corporation are presumptively closed to volunteers and/or the public

(c) specify the procedures whereby the open/closed status of documents and materials can be altered. The details of this policy are as follows:

10.02 **Financial and IRS documents**: CAWS shall provide its Internal Revenue forms 990, 990-T, 1023 and 5227, bylaws, conflict of interest policy, and financial statements to the general public for inspection free of charge. Printed copies of records are available upon request at 50c per copy. This information must be provided within 7 days of receipt of written requests .

10.03 **Means and Conditions of Disclosure**: CAWS shall make "Widely Available" on its website: [www.cawsonline.org](http://www.cawsonline.org) its financial statements. The documents shall be posted in a format that allows an individual using the Internet to access, download, view and print them.

10.04 **IRS Annual Information Returns (Form 990)**: The Treasurer shall submit the Form 990 to the Board of directors at least 10 days before the Form 990 is filed with the IRS.

## Delta County Citizens for Animal Welfare and Shelter (CAWS) By Laws

### 10.05 **Board:**

- (a) All board deliberations shall be open to the public except where the board passes a motion to make any specific portion confidential.
- (b) All board minutes shall be open to the public once accepted by the board, except where the board passes a motion to make any specific portion confidential.
- (c) All papers and materials considered by the board shall be open to the public following the meeting at which they are considered, except where the board passes a motion to make any specific paper or material confidential.

### 10.06 **Staff Records:**

- (a) All staff records shall be available for consultation by the staff member concerned or by their legal representatives.
- (b) No staff records shall be made available to any person outside the corporation except the authorized governmental agencies.
- (c) Within the corporation, staff records shall be made available only to those persons with Managerial or personnel responsibilities for that staff member, except that
- (d) Staff records shall be made available to the board when requested.

### 10.07 **Donor Records:**

- (a) All donor records shall be available for consultation by the donors concerned or by their legal representatives.
- (b) No donor records shall be made available to any other person outside the corporation except the authorized governmental agencies.
- (c) Within the corporation, donor records shall be made available only to those persons with managerial responsibilities for dealing with those donors, except that ;
- (d) donor records shall be made available to the board when requested.

## **Article 11**      **CODES OF ETHICS**

11.01 **Purpose:** CAWS requires and encourages directors, officers and volunteers to observe and practice high standards of business and personal ethics in the conduct of their duties and responsibilities. The volunteers and representatives of CAWS must practice honesty and integrity in fulfilling their responsibilities and comply with all applicable laws and regulations.

11.02 **Reporting Violations:** If any director, officer or volunteer reasonably believes that some policy, practice, or activity of CAWS is in violation of law, a written complaint must be filed by that person with the board president or the vice board president.

11.03 **Acting in Good Faith:** Anyone filing a complaint concerning a violation or suspected violation must be acting in good faith and have reasonable grounds for believing the information disclosed indicates a violation. Any allegations that prove not to be substantiated and which prove to have been made maliciously or knowingly to be false shall be viewed as a serious disciplinary offense.

**11.05 Confidentiality:**

11.05.1 Meetings by officers shall remain confidential.

11.05.2 Violations or suspected violations may be submitted on a confidential basis by the complainant or may be submitted anonymously. Reports of violations or suspected violations shall be kept confidential to the extent possible, consistent with the need to conduct an adequate investigation.

**11.06 Handling of Reported Violations:** The board president or vice president shall notify the sender and acknowledge receipt of the reported violation or suspected violation within five business days. All reports shall be promptly investigated by the board and its appointed committee and appropriate corrective action shall be taken if warranted by the investigation. This policy shall be made available to all directors, officers and volunteers and they shall have the opportunity to ask questions about the policy.

**Article 12      AMENDMENT OF ARTICLES OF INCORPORATION**

Any amendment to the Articles of Incorporation may be adopted by approval of two-thirds (2/3) of the Board of directors.

**CERTIFICATE OF ADOPTION OF BYLAWS**

I do hereby certify that the above stated Bylaws of Delta Count Citizens for Animal Welfare and Shelter (CAWS) were approved by its board of directors on **January 17<sup>th</sup>, 2019** and constitute a complete copy of the Bylaws of the non-profit corporation.

Secretary \_\_\_\_\_