

BYLAWS OF THE PENNSYLVANIA STATE ANIMAL RESPONSE TEAM, INC.

ARTICLE I - NAME AND PURPOSE

Section 1: The name of the organization shall be the Pennsylvania State Animal Response Team, Inc. known also as PASART.

Section 2: The Pennsylvania State Animal Response Team, Inc. (PASART) is a public-private partnership providing a coordinated effort of preparing for, preventing, responding to and recovering from any emergencies affecting animals. PASART increases capability to respond to animal emergencies on the local, county, state, and federal level. PASART promotes and supports the implementation of County Animal Response Teams (CARTs) across the state.

Section 3: PASART is a Pennsylvania non-profit corporation with 501(c)(3) status under the Internal Revenue Code.

Section 4: PASART's fiscal year will begin on January 1 and end on December 31 of each year.

ARTICLE II - ORGANIZATION

Section 1: PASART is a non-membership organization. Individuals and organizations with interest in animal emergency ~~mitigation~~, preparedness, prevention, response, and recovery are considered to be included in the organization from whom Board members, committee members, officers, and other positions as designated by the Board may be called upon to participate. All PASART participants must abide by the organization's Code of Conduct.

ARTICLE III - MEETINGS

Section 1: Meetings. The date, time, and place of meetings shall be set by the Chair of the Board of Directors.

Section 2: Special Meetings. Special meetings may be called by the Chair or by the request of any of the members of the Board of Directors.

Section 3: Notice. Notice of each meeting shall be given to each board member, by mail or email, not less than two weeks before the meeting or less time as may be reasonable or necessary as dictated by the circumstances in the opinion of the Chair of the Board of Directors.

ARTICLE IV - BOARD OF DIRECTORS

Section 1: Board Role, Size, Compensation. The Board is the policy making body of the organization responsible for the overall management and financial oversight of the organization. Day-to-day responsibility for the operation of the organization shall be with the Executive Director. The Board shall have no more than nine and not fewer than three voting members. The following organizations shall each have one seat on the board for as long as they so desire: the Pennsylvania Department of Agriculture, Bureau of Animal Health and Diagnostic Services; Pennsylvania Emergency Management Agency; Pennsylvania Veterinary Medical Association; and Federated Humane Societies of Pennsylvania (collectively, the "Permanent Board Members"), . These seats are not subject to open elections. In the event one of these organizations desires to voluntarily surrender its seat(s), they shall do so by providing written notice to the Chair. All other seats shall be at large seats and shall be designated for organizations and/or individuals from the public-at-large. The board members receive no compensation other than reasonable expenses. The Executive Director shall serve as ex-officio, non-voting member of the Board

Section 2: Meetings. The Board shall meet at least twice yearly, at a time and place set by the Chair of the Board of Directors. Meetings may be electronic, face to face or

telephonic. The Board Meetings are open to all interested parties, and any party may request to participate or place items of discussion on the agenda, subject to the approval by the Executive Committee, by contacting the Secretary or Chair at least one week prior to the meeting.

On occasion, it may be necessary for the Board of Directors to officially communicate via electronic medium such as telephone/video conferencing, facsimile, or electronic mail. Any actions approved by the Board of Directors will be considered official when a quorum is represented

Section 3: Board Elections. Confirmation of the elections of new directors or reelection of current directors to an additional term occurs as the first item of business at the annual meeting of the corporation. Nominations for open Board seats will be submitted to the Nominating Committee at least 30 days prior to the organization's October meeting. Directors will be elected by majority vote of the current directors.

Section 4: Terms. Permanent Board Members shall have seats on the Board for an unlimited term. All other Board seats shall be for three-year terms, but are eligible for reelection to one additional term. Terms of office will begin on January 1 and end on December 31 of the third year in office. Nominations will occur at the October meeting and elections will occur electronically prior to December 31 with results confirmed as the first item of business at the next ~~annual~~ meeting of the corporation.

Section 5: Quorum. A quorum shall be constituted of a majority of voting Board members physically present and/or attending by electronic means, before business can be transacted or motions made or passed.

Section 6: Notice. An official Board meeting requires each Board member have written notice two weeks in advance or less time as may be reasonable as dictated by the circumstances in the opinion of the Chair of the Board of Directors.

Section 7: Voting. In voting at meetings of the Board of Directors, each board member shall have the privilege of one vote. On occasion, it may be necessary for the Board of Directors to officially communicate via electronic medium such as telephone, video conferencing, facsimile, or electronic mail. Any actions approved by the Board of Directors will be considered official by these means when a quorum is represented.

Section 8: Officers. There shall be three officers of the Board consisting of a Chair, Vice-Chair, and Secretary/ Treasurer. Board members who are CART Coordinators may not hold any Board officer position due to the potential for a conflict of interest. Officers will be elected by the Board of Directors by a majority vote. Upon election, officers will not relinquish their prior director status but will be subject to the terms of office as outlined in these by laws. Their duties are as follows:

The Chair shall convene and preside at regularly scheduled Board meetings. In the absence of the Chair and Vice-Chair, the Secretary/Treasurer shall preside. The Chair shall serve a two-year term of office with eligibility for two additional consecutive terms. The term of office will begin on January 1 and end on December 31 of the second year. Following his or her tenure as Chair, the outgoing Chair may continue to serve on the Board of Directors as Immediate Past Chair in a non-voting, ex-officio capacity for one-year following his or her term as Chair, or revert to his or her prior Director status, whichever is applicable.

The Vice-Chair will chair committees on special subjects as designated by the Board. The Vice-Chair shall serve a three-year term of office with right of eligibility for reelection to one additional term. Each term of office will begin on January 1 and end on December 31 of the third year.

The Secretary/Treasurer shall be responsible for keeping records of Board actions, including overseeing the taking of minutes at all board meetings, sending out meeting announcements, distributing copies of the minutes and the agenda to each Board member, and assuring that corporate records are maintained. The Secretary/Treasurer

shall serve a three-year term of office with eligibility for reelection. The term of office will begin on January 1 and end on December 31 of the third year in office

The Secretary/Treasurer shall make a financial report at each Board meeting.

Treasurer shall chair the finance committee and make financial information available to Board members and the public. The Secretary/Treasurer will serve a three-year term of office with eligibility for reelection to one additional term.

Section 9: Vacancies. When a vacancy on the Board exists, nominations from current Board members for new members to fill unexpired terms must be forwarded to the Secretary/Treasurer for consideration by the Nominating Committee. Approved nominations shall be sent out to Board members with the regular Board meeting announcement, to be voted upon electronically prior to the next Board meeting. These vacancies will be filled only to the end of the term created by the vacancy.

Section 10: Resignation, Termination, and Absences. Resignation from the Board must be in writing and received by the Secretary/Treasurer. A Board member will be terminated from the Board for excess absences from Board meetings if s/he has two unexcused absences, as determined by the Chair, from Board meetings in a year. A Board member may be removed for any other reason by a three-fourths vote of the remaining directors.

Section 11: Special Meetings. Special meetings of the Board shall be called upon the request of the Chair or any member of the Board. Written or electronic notices of special meetings shall be sent out by the Secretary to each Board member postmarked two weeks in advance.

Section 12: In all its deliberations, the Board of Directors shall abide by Roberts Rules of Order.

Section 13: Notices and minutes of meetings shall be available on the PASART website.

ARTICLE V – COMMITTEES AND COUNCILS

Section 1: The Board may create committees as needed. The Board Chair appoints all committee chairs and committee chairs shall appoint members of their respective committee.

Section 2: Executive Committee: The Executive Committee shall consist of Chair, Vice Chair, Secretary/Treasurer, and Executive Director. The responsibilities of the Executive Committee, Executive Director, and other Officers are defined by the Board of Directors, and they serve at the pleasure of the Board of Directors. All actions and agreements made by the Executive Committee shall be approved by the Board of Directors.

Meetings of the Executive Committee may be held via electronic medium such as telephone conferencing and will be considered official when a quorum is represented and any actions approved are subsequently confirmed in writing by the same quorum of Executive Committee members.

Section 3: Finance Committee: The Secretary/Treasurer is the chair of the Finance Committee, which shall include two Board members and the Executive Director. The Finance Committee is responsible for developing and reviewing fiscal procedures and annual budget. The Board shall approve the budget. The fiscal year shall be the calendar year. Annual reports are required to be submitted to the Board showing income, expenditures, encumbrances, and pending income. The financial records of the corporation are public information and shall be made available upon request. The Board of Directors will contract with an independent accountant for a formal accounting review and/or audit on an annual basis.

Section 4: Personnel Committee: The Personnel Committee shall consist of the Officers of the Board (Chair, Vice Chair, Secretary Treasurer) and will serve to address issues associated with employees of the corporation

Section 5: Nominating Committee: The Nominating Committee shall consist of the Chair and two Board members and will serve to identify candidates for open officer and Board seats. The Nominating Committee will recommend candidates for the Board's consideration at its October meeting and elections will be held electronically prior to December 31. The election results will be confirmed at the organization's annual meeting.

ARTICLE VI – LIABILITY

Section 1: The members of the Board of Directors of PASART, Inc. shall not be liable or responsible for debts or obligations of PASART, Inc.

ARTICLE VII-DISSOLUTION

Section 1: Upon dissolution of the corporation, the Board of Directors shall, after paying or making provisions for the payment of all the liabilities of the corporation, dispose of the assets of the corporation exclusively for the purposes of PASART to a similar organization or organizations such as a humane society or a SPCA. Assets that were purchased with federal funds will be subject to disposition as required by any federal law or regulation prior to being available for distribution as stated in the previous sentence. Any assets not disposed of in this manner shall be disposed of by the Court of Common Pleas of Dauphin County Pennsylvania.

ARTICLE VIII - AMENDMENTS

Section 1: These Bylaws may be amended by a majority of the Board of Directors. Proposed amendments must be sent to the Board at least fourteen (14) days prior to a scheduled Board Meeting.

These Bylaws were created at a meeting of the Steering Committee of the Pennsylvania State Animal Response Team, Inc. on September 14, 2004, and approved on November 4, 2004 and amended with final approval by the Board of Directors on July 12, 2005, October 10, 2006, September 30, 2008, August 3, 2010, February 1, 2011 and October 22, 2018