

ARTICLE I

NAME AND PURPOSE OF THE ORGANIZATION

Section 1. The name of this organization shall be the **MICHIGAN ASSOCIATION OF ANIMAL CONTROL OFFICERS.**

Section 2. PURPOSE. The purpose of this association is to improve animal welfare and promote justice and equity in the enforcement of animal control laws, to inform the taxpaying public of the true nature and importance of animal control work, to educate and train animal control officers, their staff persons in the standards and practices of our profession, and to work with other groups and agencies working in the field of animal control. This association is organized as a non-profit Corporation, and as such is empowered to receive, maintain and accept as assets of the corporation any property whether real, personal or mixed, by way of gift, bequest, devise, or purchase from any person, firm or trust, or organization, to be held, administered or disposed of exclusively for charitable, educational or scientific purposes with the meaning of Section 501 © (3) of the Internal Revenue Code, as amended, and in accordance with the Articles of Incorporation.

The name and address of the registered agent is the Secretary-Treasurer of the Corporation as filed in the Annual Report, or as amended by the Board of Directors.

ARTICLE II

MEMBERSHIP

Section 1. REGULAR MEMBERSHIP. All Animal Control Officers, Police Officers, Deputy Sheriffs, Public Officials employed at least 25 hours each week in animal control work shall be eligible for membership in this association and will have full voting rights. Regular members are entitled to vote on all business matters at the annual meeting, or at any meeting called by the association.

Section 2. HONORARY MEMBERSHIP. Honorary Members shall be a former member who must have worked a minimum of ten (10) years for a municipality in the capacity of Animal Control and must apply to the MAACO Board of Directors for approval for membership. The Board shall not unreasonable withhold the transfer to honorary membership. Honorary membership will be granted by a majority vote of the Board. Honorary members are entitled to all rights of regular membership.

Section 3. ASSOCIATE MEMBERSHIP. Any person or organization, which has requested membership in MAACO, may be recognized by the board and voted in by majority vote of the Board Members present to vote. The Associate Members will be included on the Association mailing list and will be entitled to receive the MAACO Newsletter and all correspondence. Associate Members will not hold any voting rights.

ARTICLE III

FINANCIAL

Section 1. This organization will have a fiscal year running from August 01 to July 31.

Section 2. The dues of all members, regular, associate and honorary shall be paid by October 31st of each year. Anyone who has not paid their dues, fails to qualify as a member. The amount of annual dues shall be set from time to time by the Board of Directors, and members will be notified of the dues structure with the annual meeting notice each year.

ARTICLE IV

BOARD OF DIRECTORS AND OFFICERS

Section 1. The Board of Directors shall be comprised of those Directors duly elected in accordance with these by-laws. The Board of Directors shall be elected at the annual meeting of the association and shall take office upon final adjournment of said meeting. All Officers and regional Directors of the Association are volunteers, and shall serve without compensation.

1A.) Compensation / Fees / Expenses: Members of the Board of Directors of the Corporation shall not receive any salary or fees for their services, but may receive payment for expenses incurred in the performance of their Corporate duties and authorized in the budget. If, however, expenses are incurred which have not been approved in advance, are duplication of service or are incurred outside of MAACO policies or procedures, said expenses shall not be reimbursed and shall be borne by the Board Member.

Section 2. EXECUTIVE BOARD OF DIRECTORS / OFFICERS.

2A.) The executive officers of this association shall be: President, Past President Vice-President and Secretary and Treasurer. At least one Regional Directors shall be elected from Each region as defined in attachment "A"; a maximum of two Regional Directors may be elected from each Region if sufficient members stand for election. Members of the Board of Directors shall be eligible for re-election without any restriction as to the number of terms served.

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2B.) Past President as Executive Board member for a two-year term only.

2C.) Term of office: All board of Directors and officers shall be voted in for a two (2) year term.

Section 3. QUORUM. For the purpose of transacting official business, a quorum of the Board of Directors shall consist of at least fifty percent (50%) of the members of the Executive Board and a minimum of three Regional Directors.

Section 4. VACANCIES. To fill a vacancy on the Board of Directors, the President shall appoint a member to fill the vacancy subject to approval of a majority of the Board of Directors at the next scheduled meeting of the Board.

Section 5. NOMINATING COMMITTEE. A nominating committee, appointed by the President, consisting of one (1) member of the Board of Directors and one other person who is a member of MAACO, shall accept nominations for Directors prior to the Annual Business Meeting. A slate of nominations will be presented to the association voting members, with any further nominations from the floor at the time of the slate presentation.

Section 6. REMOVAL FROM OFFICE. A Director and /or Officer shall be removed from office by majority vote of the Board of Directors, if, in the discretion of the Board, said officer or director has taken action contrary to the best interests of this corporation, has a conflict of interest which has not been disclosed to the Board, or for conviction of a crime.

ARTICLE V

DUTIES OF THE OFFICERS AND REGIONAL DIRECTORS

Section 1. PRESIDENT. The President shall be the chairperson of the Board of Directors and shall be the presiding officer of the association. The President shall preside at all meetings of the organization and of the Board of Directors unless he or she shall delegate someone to preside in his or her stead. The President shall have such usual powers of supervision and management as may be pertinent to the office of President and perform such other duties as may be designated by the Board of Directors. The President shall see that all resolutions and orders adopted by the association at its meeting are promptly executed and shall have general supervisory control of the affairs of the association. The President shall give an annual report of the Corporation and shall conduct the annual meeting.

Section 2. EXECUTIVE VICE-PRESIDENT. The Executive Vice-President shall assume all the duties of the President in case of death, absence or inability to act.

Section 3A. SECRETARY. The Secretary shall correctly record the minutes of all meetings and shall attend to all of the necessary correspondence for the association. The Secretary shall mail to the members of the association, regular and sustaining, a notice of the annual meeting at least fifteen (15) days prior to the date set for such meeting, informing the members of the time and location of the meeting.

Section 3B. TREASURER

The Treasurer shall also receive, take charge of and account for all monies and properties of every nature belonging to the association, deposit and withdraw same in accordance with the resolutions of the Corporation, and discharge the duties of Treasurer at all times keeping the fiduciary duty to the Corporation. The Treasurer shall give an annual report in accounting at the annual meeting of the association, shall keep the books and records of the Corporation, and shall report on the financial condition of the corporation at any other time as directed by the President of the Board of Directors.

Section 4. REGIONAL DISTRICT DIRECTORS. The Regional District Directors shall represent the six (6) regional areas of the state which are as follows; North, Central West, Central East, Southwest, Southeast and the Upper Peninsula. The Directors shall hold at least one meeting each year of the members located in their respective regions to inform the membership of current events, educational opportunities, and to receive the comments of the membership. The Regional Directors shall serve on the Board of Directors. The Regional Directors shall each submit a regional report at the annual meeting of the Association.

Section 5. BOARD OF DIRECTORS. The Board of Directors shall be the governing body of this association and shall exercise the powers and duties usually exercised by the Board of Directors, including, but not limited to the following;

- (a) Determination of matters of policy of the association when the annual meeting is not in session.
- (b) To take a position on proposed or pending legislation when such matters have been referred to the Board of Directors by any member of the association.
- (c) To disseminate information to members of the organization from time to time on issues of importance and relevant to the profession of animal control officers, and to plan, organize and conduct the annual meetings and training of the organization.
- (d) To conduct the business of this corporation in compliance with these by-laws, the Articles of Incorporation and the laws of the State of Michigan.

Section 6. MEETING OF THE BOARD. The board shall meet immediately after the annual meeting of this association and at least one other regular meeting to be determined by the President as to place and time during the year. The President shall direct the Secretary/Treasurer to give written notice (by US Postal Service or by E-mail) of the meetings. Said notices shall detail the time and place of the meeting. Meetings of the Board of Directors may be held by E-mail or telephone conference call.

Section 7. SPECIAL MEETING OF THE BOARD. The Board of Directors shall meet at such a time as called by the President or upon written request of no less than two members of the Board. Notice of special meetings shall be given to each member of the

Board of Directors in the same manner in Section 5, above, with the additional requirement that the purpose of the meeting shall be in the notice.

Section 8. LEGISLATIVE COMMITTEE. A legislative committee consisting of at least one member of the Board of Directors and three other regular members shall be appointed each year, immediately following the annual meeting, by a quorum of the Board. The committee will be responsible for research on new and pending legislation concerning animal control on behalf of the association.

ARTICLE VI

ANNUAL MEETING

Section 1. ANNUAL MEETING. There shall be an annual meeting of the association once each fiscal year. Notice of the time and location of such meeting shall be given to each member at least fifteen (15) days prior to such meeting. The members of the association, by resolution, may request the Board of Directors to designate any place for such meeting.

Section 2. QUORUM. A quorum consists of those members present at the annual meeting.

Section 3. ORDER OF BUSINESS. The following agenda shall be followed at the annual meeting;

- (a) Roll call of Officers
- (b) Reading of minutes of pervious meeting
- (c) Report of the President
- (d) Report of the Secretary/Treasurer
- (e) Communications and Bills
- (f) Old Business
- (g) New Business
- (h) Committee Reports
- (i) Election of Board of Directors/Officers
- (j) Adjournment

ARTICLE VII

ADOPTION AND AMENDMENT OF BY-LAWS

Section 1. ADOPTION. The by-laws shall be adopted when approved by a majority vote of the members present at the first annual meeting of this association or a special meeting of the association called for this business.

Section 2. AMENDMENT. Amendments to the by-laws may be made at the annual meeting of the association by a two-thirds vote of the members present. Proposed amendments however, shall be submitted to the secretary at least sixty (60) days prior to the annual meeting. The secretary shall provide each regular member with a copy of the proposed amendments by first class mail or by E-mail thirty (30) days before the annual meeting of the membership.

ARTICLE VII

VOLUNTEER DIRECTOR

A volunteer director is not personally liable to the Corporation of its shareholders or members for monetary damages for breach of the director's fiduciary duty. This provision shall not eliminate or limit the liability of a director for any of the following;

- (i) A breach of the directors duty of loyalty to the Corporation.
- (ii) Acts or omissions not in good faith or that involve intentional misconduct or a knowing violation of the law.
- (iii) A violation of Section 551(1) of the Michigan Corporations Act.
- (iv) A transaction from which the director derived an improper personal benefit.
- (v) An act or omission which is grossly negligent.

The corporation assumes all liability to any person other than the Corporation, for all acts or omissions of a volunteer director occurring on or after the filing of the articles of incorporation incurred in the good faith performance of the volunteer director's duties.

ARTICLE IX

LIABILITY

The Corporation assumes the liability for all acts or omissions of a non director volunteer, provided that;

- (i) The volunteer acted or reasonably believed he or she was acting within the scope of his or her authority;
- (ii) The volunteer was acting in good faith;
- (iii) The volunteer's conduct did not amount to gross negligence or willful or wanton misconduct;
- (iv) The volunteer's conduct was not an intentional tort, and
- (v) The volunteer's conduct was not a tort arising out of the ownership, maintenance or use of motor vehicle as described in section 209 (e)(v) of the Michigan Nonprofit Corporation Act.

The Michigan Association of Animal Control Officers by-laws were amended in April 1996 and voted upon and approved at the annual meeting of the regular membership on September 12, 1996.

The by-laws were amended on December 08, 1999, by a vote of the membership.

The by-laws were amended on September 27, 2006, by a vote of the membership at the annual business meeting.

Section 1A.) Compensation / Fees / Expenses.

Section 2A.) Define Executive Board

Section 2B.) Add Past President

Section 2C.) Term of Office

The by-laws were amended on October 06th, 2010, by a vote of the membership at the annual business meeting.

Section: 2) 2A Remove / between Secretary / Treasurer added and between Secretary and Treasurer.

Article V: Section 3: Split Secretary / Treasurer Position

Added Section 3A: Secretary

Added 3B: Treasurer

Est. 1958