

# **BYLAWS OF THE BIG LITTLE LIFE ANIMAL RESCUE INTERNATIONAL INC.**

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## **Article 1. Name and Purpose**

### *Section 1. Name*

The name of the Corporation shall be Big Little Life Animal Rescue International Inc. (also referred to in these bylaws as "BLLAR" or the "Corporation".)

### *Section 2. Objectives and Purposes*

BLLAR will operate as a non-profit organization under the IRS 501(c)3 guidelines focused on rescuing stray, abandoned and abused animals throughout Russian Federation. The Corporation shall have and exercise all powers conferred upon such organizations under Massachusetts State laws for non-profit corporations. The specific purposes and objectives of the Corporation shall include but not be limited to the following:

- (1) maintain a no-kill animal refuge that will provide a shelter for unwanted cats and dogs until a time that they may be adopted to qualified homes;
- (2) provide long-term care for those animals not appropriate for adoption;
- (3) provide foster homes for those animals unable to live in a shelter;
- (4) provide necessary veterinary care;
- (5) improve the temperament of those animals who are ill-tempered by training programs;
- (6) aid in the rescue and rehabilitation of abused and abandoned animals;
- (7) place rescued and homeless animals into permanent adoptive homes;
- (8) reduce the number of animals euthanized in the community via rescue;
- (9) advocate for animal welfare in the community

BLLAR will endeavor to maximize the percentage of its operating budget, which directly benefits rescued animals, including the spaying and neutering of these dogs and cats. Fundraising to support this will be achieved through solicitation and acceptance of contributions from individuals and other methods or events as the Board of Directors desire to utilize. This Corporation shall not conduct or operate for profit and no part of any profits or remainder residue from donations to the Corporation shall be used to the benefit of any Director or individual.

## **Article 2. Offices**

### *Section 1. Principal Office*

The principal office and the mailing address of BLLAR shall be 4 Dyre Court, Danvers, MA  
01923

### *Section 2. Changes of Address*

The Board of Directors may from time to time move the principal office of the Corporation to any other address in the State of Massachusetts.

*Section 3. Other Offices*

The Corporation may also have office at other places, within the state of incorporation or outside the state where it is qualified to do business, as the business and activities may require and as the Board of Directors may from time to time designate.

**Article 3. Members**

The Corporation shall have no members.

**Article 4. Directors**

*Section 1. Number*

The Corporation shall have no less than three (3) and not more than five (5) Directors.

*Section 2. Powers*

The activities and affairs of this Corporation shall be conducted and all corporate powers shall be exercised by or under the direction of the Board of Directors.

*Section 3. Terms of Offices*

The initial Directors shall be persons named in the Certificate of Incorporation. Directors shall continue in the office until his or her death, resignation, or removal. Any Director or Board Member may be removed, with or without cause, by a majority vote by the Board.

The Secretary may receive nominations for new Board Members two weeks in advance of the annual Board Meeting. These nominations shall be sent out to the Board Members with the meeting announcement, to be voted upon at the next meeting. Board Members hold a three-year office term. Board Members are eligible for reelection.

There shall be no limit on the number of terms served.

*Section 4. Duties*

There shall be four (4) Officers of the Corporation, consisting of one (1) President, two (2) Vice Presidents, one (1) Treasurer, and (1) one Secretary. Officers of the Corporation shall, unless otherwise provided by the Board, have such powers and duties as generally pertain to their respective offices. Directors shall have the right to act in such ways to reasonably serve the best interests of the Corporation and not as representatives of their employers, or any other organizations or constituencies. Their duties are as follows:

- The President shall be the Chief Executive Officer (CEO) of the Corporation and shall supervise and control the affairs of the Corporation and activities of the officers, subject to the supervision of the Board of Directors. The President shall serve as a Director of the Board. All other officers and members shall report to the

President or his or her delegate. The President will be empowered to call special meetings of the Board as set forth herein, and shall be entitled to attend any meeting of any committee. The President shall discharge all other duties as may be required by these Bylaws, as well as all duties that may from time to time be assigned by the Board.

- The Vice President shall serve as the President's delegate, as well as preside in the President's absence. The Vice President shall also assume the responsibilities of any other officer when such officer is absent, subject however to the control of the Board, and such other duties and he/she shall from time to time be assigned.
- The Secretary shall keep the minutes of the Board in the appropriate books provided specifically for that purpose. He/she shall see that all notices are duly given in accordance with these Bylaws or as required by law. The Secretary must assure that corporate records are properly maintained, as well as distribute copies of the minutes, and the agenda, to each Board member. The Secretary shall perform all duties incident to the office of the Secretary, subject however, to the control of the Board, and such other duties that shall from time to time be assigned to him or her by the Board.
- The Treasurer shall establish and maintain a bank account for the Corporation. The Treasurer shall also have charge and custody of all funds and securities of the Corporation, and deposit all such funds in the bank account of the organization or other trusts or companies as dictated by the Board of Directors. The Treasurer shall receive payment due the Corporation and make receipt for that payment. The Treasurer also may disburse the funds of the Corporation as dictated by the Board of Directors. The Treasurer shall also keep and maintain all financial records of the Corporation and display them to any Director, agent for a Director, or attorney of a Director as requested. The Treasurer shall also prepare reports for the President and Vice President as well as any report required by law, the Articles of Incorporation, or these Bylaws.

#### *Section 5. Vacancies*

A vacancy or vacancies in the Board of Directors shall be deemed to exist in the case of the death, resignation, removal of any Director or whenever the Board votes to increase the number of Directors. Vacancies on the Board of Directors may be filled by a vote of a majority of the remaining Directors. When a vacancy on the Board exists, the Secretary may receive nominations for new members from present Board members two weeks in advance of a Board meeting. These nominations shall be sent out to Board members with the regular Board meeting announcement, to be voted upon at the next meeting, however, if the next regular meeting is further than two (2) weeks away, a Special Meeting may be called. These vacancies will be filled only to the end of the former Board member's term.

*Section 6. Resignation*

Any Director may resign by giving written notice of resignation to the President, Secretary, or the Board of Directors. Resignation is effective upon given notice unless that notice states a later date for effectiveness of resignation. A Director may not resign if that would leave this organization without any Directors.

*Section 7. Removal*

Any Director of the Board may be removed with or without cause by a majority vote of all Directors of the Board then in office, provided, however, that the Director who is subject to removal action shall not be entitled to vote on such an action or be counted as a Board member when calculating the majority vote.

*Section 8. Compensation*

The Board of Directors shall receive no salary for their services 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, as well as any necessary reasonable expenses to further improve the health and well-being of the animals

*Section 9. Regular Meetings*

Regular meetings may be called from time to time as the Board of Directors may deem suitable. To the extent of practicality, regular meetings may be held in different locations or to include Directors participating via the Internet and/or telephone. Meeting notices shall be sent by the Secretary or by any of the Directors.

*Section 10. Special Meetings*

Regular meetings may be called from time to time as the Board of Directors may deem suitable. Meeting notices shall be sent by the Secretary or by any of the Directors.

*Section 11. Annual Meetings*

An annual meeting of the Board of Directors shall be held each year within fifteen days of the start of the Corporation's fiscal year. The purposes of the annual meeting shall be for the election of officers and for the transaction of any other business as may properly come before the meeting. Notice of the annual meeting shall be sent not less than five days prior to the meeting by the Secretary or by any of the Directors.

*Section 12. Notice of Meetings*

Board announcements including notice of time and place of all regular meetings will be delivered personally, by telephone, electronic mail, or sent by first-class mail. Special Meeting notice is to be delivered personally, by telephone, facsimile, or electronic mail at least forty-eight (48) hours before the time and day the meeting is to be held.

*Section 13. Quorum for Meetings*

A quorum shall consist of no less than fifty percent (50%) of the total number of members of the Board of Directors. No business shall be considered or conducted by the Board of Directors at any meeting that does not have a quorum present unless provided for by these Bylaws, the Articles of Incorporation, or the law. If a quorum shall not be present at any meeting of the Board, the Directors present may adjourn the meeting to another place, time, or date with or without notice. The Secretary shall cause notice to be given to those Directors not present at the meeting the date and time of adjournment.

*Section 14. Majority Action as Board Action*

Whenever a quorum is present at any meeting of the Board of Directors, any action taken or decision made by the majority of the Directors present, is the act of the Board of Directors unless a different percentage is required by law, these Bylaws, or the Articles of Incorporation.

*Section 15. Action by Unanimous Written Consent Without Meeting*

Any action required or permitted by the Board of Directors under any provision of the law, the Bylaws, or the Articles of the Incorporation may be taken by unanimous written consent of the members of the Board of Directors. Any action taken via unanimous written consent of the Board of Directors shall have the same force and effect as the unanimous vote of the Board of Directors. Any documents filed from an action taken by unanimous consent must state that the decision was reached by a unanimous written consent.

*Section 16. Electronic Mail, Telephone Meetings*

Communication by electronic mail shall be considered equivalent to any communication otherwise required to be in writing. Board members shall also be permitted to participate in meetings of the Board through telephone communication if such can be arranged so that all Board members can hear all other members. The use of a telephone for participation shall constitute presence in person.

*Section 17. Internet Meetings*

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 shall participate. An Internet chat area will be used for the purpose of any/all Internet meetings. The use of the Internet for participation shall constitute as an official meeting and the Secretary shall record the minutes of the meeting as such.

*Section 18. Presumption of Assent*

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. 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, facsimile, or electronic mail to the Secretary of the Organization immediately after the adjournment of the meeting. Such right to dissent or abstain shall not apply to any Board member who voted in favor of such action.

*Section 19. Conduct of Meetings*

The President shall preside over all meetings of the Board of Directors. In the President's absence, the Vice President shall preside over all meetings of the Board of Directors.

**Article 5. Officers**

*Section 1. Number of Officers*

The Board of Directors shall elect the Officers of the Corporation. The officers of this Corporation shall include a President, not more than two (2) Vice Presidents, Secretary, and a Treasurer. Neither the Secretary nor the Treasurer may serve as President. The Corporation may also have other officers as designated by the Board of Directors.

*Section 2. Removal and Resignation*

An officer may be removed at any time by the majority vote of the Board of Directors.

Any officer may resign at any time by giving notice to the President, Secretary, or Board of Directors. Resignation shall be effective on the date of notice unless a later date is specified in the notice.

**Article 6. Execution of Instruments and Deposits**

*Section 1. Execution of Instruments*

The Board of Directors may authorize via a resolution any officer or agent of the Corporation to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Corporation. This authority may be confined to specific instances or it may be general authority. No agent or officer of the Corporation shall have the power or authority to bind the Corporation by any contract or engagement or to pledge its credit or render it liable monetarily unless authorized by the Board of Directors.

*Section 2. Checks and Deposits*

Except as otherwise specifically determined by resolution of the Board of Directors or as otherwise required by law, checks, drafts, orders for the payment of money, and other evidence of indebtedness of the Corporation shall be signed by the Treasurer. All funds of the Corporation shall be deposited to the credit of the Corporation in such banks or other depositories as the Board of Directors may select. Members may accept on behalf of the

Corporation any contribution, gift, or bequest for the nonprofit purposes of this Corporation.

## **Article 7. Corporate Records and Reports**

### *Section 1. Maintenance of Organization Records*

The books and records of the Corporation shall be maintained at the Principal Office. Every Officer and/ or Director of the Corporation has the right to examine, in person, or by his or her attorney, for any purpose and at such place as the records are kept, the records of the Corporation, by contacting the Board for an appointment. Any request to copy such materials must be made, in writing, to the Secretary of the Corporation, specifically stating the records to be copied, and including a requested nominal fee per page.

The Treasurer of the Corporation shall maintain accurate books and records of all properties, business transactions, assets, liabilities, receipts, disbursements, gains, and losses. The Treasurer shall be responsible for seeing that the principal office receives an updated copy of these records and accounts on a monthly basis.

### *Section 2. Annual Report*

The Board of Directors shall furnish an annual report no later than one hundred and twenty (120) days after the close of the Corporation's fiscal year to all Directors and to any sponsor who requests a copy of the report in writing. The report shall contain the following information:

- (1) The assets and liabilities of the Corporation as of the close of the fiscal year.
- (2) Principal changes in assets and liabilities throughout the fiscal year.
- (3) The revenue and receipts of the Corporation during the fiscal year.
- (4) The expenses or disbursements of the Corporation for the fiscal year.

## **Article 8. Fiscal Year**

The fiscal year of the Corporation shall be the calendar year. The fiscal year shall run from the first day of January to the last day of December.

## **Article 9. Dissolution**

### *Section 1. Dissolution Vote*

The Corporation may be dissolved by a unanimous vote of the Board of Directors at an annual or special meeting.

### *Section 2. Disbursement of Assets*

Upon dissolution of the Corporation the Board of Directors shall, after paying or making provisions for payment of any and all liabilities of this Corporation, dispose of all assets of the Corporation to a nonprofit Corporation for the purpose of rescuing animals. The nonprofit Corporation to which such assets go must be operated exclusively for charitable, educational, or scientific purposes and at the time qualify as an exempt organization under Section 501 ( c ) ( 3 ) of the Internal Revenue Service Code.

#### **Article 10. Amendment of Bylaws and Articles**

##### *Section 1. Bylaws*

The initial bylaws of the Corporation shall be as adopted by the Board of Directors. The Board of Directors shall have power to alter, amend, or repeal the bylaws from time to time in force and adopt new bylaws. The bylaws of the Corporation may contain any provisions for the regulation of management of the affairs of the corporation that are not inconsistent with law or Articles of Incorporation, as these articles may from time to time be amended.

However, no articles, shall have the effect of giving any member which is not then an exempt organization described in Section 501(c)(3) of the Internal Revenue Code, or any director or officer of the Corporation any proprietary interest in the Corporation's property or assets, whether during the term of the Corporation's existence or as an incident to its dissolution.

##### *Section 2. Amendment of Bylaws and Articles of Incorporation*

The Articles of Incorporation and these bylaws may be amended, altered, or repealed by a majority vote of the Board of Directors present in person or by proxy at the annual meeting, at a special meeting called for that purpose, or by written consent, provided that the full text of the proposed amendment or repeal shall have been delivered to each director at least five (5) days prior to the meeting at which the proposed amendment or repeal will be presented to the Board of Directors for action. Amended and restated bylaws and articles of incorporation shall become effective upon the convening of the meeting at which they were amended and restated and shall hereupon supersede all former bylaws and articles of incorporation of the Corporation.

#### **Article 11. Prohibition Against Sharing Corporate Profits and Assets**

##### *Section 1. Prohibition Against Sharing Corporate Profits and Assets*

No sponsor, Director, officer, employee, anyone else associated with the Corporation, or any private individual shall receive at any time any of the net earnings or profits from operation of the Corporation, provided, however, that this provisions shall not prevent payment to any such person or reasonable compensation for services performed for the Corporation in effecting any of its public or charitable purposes, provided that such compensation is otherwise permitted by the Bylaws. No such person shall be entitled to share in the distribution of and shall not receive and of the Corporation's assets on dissolution of the Corporation. The assets of the Corporation shall be distributed as required by the Articles of Incorporation and not otherwise.



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