



# WASHINGTON STATE ANIMAL RESPONSE TEAM

## POLICY NO. 1 BY-LAWS

Revision: Q

Adopted: December 6, 2017

**Approved:**

/s/ \_\_\_\_\_

Shawndra Michell  
WASART President

/s/ \_\_\_\_\_

Lawrence Fosnick Davis  
WASART Vice President



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### REVISION RECORD

<u>Revision</u>	<u>Release Date</u>	<u>Description</u>	<u>Affected Sections</u>
Original	8/9/2007	Initial release	All
A	2/6/2008	Not recorded	Not recorded
B	11/5/2008	Not recorded	Not recorded
C	11/4/2009	Not recorded	Not recorded
D	4/10/2010	Not recorded	Not recorded
E	4/6/2011	Not recorded	Not recorded
F	1/4/2012	Not recorded	Not recorded
G	4/4/2012	Reformatted; established "Auxiliary Member" classification	2.0; all sections revised for reformatting
H	12/22/12	Reformatted; minor corrections; deleted "support" membership category; provided for proxy voting; clarified that Advising Specialists need not be WASART members; specified that one individual may not occupy multiple Board positions simultaneously; allowed for multiple terms on BOD for Past Presidents; revised timing for officers' elections	1.3. 2.0, 3.1, 3.2, 3.3, 3.4, 3.6, 3.6.1, 3.6.2, 5.0; all sections revised for reformatting.



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<u>Revision</u>	<u>Release Date</u>	<u>Description</u>	<u>Affected Sections</u>
J	5/1/13	Added minimum number of Board meetings per year, and provision for online meetings, added provision for Public Relations Committee, minor corrections	3.1, 6.1, added 6.5.
K	8/7/13	Added PIO as a Board officer; changed responsibility for reporting members' training records; added publishing annual report to VP duties	3.2, 3.3.1, 3.5.1, 3.5.2, 6.1, 6.4, 6.5; added new 3.5.8, re-numbered old 3.5.8 to 3.5.9
L	10/2/13	Revised descriptions of officers' duties; created Finance Committee; deleted Member at Large; renamed Financial Review Committee to Internal Oversight Committee; created Volunteer Management Committee; modified Membership Committee; minor wording changes	1.3, 2.0, 3.3.1, 3.3.2, 3.5, 3.5.3, 3.5.4, 3.6.3, 5.0, 6.1, 6.2, deleted 3.5.5 and renumbered subsequent subsections; added new 6.6 & 6.7



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<u>Revision</u>	<u>Release Date</u>	<u>Description</u>	<u>Affected Sections</u>
M	11/5/14	Added Emergency Mgmt oversight of CARTs & RARTs; clarified that special BOD mtgs. may be called by any BOD member; limited distribution of AARs in criminal cases; added requirement for timely payment of bills; minor corrections & clarifications	1.3, 3.1, 3.5.1, 3.5.4, 3.6.2, 4.2
N	3/2/16	Revised membership eligibility age; changed "Field Response" to "Animal Handling and Assessment"; added definition of fiscal year; revised Officers' attendance reqmt. & eliminated Advising Specialists' attendance reqmt.; revised Treasurer's reporting reqmts.; revised dates for annual P&L reporting and budget presentation; deleted pre-2013 election timing; made provision for compensating independent contractors; deleted budget presentation at General mtg;	2.0, 3.3, 3.5, 3.6.4, 3.7.1, 4.1, 5.0, 6.4; added new Section 3.1 and renumbered all succeeding subparagraphs



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<u>Revision</u>	<u>Release Date</u>	<u>Description</u>	<u>Affected Sections</u>
		deleted reqmt. for Membership Chair to report training status to KCOEM	
O	9/7/16	Added reqmt. for officers to be current WASART members; allowed Treasurer's designee to chair Finance Committee	3.3, 3.6.4
P	10/5/16	Increased disbursement authority w/o co-signature to \$100.00	5.0
Q	12/6/17	Removed background check for Auxiliary members; changed Treasurer to appointed office; changed election of Training Director to even numbered years; re-established two-term limits for elected officers, with provision for additional, non-consecutive terms; removed contingency for compensating officers who are employees; added provision for Finance Committee Deputy Chair; minor wording changes and corrections.	2.0, 3.4.1, 3.7.2, 4.1, 6.6; significant text changes shown in underlined italics.



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### 1.0 NAME AND PURPOSE

#### 1.1 Name

The name of the organization shall be WASHINGTON STATE ANIMAL RESPONSE TEAM (WASART), hereinafter occasionally called “The Organization.” It shall be a nonprofit organization incorporated under the laws of the State of Washington.

#### 1.2 Purpose

WASART shall be organized as a private, non-government organization dedicated to preparing, planning, responding, rescuing, evacuating, recovering and sheltering during animal emergencies due to natural, human-made or technological *emergencies or* disasters such as flooding, fires, volcanic eruptions, earthquakes, terrorism or chemical spills, etc. WASART shall work in affiliation with state and local emergency management agencies utilizing the principles of the Incident Command System (ICS).

WASART shall be comprised of its current members. It shall establish a network of trained and certified individual volunteers, veterinarians, livestock producers, raisers and keepers, appropriate government entities, appropriate non-profit organizations, animal industries such as farms, equine stables, animal shelters, kennels etc., businesses, and agricultural resources that are available for the mitigation, planning, mobilization, response, evacuation, recovery and sheltering matters related to emergency incidents involving animals.

#### 1.3 Objectives

- To convene meetings of public and private stakeholders to constructively discuss issues and common interests and encourage collaborative action in matters related to any issues concerning animal emergencies;
- To work with national partners and other states to address common goals of WASART programs and our nation;
- To work with the Washington State Department of Agriculture, the State Emergency Management Division, and other appropriate governmental agencies in the effort to obtain a state funded budget;





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- To form and train County Animal Response Teams (CARTs) and Regional Animal Response Teams (RARTs) according to Chapter 118-04 of the Washington Administrative Code (WAC) Emergency Worker Program. CARTs and RARTs would be the core resources for addressing animal emergency issues within each county or region of the State. Such teams would act under the jurisdictional authority of the affected county or counties, and would include, as applicable, Animal Control Officers, Search and Rescue organizations, Extension Office personnel, Sheriff's Office personnel, Emergency Management organizations, Fire Departments, veterinarians, U. S. Forest Service personnel, Conservation Districts, county agriculture programs, animal industry leaders, animal-related non-profit organizations, tribal authorities and individual volunteers;
- To be instrumental in developing and delivering training opportunities for agencies, community organizations and individual volunteers to facilitate a safe, environmentally sound and efficient response to animal emergencies on the local, county, tribal, state and federal levels;
- To form collaborative partnerships with other animal and other emergency response organizations to respond to national, state, regional, and local animal emergencies and decision making;
- To actively participate in the projects and activities of other agencies and organizations to communicate and further WASART objectives;
- To work to ensure that WASART acquires or has access to necessary equipment and resources. The organization shall pursue funding sources such as fund raising events, grants, etc., or cooperative agreements between agencies for such acquisitions;
- To fulfill a public education role for informed decision making by researching and publishing factual information and hosting public meetings with invited guest speakers to talk about current affairs and topics of interest in animal rescue;
- To communicate its actions and activities on a consistent basis.
- To organize community projects, events, and activities for purposes such as fund-raising, education and volunteer work parties.

### **2.0 MEMBERSHIP**

Membership shall be open to any person 16 years or older having an interest in promoting the objectives of WASART and meeting the requisite standards set forth in WASART's Policies. WASART shall not discriminate on the basis of sex, race, color, national origin, religious affiliation, age or sexual orientation.

All members are subject to WASART's By-Laws, its other policies and procedures, and any applicable local, county, state or federal laws and regulations.



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The amount required for annual dues shall be as determined by the Board of Directors. Continued membership is contingent upon being current on membership dues and entitles each member to be a voting member of the organization. Dues are payable on January 1<sup>st</sup> of each year. A membership year is a calendar year beginning on January 1<sup>st</sup> of each year. Membership dues paid after November 1<sup>st</sup> will apply to the current and following year. Members whose dues are more than 30 days in arrears shall not be entitled to vote on WASART issues or participate in other WASART activities.

The Board of Directors can terminate a member's membership by a majority vote. Membership dues for a member whose membership is terminated shall not be refunded.

There shall be three categories of members. The first category shall be designated as "active" members who shall be eligible for Base Support, Sheltering, Animal Handling and Assessment or Transport deployment because they have successfully passed a criminal background check, provided verification of their driver's license and auto insurance coverage to the Membership Committee, completed the relevant training requirements established by the Board of Directors, met the requirements for continuing education as outlined in Policy No. 3, Training Curriculum, and are current in their financial obligations to the organization. Each active member is entitled to one vote for the election of officers.

"Auxiliary" members are those members who wish to be involved with the organization on a more limited basis than active members or have not completed the requirements to become active members. They shall be eligible to be on committees; to act as advisors to the Board of Directors; when requested, to provide technical or administrative assistance to the Board of Directors; to assist with information dissemination, etc. Auxiliary members shall not be required to participate in any training curriculum established by the Board of Directors.

Auxiliary members have full voting privileges and responsibilities in all WASART elections and general membership meetings and matters. Each auxiliary member is entitled to one vote.

The third category shall be an organizational membership. This category shall be limited to government agencies, nonprofit volunteer emergency response and nonprofit animal welfare organizations. The Board of Directors shall determine organization membership fees and governing regulations. Each organization membership shall be entitled to a single vote. Determination of who is authorized to cast the organization's vote shall be the prerogative of the organization. The WASART Board of Directors shall adjudicate conflicts over who is authorized to cast an organization's vote; the Board's decision shall be final.

Continuing WASART membership for active and organizational membership categories shall be contingent on successfully passing a criminal background check every two years.



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### **3.0 ORGANIZATION OF THE UNIT**

#### **3.1 Fiscal Year**

WASART's fiscal year shall begin on January 1 and end on December 31.

#### **3.2 Meetings**

- A meeting quorum for any meeting is defined as the voting members present.
- A quarterly General Meeting shall be held at a time and location voted on by the Board of Directors.
- Meetings will be conducted according to Roberts' Rules of Order.
- Special meetings may be called at the discretion of the Board of Directors to resolve urgent problems. Any individual Board member may call for a special meeting. Time and place of such meeting shall be agreed to by a majority of the Board members.
- A simple majority of those casting votes shall rule unless otherwise provided by these By-Laws.
- The Board of Directors shall vote on WASART motions, and Board members may vote on issues from other partner organizations if acting as WASART delegates to that organization's meeting.
- A monthly Board of Directors' meeting may be held at a time and location designated by the Board. The Board of Directors shall meet a minimum of eight times per calendar year.
- The Board of Directors may conduct up to 75% of its meetings by teleconference and/or videoconference. The remaining provisions of this subsection shall apply.

#### **3.3 Board of Directors**

The Board of Directors shall consist of the officers: President, Vice-President, Secretary, Treasurer, Training Director, and Public Information Officer (PIO), and may include one Past President. The Board of Directors may also include up to eight Advising Specialists. Advising Specialists need not be members of the organization. No single individual may simultaneously occupy more than one Board position. Officers shall attend a minimum of 50% of the scheduled WASART Board of Director meetings and shall be current WASART members in good standing.



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### 3.4 Terms of Office

#### 3.4.1 Officers

The officers, except the Public Information Officer *and the Treasurer*, shall be elected for a term of two years. Elected officers shall not serve more than two consecutive terms. However, members that have previously served as an elected officer may serve an additional two consecutive terms after at least one intervening term. The PIO *and Treasurer* shall be appointed to the Board of Directors by a majority vote of Board members at a regularly scheduled Board of Directors meeting. The PIO's *and Treasurer's* terms shall be for a minimum of two years and may be extended by mutual consent of the *incumbent* and a majority of the remaining Board Directors.

#### 3.4.2 Advising Specialists terms

Advising Specialists shall be appointed to the Board of Directors by a majority vote of Board members at a regularly scheduled Board of Directors meeting. Advising Specialists' terms shall be for a minimum of two years and may be extended by mutual consent of the Advising Specialist and a majority of the remaining Board Directors.

### 3.5 Past President

A former President may serve for two years as a member of the Board of Directors, provided the former President and a majority of the other Board members mutually agree. In the event the former President and the majority of the Board do not so agree, the vote of the Board shall prevail, if the majority of other Board members do not want the President to continue on the Board. By mutual agreement between the Past President and a majority of the remaining members of the Board, the Past President may continue to serve additional two-year terms, until such time as the succeeding President leaves office. Only one Past President may serve as an officer of the organization at a time.

### 3.6 Officers' and Advising Specialists' Duties

Additional details of Officers' duties are described in WASART Policy No. 2, *Administration Policy*.

#### 3.6.1 President

The President is the principal executive officer of WASART and Chair of the Board. He/she shall, in general, supervise the business and affairs of the organization. The President shall



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enforce all standards and policies as set forth in WASART By-Laws and shall, after a confirming vote by the majority of the Board, appoint the Chairs of the Standing Committees. The President or his/her designee shall submit After Action Reports (AARs) of trainings, missions, etc. to the requesting agency, KCOEM and to all current WASART members within 14 days of each event, except that AARs for deployments expected to result in criminal prosecution shall only be distributed to WASART Board members and Operations and Team Leaders. The President shall retain WASART's documents establishing and maintaining its legal status.

### **3.6.2 Vice President**

The Vice President shall be responsible for programs at the General Meetings. During the President's absence, the Vice President shall have all of the President's powers and duties. The Vice President shall serve as the default WASART delegate to partner organizations' meetings, unless another delegate will serve in his/her place. The Vice President shall be responsible for publishing WASART's Annual Report by the end of the first quarter of the following year. The Vice President shall coordinate the presentation of awards when appropriate.

### **3.6.3 Secretary**

The Secretary shall keep complete minutes of all meetings of the Board and the general membership. The BOD shall approve the revised minutes of each General and BOD meeting at the next regular BOD meeting.

The Secretary shall be responsible for attendance records at meetings and training events, reports, and correspondence. The Secretary shall attend to the giving and serving of all notices and maintain historical files of all correspondence. All records are to remain the property of WASART and shall be surrendered to the Secretary's successor.

### **3.6.4 Treasurer**

The Treasurer or his or her designee shall chair the Finance Committee. He or she or his or her designee shall collect, receive and deposit all monies due to and belonging to WASART, and pay all bills, claims or rewards timely, after determining that proper documentation for expenditure is on hand and expenditure is for appropriate and necessary WASART business. The Treasurer shall be authorized to pay any relevant bills or invoices received for WASART purchases, etc., up to the amount of \$100.00. For amounts over \$100.00, the signature of the Treasurer and one other Board member shall be required. Payments presented for co-signature shall be accompanied by the billing or invoice for which the payment is being made. No Board member shall co-authorize a payment to him/herself. The Treasurer shall maintain clear, concise and accurate account of all receipts and disbursements. The Treasurer shall



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present WASART's current Profit and Loss statement, its Balance Sheet and its Bank Reconciliation Record, as a minimum, at each Board of Directors meeting.

The Treasurer shall prepare all required Federal and State reports and forms for timely approval by the WASART Board and shall file the aforementioned reports as specified by law. He/she shall maintain open books subject to examination at any time and assist auditors in completing any required audit. The Treasurer shall prepare an annual Profit & Loss Statement for the Board's review at the Board meeting in February of the subsequent year. With appropriate input from the Finance Committee, the Treasurer shall also draft a proposed annual budget for the succeeding year to present for the Board's review at the November Board meeting. The Treasurer shall transfer to his/her successor a complete and accurate financial statement together with all funds, records, supplies and authorized account signatories.

### **3.6.5 Training Director**

The Training Director shall chair the Training Committee. The Training Director shall also act as a focal point for information regarding training needs in accordance with any confirming motion voted on by the Board. The Training Director shall draft a proposed annual budget for the Training Committee in November of each year, and shall present it to the Treasurer for inclusion in his/her proposed annual budget.

### **3.6.6 Past President**

The Past President shall carry out such special duties and assignments as designated by the President after consultation with the Board.

### **3.6.7 Public Information Officer**

The Public Information Officer shall serve as WASART's spokesperson and interface with news media. He or she shall chair the Public Relations Committee, and oversee the WASART website and social media outlets. The PIO shall draft a proposed annual budget for the Public Relations Committee in November of each year and provide it to the Treasurer for inclusion in his/her proposed annual budget.

### **3.6.8 Advising Specialists**

The Advising Specialists shall assist the officers in the efficient management of the organization by attending and participating in meetings, and special events as able, actively participating in discussions and bringing new ideas and programs forward for Board consideration; using independent judgment when voting; advising the Board of Directors on



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issues that pertain to each Advising Specialist's particular training or expertise; enhancing community awareness and promoting the organization; and avoid conflicts of interest and self-dealing.

### **3.7 Election and Removal of Officers**

#### **3.7.1 Voting**

Members may vote in person or by proxy. Proxy votes shall be submitted in writing, by hardcopy, facsimile, email or text message, to a member of the Board of Directors before the voting closes for the issue or office at hand. Board members may also cast proxy votes on matters before the Board by granting their proxies to another Board member. When a proxy is submitted, the receiving Board member shall cast the proxy vote exactly as directed by the individual granting the proxy, and shall provide evidence of the proxy to the Secretary to be recorded in the minutes of the meeting.

- The Board shall approve an Elections Committee of not fewer than two (2) members by the July Board meeting to manage the election process. No member of the Election Committee shall be a candidate for that election.
- The Elections Committee shall present its slate of nominees to the general membership at the September meeting, at which time nominations may also be made from the floor. Nominations from the floor shall require a second by an attending member, or in writing from a member who is not in attendance.
- At the September General Meeting, secret ballots shall be distributed by the Elections Committee to the members present, and counted after the meeting by the Elections Committee. The new officers shall be announced to the general membership by e-mail by the Elections Committee Chair within 10 calendar days following the election.



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### 3.7.2 Elections

- Elections for Vice-President *and Training Director* shall occur during even numbered years and elections for President *and* Secretary shall occur during odd numbered years. All newly elected officers shall take office during the first Board meeting following their election.
- A majority of the Board shall appoint qualified individuals to serve out unexpired terms; subject individuals must meet minimum requirements as set forth in these By-Laws.
- A simple majority of ballots cast shall determine the winner. If more than two candidates run for the same office, and none receives a simple majority of the votes cast, a runoff election shall be conducted between the two individuals who receive the largest and second-largest number of votes, respectively. A simple majority of ballots cast in the runoff election shall determine the winner.

### 3.7.3 Removal or Resignation of Officers

Any officer may be removed from office for failure to appropriately perform his/her duties as outlined in the By-Laws, by a majority vote of the Board of Directors.

Resignation from the Board should be in writing and received by the Secretary.

## 4.0 CONFLICT OF INTEREST

### 4.1 General Principles

Neither Board members nor their relatives shall be compensated, beyond the value of actual expenses incurred.

Primary responsibility for making all decisions related to a conflict of interest, or possible conflict of interest, shall rest with the Board of Directors of WASART. The Board may delegate decisions subject to this Article to a committee composed of individual Board members unrelated to, and not subject to the control of, the person or persons involved in the proposed transaction.

In matters of compensation, no Board member or officer may receive compensation from WASART for services rendered to the organization. In any other transaction, no Board member or officer may receive economic benefits from WASART that exceed the consideration provided for such transaction.





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Deliberation, decision-making, and written documentation of all arrangements subject to this Article shall take place before WASART makes payments of any kind.

### **4.2 Basis for Decision-making**

In making decisions subject to this Section, the Board of Directors or decision-making committee, shall, to the best of its ability, obtain and rely upon appropriate data as to comparability, such as:

- information about compensation paid by similarly situated organizations for similar goods or services;
- current compensation surveys compiled by independent firms; or
- actual written offers from similarly situated organizations.

### **4.3 Conflict of Interest**

No Board member may vote upon a matter in which he or she has a direct financial interest. No Board member may vote upon a matter in which he or she has a business or family relationship with anyone who has a direct financial interest.

Immediately upon becoming aware that such a conflict may exist, a Board member must disclose the existence of the potential conflict to the remaining Board members. If, by vote of the remaining Board members, a conflict of interest is found to exist, the Board member with the conflict shall withdraw from further deliberation and refrain from voting on the matter.

### **4.4. Recordkeeping**

The basis for each decision subject to this Section shall be fully documented, including:

- the terms of the approved transaction and the date approved;
- the members of the decision-making body who were present during debate on the transaction and those who voted on it;
- the decision made by each individual who voted;
- the comparability data that was relied on by the decision-making body and how the data was obtained; and any actions by a member of the decision-making body having a conflict of interest.

## **5.0 FUNDRAISING AND DISBURSEMENT OF FUNDS**

WASART is publicly supported as a 501(c)(3) charitable organization, and is incorporated as



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a not-for-profit entity under the laws of the State of Washington. Therefore, WASART will from time to time raise funds to support its activities in accordance with the Internal Revenue Code and regulations therein, Washington State law regarding Sales, Use, Business and Occupation Taxes, and the Charitable Solicitations Act of the State of Washington.

Absent the express authorization of its Board of Directors, WASART will not maintain a regular place of business.

Authorized signatures: approved withdrawals of WASART funds up to the amount of \$100.00 shall require the signature only of the Treasurer. For amounts of \$100.01 or more, approved withdrawals shall require the signature of the Treasurer and one additional Board member. No Board member shall co-authorize a payment to him/herself.

The Board of Directors will be responsible for reviewing and revising, if necessary, the annual budget drafted by the Finance Committee and presented at the November Board meeting.

The WASART Internal Oversight Committee shall conduct an examination of WASART financial records as described in Subsection 6.2.

### **6.0 COMMITTEES**

#### **6.1 Committees**

The Board of Directors may create committees as needed, such as fundraising, grant writing, communications, logistics, etc. The President, after a confirming vote by a majority of the Board of Directors, shall appoint all committee chairs except the Training, Public Relations and Finance Committees, which shall be chaired by the Training Director, Public Information Officer and Treasurer, respectively, as provided in Subsections 3.2, 3.5.4, 3.5.5 and 3.5.7. Chairs of standing committees shall provide reports of their committees' activities, either in writing or in person, at each Board of Directors' meeting. Standing committee chairs, except the Treasurer, Training Director and Public Information Officer, are not entitled to vote on matters before the Board.

#### **6.2 Internal Oversight Committee**

The Board of Directors shall establish an Internal Oversight Committee that shall be responsible for reviewing all financial transactions of the organization at least annually. The committee will consist of a minimum of two members, other than the Treasurer or other member of the Finance Committee, and shall conduct an annual review in January of each year, or employ outside experts to conduct a review or audit. The results of the review shall be reported to the Board of Directors at the February Board meeting. Additionally, the Internal



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Oversight Committee may conduct special reviews at the request of any individual Board member.

### **6.3 Training Committee**

The Board of Directors shall establish and maintain a Training Committee that shall develop training programs to further the goals and objectives of the organization. The programs shall be presented to the Board of Directors for approval.

### **6.4 Membership Committee**

The Board of Directors shall establish and maintain a Membership Committee that is responsible for maintaining membership and credentialing records.

### **6.5 Public Relations Committee**

The Board of Directors shall establish and maintain a Public Relations Committee that is responsible for publicizing WASART's activities through news media, the WASART website, social media, and other forms of public interaction.

### **6.6 Finance Committee**

The Board of Directors shall establish and maintain a Finance Committee that is responsible for overseeing the financial affairs of the organization, and for developing WASART's annual budget. The Finance Committee shall consist of the Chairs of all the standing committees *and may include a Deputy Finance Committee Chair.*

### **6.7 Volunteer Management Committee**

The Board of Directors shall establish and maintain a Volunteer Management Committee for the purpose of ensuring WASART's membership experience is satisfying and rewarding, and for management of emergent volunteers in the event of disaster deployments that overwhelm the organization's membership resources. The Volunteer Management Committee shall represent the voice of the general membership to address concerns, requests, or input of members.



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### 7.0 DISSOLUTION OF THE ORGANIZATION AND ASSETS

In the event the organization is dissolved, it shall be the responsibility of the Board of Directors at the time of dissolution to ensure that all of its assets remaining after the payment of its outstanding debts shall be distributed to the general treasury of the Progressive Animal Welfare Society (PAWS), of Lynnwood, Washington, provided further that in the event of the prior dissolution of PAWS, the funds shall be distributed to any nonprofit organization bearing objectives similar to the organization, selected by the Board. In no event shall the remaining assets of the organization be distributed to or for its members or used for any purpose other than exclusively for charitable and educational purposes as permitted by corporations which are exempt from federal Income Tax under the provisions of Section 501(c)(3) of the Internal Revenue Code of 1986.

### 8.0 AMENDMENTS

The Board of Directors shall appoint a By-Laws Committee at the October Board meeting, to review and revise these By-Laws as needed. The Committee shall present its proposed revisions to the Board at the November Board Meeting for further revision and/or approval. When the Board approves the By-Laws, the committee shall present the approved By-Laws to all members at the next regularly scheduled General Membership Meeting.

These By-Laws may be amended by a simple majority (half of the members present, plus one) of Board members at any regularly scheduled Board meeting, provided Board members are advised at least seven (7) days prior to the meeting that a By-Laws revision is to be discussed and the nature of the revision.

### CERTIFICATION

These By-Laws were approved at a meeting of the Board of Directors by a majority vote on December 6, 2017.

/s/ \_\_\_\_\_  
Melinda Sunde  
Secretary

December 6, 2017 \_\_\_\_\_  
Date