

# **Bylaws of the Animal Welfare Coalition of Northwest Arkansas**

## **ARTICLE I**

### **NAME**

The name of this association is Northwest Arkansas Partnership for Animal Welfare (NWA PAW)

## **ARTICLE II**

### **PURPOSE AND OBJECTIVES**

1. The mission of the NWA PAW is to use collaborative public and private partnerships to end the killing of healthy and treatable cats and dogs in Northwest Arkansas area shelters (Benton, Washington and Madison Counties) and promote humane alternatives for community cats, ultimately attaining 100% safe placement of healthy and treatable pets.
2. The vision of the NWA PAW is to sustain a community where 90% or more of the dogs and cats entering shelters are saved.
3. The purpose of the NWA PAW is to bring together leading animal welfare organizations in Northwest Arkansas to collaborate in developing and directing the implementation of strategies to achieve the mission of the NWA PAW. The Steering Committee is the leadership group that will work together to provide oversight and guidance to NWA PAW members to create aligned action.
4. The NWA PAW's key strategies will be:
  - a. Noses In: See fewer dogs and cats entering NWA shelters
  - b. Noses Out: See more dogs and cats who enter NWA shelters received positive outcomes.
  - c. Collaboration: Engaging the rescue community, shelter community, civic representatives and the public in working together to share responsibility, information, resources, and tactics to achieve the NWA PAW's mission.
5. The NWA PAW is a voluntary association of animal welfare organizations. The NWA PAW does not exist as, nor do the parties intend to form by virtue of their association, a separate legal entity. Each NWA PAW member maintains its own independent status as a stand-alone 501(c)(3) organization or government entity. No member of the NWA PAW is authorized to bind any other member entity to any contract or to act as agent for any other member. These bylaws are not intended to create a joint venture, partnership, corporation, or other legal entity.

## **ARTICLE III**

### **GOVERNANCE**

1. The NWA PAW shall be governed by a Steering Committee which shall provide direction for the NWA PAW, consider issues and questions that arise, and oversee the work of the NWA PAW. The Steering Committee shall possess and exercise all powers, duties, rights and responsibilities necessary to conduct the business of the NWA PAW.

2. The Steering Committee may establish other ad hoc committees as it deems necessary, including but not limited to NWA PAW management and programming.
3. The Steering Committee shall initially be comprised of one representative appointed by each of the following eight (8) NWA PAW members, each of who shall have one vote:
  - a. Best Friends Animal Society
  - b. Spay Arkansas
  - c. Mew Cat Rescue
  - d. Animal Rescue League of Washington County
  - e. Fayetteville Animal Services
  - f. City of Springdale, Animal Services
  - g. Big Paws of the Ozarks
  - h. Paws and Claws Animal Shelter
  - i. Northwest Arkansas ARSA
4. A majority of the Steering Committee shall constitute a quorum sufficient for the transaction of business. Although the Steering Committee shall endeavor to make decisions on the basis of consensus, if consensus cannot be reached a majority vote shall be sufficient to authorize action.
5. No earlier than January 1, 2020, the NWA Steering Committee may be expanded to not more than eleven (11) members, subject to the approval of a majority of the Steering Committee
6. The Steering Committee shall meet at least quarterly, and no more than monthly, unless otherwise agreed.
7. The steering Committee shall appoint members to fill the following roles: Chair, Vice-Chair, Treasurer and Secretary.
  - a. The Chair shall be responsible for running meetings, ensuring order, and otherwise managing the day-to-day needs of the NWA PAW.
  - b. The Vice-Chair shall be responsible for carrying out the duties of the Chair in the Chair's absence, assisting with quarterly data reporting compliance, and assisting the Chair as requested.
  - c. The Secretary shall be responsible for keeping the records of the NWA PAW, for the recording of all votes and for performing all duties incident to that office. The Secretary may delegate all or a portion of the secretary's responsibilities if needed.
  - d. The Treasurer shall be responsible for apprising the Steering Committee of decisions related to grant-making and recommendations for distribution of fund amounts and for keeping NWA PAW members regularly updated regarding fund finances.
  - e. All roles may engage in the assistance of the Best Friends Volunteer NWA PAW Coordinator as needed.
8. The term(s) of Steering Committee members shall be as follows
  - a. The Chair shall serve a two-year term, through May 28, 2020;
  - b. The Vice-Chair shall serve a one-year term, through May 28, 2019, and thereafter shall serve two-year terms;
  - c. The Secretary shall serve a two-year term, through May 28, 2020;
  - d. The treasurer, shall serve a one-year term, through May 28, 2019, and thereafter shall serve two-year terms;

9. Vacancies in the Steering Committee prior to the expiration of that particular member's term shall be filled by majority vote of the remaining members of the Steering Committee. The replacement member shall serve until the end of the original member's term.
10. Steering Committee members shall not be paid or compensated by the NWA PAW for their service.

## **ARTICLE IV**

### **MEMBERSHIP AND MEMBERSHIP MEETINGS**

1. Membership Categories. There shall be two categories of the NWA PAW members: nonprofit 501(c)3 animal welfare organizations and governmental animal shelters providing services in Northwest Arkansas
2. Membership Requirement. All NWA PAW members shall be required to sign a Memorandum of Understanding developed and approved by the Steering Committee evidencing the member's understanding of the rules and expectations governing NWA PAW membership.
3. Members may withdraw from the NWA PAW at any time.
4. Membership may be terminated by majority vote of the Steering Committee, if it determines that the NWA PAW member is not fulfilling its obligations under the Memorandum of Understanding or is otherwise engaged in conduct detrimental to the accomplishment of the NWA PAW's mission.

## **ARTICLE V**

### **NWA PAW ASSETS AND GRANT-MAKING ACTIVITIES**

The NWA PAW shall not hold any properties, monies, or other assets separate and apart from those of its members. Notwithstanding the foregoing, the Steering Committee may establish a community giving fund or similar vehicle and appoint representatives to act as advisors to that fund. The fund may be used as a means of holding and distributing donor contributions made in support of the mission of the NWA PAW. Ownership of fund assets, is, at all times, with the fund, with assets to be distributed by the fund per the recommendations of the NWA PAW's appointed representatives, consistent to fund rules, requirements, and restrictions. The Steering Committee shall be responsible for ensuring that appointed advisors adhere to the Steering Committee's guidance regarding grant-making and other distribution recommendations.

## **ARTICLE VI**

### **NONPARTISAN ACTIVITIES**

The NWA PAW shall be nonprofit and nonpartisan. The NWA PAW shall not engage in political or lobbying activities that cannot be performed by its individual members or which are otherwise prohibited by section 501(c)3 of the Internal Revenue Code or other applicable law governing non-profit corporations. More specifically, no substantial part of the activities of the NWA PAW shall consist of the

publication or dissemination of materials with the purpose of attempting to influence legislation, and the NWA PAW shall not participate or intervene in any political campaign on behalf of any candidate for public office or for or against any cause or measure being submitted to the people for a vote.

## **ARTICLE VII**

### **AMENDMENTS**

These Bylaws may be altered, amended or repealed or new Bylaws may be adopted by the favorable vote of a majority of the Steering Committee at any regularly scheduled and noticed meeting of the NWA PAW for which notice of the intent to amend said Bylaws has been given. Notwithstanding the foregoing, these Bylaws may not be amended in regulations governing non-profit corporations as such would be incompatible with the restrictions imposed on its members.

**Adopted by the Steering Committee of the Northwest Arkansas Partnership for Animal Welfare on the 28th day of May 2019.**