

Bylaws of the Appalachian Shelter Medicine Initiative Inc.



A KENTUCKY NONPROFIT CORPORATION



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PREAMBLE

The following Bylaws shall be subject to, and governed by, the **Kentucky Nonprofit Corporation Acts (KRS Chapter 273)** and the **Articles of Incorporation of Appalachian Shelter Medicine Initiative, Inc.** In the event of a direct conflict between the provisions herein and the mandatory provisions of the **Kentucky Nonprofit Corporation Acts**, the Act shall prevail as the controlling law. In the event of a direct conflict between these Bylaws and the Articles of Incorporation of the Corporation, the provisions of these Bylaws shall control, to the extent permitted by law.

ARTICLE I: NAME AND PURPOSE

Section 1. Name

The name of the organization shall be *Appalachian Shelter Medicine Initiative Inc.* ("the Corporation").

Section 2. Purpose

The general purposes for which this Corporation has been established are as follows:

The Corporation's purposes are further detailed in the Articles of Incorporation and are incorporated by reference herein.

This Corporation is established within the meaning of IRS Publication 557, **Section 501(c)(3)** of the Internal Revenue Code of 1986, as amended (the "Code"), or the corresponding section of any future federal tax code, and shall be operated exclusively for **charitable and educational purposes**, including but not limited to:

- Providing high-quality, high-volume spay/neuter (HQHVSN) services and medical care to animal shelters, rescue organizations, and underserved communities in Eastern Kentucky.
- Reducing animal overpopulation and improving public health through sterilization, vaccination, and education.
- Supporting public health and animal welfare through education, outreach, and collaboration with public agencies.

In addition, this Corporation has been formed for the purpose of performing all acts incidental to or appropriate in furtherance of the foregoing specific and primary purposes. However, the Corporation shall not, except to an insubstantial degree, engage in any

activity or exercise any powers that are not in furtherance of its primary nonprofit purposes.

The Corporation shall hold and may exercise all such powers as may be conferred upon nonprofit corporations by the laws of the **Commonwealth of Kentucky**, and as may be necessary or expedient for the administration of its affairs and attainment of its purposes. At no time and in no event shall the Corporation participate in any activities not permitted to be carried out by an organization exempt under **Section 501(c)(3)** of the Code.

ARTICLE II: OFFICES

The principal office shall be located in Floyd County, Kentucky. The Corporation may also maintain additional offices at such other places as the Board of Directors may determine from time to time.

ARTICLE III: DEDICATION OF ASSETS

The properties and assets of the Corporation are irrevocably dedicated to charitable and educational purposes. No part of the net earnings, properties, or assets of the Corporation, on dissolution or otherwise, shall inure to the benefit of, or be distributed to, any private person or individual, including any member, director, or officer of the Corporation, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered.

Upon the dissolution of the Corporation, all remaining assets shall be distributed to one or more nonprofit organizations recognized as exempt under Section 501(c)(3) of the Internal Revenue Code, which are organized and operated exclusively for charitable, educational, or scientific purposes, as determined by the Board of Directors.

ARTICLE IV: MEMBERS

The Corporation shall have no voting members. All powers of governance are vested in the Board of Directors.

ARTICLE V: BOARD OF DIRECTORS

Section 1. General Powers and Responsibilities

The Corporation shall be governed by a Board of Directors (the "Board"), which shall have all the rights, powers, privileges, and limitations of liability of directors of a nonprofit corporation organized under the **Kentucky Nonprofit Corporation Acts (KRS Chapter 273)**. The Board shall establish policies and directives governing the business, programs,

and operations of the Corporation. The Board may delegate to the Executive Director and staff, subject to the provisions of these Bylaws, authority and responsibility to carry out such policies and directives.

Section 2. Number and Qualifications

The Board shall consist of no fewer than **3** and no more than **9** members. The number of Directors may be changed within these limits by the affirmative vote of a **majority** of the then-serving Board. Board members are not required to reside in the Commonwealth of Kentucky.

In addition to regular members, the Board may appoint **Ex-Officio Board Members** who represent community partners, animal shelters, or veterinary organizations. Ex-Officio Board Members shall have the same rights and obligations, including voting power, as other Directors unless otherwise specified by resolution of the Board.

Section 3. Board Compensation

Board members shall receive no compensation for their service, except reimbursement for reasonable and approved expenses. However, nothing herein shall preclude any Board member from serving the Corporation in another capacity (e.g., as veterinarian or consultant) and receiving compensation for such services, provided the arrangement complies with the Conflict of Interest Policy and all relevant provisions of these Bylaws.

Section 4. Board Elections

Nominations for new and renewing Board members shall be presented annually by the **Governance Committee** or, if none exists, by a majority of the existing Board. Recommendations shall be provided in writing prior to any vote. New and renewing Board members shall be elected by a **majority vote** of Board members present at a meeting in which a quorum is present.

Section 5. Term of Office

Board members shall serve terms of **3 years**. No individual may serve more than **two (2) consecutive terms**, unless the Board votes by **majority** to extend a term by **1 additional year**. In no event shall a Director serve more than **7 consecutive years**. After reaching this limit, a Director must be off the Board for at least **1 year** before being eligible for reappointment.

Section 6. Vacancies

A vacancy on the Board may occur due to:

- (a) Resignation, death, or removal of a Director;
- (b) Declaration by resolution of the Board of a vacancy due to a Director being declared legally incapacitated, convicted of a felony, in violation of fiduciary duty, or for missing **three (3)** consecutive meetings or **four (4)** total meetings in a calendar year;
- (c) Increase in the authorized number of Directors; or
- (d) Failure to elect a Director during an election period.

Vacancies may be filled by **majority vote** of the remaining Directors, even if fewer than a quorum remain.

A Board member elected to fill a vacancy shall serve the unexpired term of the departing member.

Section 7. Resignation

A Director may resign at any time by delivering written notice to the Chair, Secretary, or Executive Director. Unless otherwise stated in the notice, the resignation shall take effect upon receipt. Acceptance of the resignation shall not be required to make it effective.

Section 8. Removal

A Board member may be removed, with or without cause, by an **affirmative vote of two-thirds (2/3)** of the then-serving Board members at any duly called meeting, provided the member is notified in writing at least **7 days** in advance that removal will be considered.

Section 9. Meetings

Regular meetings of the Board shall occur at least **quarterly**, at such times and places as determined by the Board. Special meetings may be called by the Chair or by **any two (2)** Board members, with at least **5 days** written notice provided via email, postal mail, or hand delivery.

Meetings may be held in person or via teleconference or video conference, so long as all participants can hear one another.

Section 10. Minutes

The Secretary shall record minutes of all Board meetings. In the Secretary's absence, the Chair may appoint an acting Secretary. Draft minutes shall be distributed to all Directors within **10 business days** of the meeting and retained in the Corporation's official records.

Section 11. Quorum

A **simple majority** of the then-serving Board shall constitute a quorum for transacting business. If a vote results in a tie and the Board has an even number of members, the Chair may cast a second, tie-breaking vote.

Section 12. Voting

Each Board member shall have **one (1)** vote. Proxy voting is **not permitted**.

Section 13. Board Attendance

Any Director who misses **three (3)** consecutive regular meetings or **four (4)** total meetings within a fiscal year may be considered to have resigned, subject to review and vote by the Board. Prior to such action, the Director shall be encouraged to meet with the Chair to discuss their continued commitment.

Section 14. Exception for Founding or Key Members

Notwithstanding the term limits stated herein, the Board of Directors may, by a **two-thirds (2/3) majority vote** of the full Board at a meeting with quorum, approve the continuation of

service for any Director whose expertise, institutional knowledge, or role (e.g., founding member, Executive Director, or licensed veterinarian providing services) is deemed essential to the mission of the Corporation.

Such extensions shall be reviewed and reaffirmed **every three (3) years**, documented in the meeting minutes, and accompanied by a written statement of the specific rationale for the exception. Extensions shall be used only in limited circumstances and shall not exempt such members from performance review, conflict of interest policies, or the duties owed by all Directors under Kentucky law and these Bylaws. In no case shall any Director be granted a lifetime appointment to the Board.

ARTICLE VI: OFFICERS

Section 1. Officer Positions and Structure

The Board of Directors shall elect the Officers of the Corporation, which shall include:

- **Chair of the Board** (Chief Executive Officer)
- **President** (Executive Director)
- **Secretary**
- **Treasurer** (Chief Financial Officer)

The Board may establish additional officer roles by resolution as needed. The roles of **Chair of the Board** and **President (Executive Director)** shall be held by **separate individuals** to ensure proper governance, oversight, and accountability.

No individual may serve simultaneously as Chair and either Secretary or Treasurer.

Officers shall perform the duties typically associated with their positions and any additional duties required by these Bylaws, the Articles of Incorporation, the Board of Directors, or applicable law.

Section 2. Election and Term

Officers shall be elected by the Board of Directors at the **annual meeting** and shall serve **one-year terms**, renewable annually. Officers shall serve at the pleasure of the Board and may be removed at any time, with or without cause, by a majority vote of the Board.

Section 3. Resignation and Vacancies

An Officer may resign at any time by delivering written notice to the Chair, President, or Secretary. The resignation is effective upon receipt unless otherwise specified. A stated acceptance is not required to make it effective.

Any vacancy due to resignation, death, disqualification, or removal may be filled by majority vote of the Board for the unexpired portion of the term.

Duties of Officers

Chair of the Board (Chief Executive Officer)

The Chair shall:

- Preside at all meetings of the Board and Executive Committee (if one exists).
- Provide strategic leadership and oversight on behalf of the Board.
- Sign all Board-authorized documents unless law or policy requires the President's signature.
- Serve as liaison between the Board and the Executive Director.

President (Executive Director)

The President shall:

- Oversee daily operations of the Corporation and all programs.
- Implement Board policies and directives.
- Hire, manage, and terminate staff and contractors.
- Represent the Corporation in community and professional settings.
- Manage fiscal activities including budgeting, disbursements, and financial reporting.
- Execute documents and contracts on behalf of the Corporation when authorized by the Board.
- Regularly report to and consult with the Board on the activities and health of the organization.

The Board may place the President under a contract of employment.

Secretary

The Secretary shall:

- Keep accurate minutes of all Board meetings.

- Maintain corporate records as required by law and these Bylaws.
- Ensure notices of meetings are properly issued.
- Certify corporate resolutions and keep copies of all governing documents.
- Affix the corporate seal (if applicable) to duly authorized documents.

Treasurer (Chief Financial Officer)

The Treasurer shall:

- Maintain accurate financial records and statements.
- Ensure all funds and assets are received, deposited, and disbursed in accordance with Board policy.
- Oversee budgeting, financial planning, and reporting.
- Present regular financial reports to the Board.
- Ensure compliance with IRS, state, and grant reporting requirements.

If required by the Board, the Treasurer shall be bonded in an amount determined by the Board. The Corporation shall pay the cost of such bond.

Section 4. Compensation

Officers shall not receive compensation for serving in their officer roles, except for reasonable expense reimbursement. Nothing herein shall prevent the Corporation from compensating an Officer separately for services rendered in another capacity, provided such arrangement complies with conflict of interest policies and applicable law.

ARTICLE VII: COMMITTEES

Section 1. Establishment of Committees

The Board of Directors may, by resolution adopted by a majority of the Directors then in office (provided a quorum is present), establish one or more standing or ad hoc committees. Committees may be authorized to advise the Board, oversee specific areas of the Corporation's operations, or carry out delegated tasks as defined in the Board resolution or these Bylaws. All actions taken by the Executive Committee shall be subject to ratification by the full Board at its next meeting.

Any committee exercising the **authority of the Board of Directors** shall consist of at least **two (2)** Directors, and **no non-Director may serve as a voting member** of such a

committee. Advisory committees that do not exercise Board authority may include non-Board members with relevant experience or expertise.

The Board may also appoint **alternate members** of any committee to act in place of any absent member at a committee meeting. Appointment of committee members or alternates requires approval by a majority of the Board.

Section 2. Committee Limitations

Unless otherwise permitted by law or these Bylaws, **no committee**, including the Executive Committee, may:

- a) Approve any action requiring the approval of the full Board of Directors;
- b) Fill vacancies on the Board or on any committee exercising Board authority;
- c) Fix compensation for Directors or committee members;
- d) Amend or repeal the Articles of Incorporation or Bylaws, or adopt new Bylaws;
- e) Amend or repeal Board resolutions that expressly prohibit such actions;
- f) Appoint or dissolve Board committees or committee members;
- g) Approve a merger, reorganization, sale, lease, or exchange of all or substantially all assets, or dissolve the Corporation;
- h) Approve self-dealing transactions, except as permitted under applicable law.

No committee shall bind the Corporation to a contract or financial obligation unless expressly authorized by the Board of Directors.

Section 3. Committee Meetings and Governance

Meetings and actions of committees shall be governed by the provisions of **Article 5 – Board of Directors**, including notice, quorum, and voting rules, unless otherwise determined by the Board or by these Bylaws.

- Regular committee meeting times may be set by Board resolution or by the committee itself.
- Special meetings of committees may be called by the Board or the committee Chair with appropriate notice to all members, including alternates.
- Minutes of all committee meetings shall be recorded and submitted to the Board of Directors for inclusion in corporate records.

Section 4. Reliance on Committee Work

A Director who is not a member of a committee may rely in good faith on information, opinions, reports, or statements prepared by that committee **if the committee is composed exclusively of:**

- Directors,
- Officers or employees of the Corporation whom the Director reasonably believes to be reliable and competent in the matters presented, or
- Legal counsel, public accountants, or other professionals with the appropriate expertise.

Section 5. Executive Committee

The Board may establish an **Executive Committee** consisting of at least **three (3) Directors**, including:

- The Chair of the Board (who shall serve as Chair of the Executive Committee), and
- At least one of either the Secretary or Treasurer.

The Executive Committee may act on behalf of the Board between regular Board meetings, except in matters prohibited under Section 2 of this Article.

The Executive Committee shall:

- Meet as needed to handle urgent operational or administrative matters.
- Report all actions to the full Board at the next regular meeting.
- Not act independently on major strategic, financial, or policy decisions unless specifically authorized by the Board.

The Secretary shall distribute a written summary of Executive Committee actions to all Board members within **seven (7) business days** of any Executive Committee meeting.

ARTICLE VIII: STANDARD OF CARE

Section 1. Duty of Care and Fiduciary Responsibility

Each Director shall perform their duties in good faith, with the care that an ordinarily prudent person would exercise in a like position under similar circumstances, and in a

manner the Director reasonably believes to be in the best interests of the Corporation. This includes duties on any committee to which the Director is appointed.

A Director may rely in good faith on:

- Reports from Officers or employees of the Corporation whom the Director believes to be reliable and competent;
- Professional advisors (such as attorneys or CPAs) within their area of competence; or
- Committees of the Board, as to matters within their designated authority.

No Director shall be held personally liable for any action taken or omission made in good faith reliance on such sources or in accordance with the duties described above.

Section 2. Conflict of Interest Policy

2.1 Purpose

The purpose of this Conflict of Interest policy is to protect the integrity and tax-exempt purpose of the Appalachian Shelter Medicine Initiative when considering any transaction or arrangement that could result in a personal or financial benefit to a Director, Officer, or other disqualified person. This policy is intended to supplement, not replace, applicable laws and IRS regulations.

2.2 Definitions

- **Interested Person:** Any Director, Officer, key employee, or member of a Board-delegated committee who has a direct or indirect financial interest in a transaction.
- **Financial Interest:** A person has a financial interest if the person, directly or indirectly, through business, investment, or family:
 - Has an ownership or investment interest in any entity with which the Corporation has a transaction or arrangement,
 - Has a compensation arrangement with the Corporation or with any entity or individual with which the Corporation has a transaction or arrangement,

- Has a potential ownership, investment, or compensation interest in a proposed transaction or arrangement.

Compensation includes direct and indirect remuneration as well as gifts or favors that are substantial in nature.

2.3 Restrictions on Interested Persons

Not more than **49%** of the Board of Directors may be interested persons at any given time. This includes individuals who have received compensation from the Corporation in the prior 12 months (other than expense reimbursement or reasonable compensation as Director) or close relatives of such individuals.

2.4 Duty to Disclose

Any Interested Person must disclose the existence of their financial interest and all relevant material facts to the Board or applicable committee considering the proposed transaction or arrangement.

2.5 Determining Whether a Conflict Exists

After disclosure, the Interested Person must leave the meeting during discussion and vote on the transaction. The remaining disinterested Directors shall determine by majority vote whether a conflict of interest exists.

2.6 Addressing the Conflict of Interest

If a conflict is determined to exist, the Board or committee shall:

- a) Review the facts and consider whether the Corporation can obtain a more advantageous arrangement from another source not involving a conflict;
- b) If not, determine by majority vote of the disinterested Directors whether the transaction is fair, reasonable, and in the Corporation's best interest;
- c) Approve the transaction only upon such findings and document the rationale in the meeting minutes.

2.7 Violations of the Conflict Policy

If the Board has reasonable cause to believe a person has failed to disclose an actual or possible conflict of interest, it shall:

- Inform the person of the basis for the belief,
 - Allow the person to explain, and
 - If it determines intentional nondisclosure occurred, take appropriate disciplinary or corrective action.
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2.8 Recordkeeping

Board and committee minutes related to conflict of interest matters shall include:

- The names of those disclosing or otherwise found to have a financial interest;
 - The nature of the interest;
 - Actions taken to determine if a conflict existed;
 - Board decisions on whether the conflict existed;
 - The names of all persons present for discussion and vote;
 - A record of any vote taken, including alternatives considered.
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2.9 Annual Affirmation Statement

Each Director, Officer, and committee member with Board-delegated authority shall annually sign a statement affirming:

- They have received a copy of this policy,
- They have read and understand it,
- They agree to comply with it,
- They understand the Corporation is charitable and must engage primarily in activities that accomplish one or more of its tax-exempt purposes.

Signed statements shall be kept with the Corporation's official records.

Section 3. Self-Dealing Transactions

A self-dealing transaction is one in which the Corporation enters into a contract or transaction with an Interested Director or an entity in which they have a material financial interest. Such transactions are not void solely because of the Director's interest if:

- a) All material facts were disclosed and the transaction was approved by a majority of disinterested Directors in good faith, and
- b) The transaction is fair and reasonable to the Corporation at the time it was approved.

Interested Directors may be counted for quorum but may not vote on the transaction.

Section 4. Indemnification

To the fullest extent permitted by law, the Corporation shall indemnify any Director, Officer, employee, volunteer, or agent who was or is a party to a proceeding due to their role in the Corporation, including legal costs, settlements, and judgments, provided the individual acted:

- In good faith,
- In a manner believed to be in the best interests of the Corporation,
- And, in the case of a criminal proceeding, had no reasonable cause to believe the conduct was unlawful.

This indemnification extends to former Directors and Officers, and their heirs, executors, or administrators.

Section 5. Insurance

The Corporation may purchase and maintain Directors and Officers (D&O) liability insurance or similar coverage to protect individuals against liability arising from their service, regardless of whether the Corporation would be required to indemnify them.

ARTICLE IX: EXECUTION OF CORPORATE INSTRUMENTS AND CONTRACTS

Section 1. Authority to Bind the Corporation

The Board of Directors shall have the authority to determine the method of execution and designate the officer(s), agent(s), or employee(s) authorized to execute any instrument or document on behalf of the Corporation. Such authority may be granted generally or for specific transactions by resolution of the Board. Unless otherwise prohibited by law or limited by these Bylaws, execution by a duly authorized individual shall be binding upon the Corporation.

Section 2. Signatory Authority

Unless otherwise required by law or specifically authorized by Board resolution:

- Formal contracts, promissory notes, deeds of trust, mortgages, and other instruments of indebtedness shall be executed by the **President (Executive Director)** and **countersigned by the Treasurer or Chair of the Board**.
 - Routine contracts, service agreements, and administrative documents may be executed by the President (Executive Director) within the scope of Board-approved operations and budget.
 - The Board may, by resolution, authorize other officers, agents, or employees to execute specific documents or classes of documents.
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Section 3. Checks and Disbursements

All checks, drafts, or withdrawals of funds from the Corporation's accounts shall be signed by the **Treasurer**, the **President (Executive Director)**, or other persons as authorized by resolution of the Board of Directors. For checks exceeding a threshold amount set by Board policy (e.g., \$5,000), **dual signatures** may be required.

Section 4. Loans and Financial Commitments

No loan, line of credit, or other financial obligation shall be contracted in the name of the Corporation without **express and specific authorization** by resolution of the Board of Directors. No officer or agent may obligate the Corporation financially or execute any instrument of indebtedness unless specifically authorized to do so.

Section 5. Limitations on Authority

Unless authorized by the Board of Directors, no officer, agent, employee, or committee shall:

- Enter into any contract that obligates the Corporation beyond its approved budget,
- Bind the Corporation to any financial liability exceeding Board-approved limits, or
- Execute any agreement that conflicts with the mission or tax-exempt purposes of the Corporation.

ARTICLE X: RECORDS, FINANCIAL STATEMENTS, AND PUBLIC INSPECTION

Section 1. Maintenance and Inspection of Articles and Bylaws

The Corporation shall keep at its principal office, or at a location designated by the Board of Directors, the original or a copy of its Articles of Incorporation and these Bylaws, as amended to date. These documents shall be available for inspection by any Director at all reasonable times during regular business hours.

Section 2. Maintenance and Inspection of Federal Tax Documents

The Corporation shall maintain at its principal office:

- A copy of its federal application for tax-exempt status (IRS Form 1023 or 1023-EZ),
- Copies of its IRS determination letter(s), and
- Its annual federal information returns (IRS Form 990 series) for the most recent **three (3)** years.

These documents shall be available for public inspection and copying as required by Section 6104 of the Internal Revenue Code and applicable Treasury regulations.

Section 3. Maintenance and Inspection of Other Corporate Records

The Corporation shall maintain accurate and complete:

- Books of account,
- Records of receipts and disbursements,
- Written minutes of all meetings of the Board of Directors and any committees exercising Board-delegated authority, and

- Lists of Directors and Officers.

Such records shall be maintained at the principal office or other location designated by the Board and may be stored in paper or electronic form, provided they are readily convertible to printed format.

Upon vacating office, each Officer, employee, or agent shall turn over to the Chair, Secretary, or successor all property and records belonging to the Corporation.

Section 4. Director Inspection Rights

Every Director shall have the **absolute right** to inspect, during reasonable business hours:

- All books, records, documents, minutes, and accounts of the Corporation;
- The physical assets of the Corporation; and
- Any subsidiary records, if applicable.

This right may be exercised in person or through an authorized agent or attorney and includes the right to copy documents at the Corporation's expense.

Section 5. Annual Financial Statements

The Corporation shall prepare **annual financial statements** in accordance with generally accepted accounting principles (GAAP). If required by the Board or any funders, the statements may be reviewed or audited by an **independent certified public accountant**.

A copy of the Corporation's financial statements shall be made available to the Kentucky Attorney General upon request and to the general public as required by law, no later than **120 days** after the close of the fiscal year.

Section 6. Annual Board Report

An **Annual Report** shall be prepared and delivered to each Director no later than **120 days** after the close of each fiscal year. This report shall include:

- a) The assets and liabilities of the Corporation at year-end;
- b) Principal changes in assets and liabilities during the fiscal year;
- c) The Corporation's revenue and expenses, categorized by unrestricted and restricted purposes; and

d) Disclosure of any related-party transactions or indemnifications exceeding the thresholds established by the Kentucky Nonprofit Corporation Acts (e.g., self-dealing over \$50,000, indemnifications over \$10,000).

The report shall be accompanied by either an independent accountant's statement or a certification by the Treasurer that the report was prepared from the Corporation's books and records.

ARTICLE XI: FISCAL YEAR

The fiscal year of the Corporation shall begin on **July 1** and end on **June 30** of each year, unless otherwise determined by resolution of the Board of Directors.

ARTICLE XII: AMENDMENTS AND REVISIONS

These Bylaws may be adopted, amended, or repealed by the **affirmative vote of two-thirds (2/3)** of the Directors then in office. Such action shall only be taken at a **duly called meeting** of the Board of Directors, provided that written notice of the meeting is given in accordance with these Bylaws and includes:

- The text of the proposed amendment(s),
- A brief explanation of the reason(s) for the proposed changes, and
- The date, time, and location of the meeting at which the vote will occur.

If any provision of these Bylaws requires a greater vote than the standard two-thirds vote (e.g., for removal of a Director or Officer), that provision may not be amended, repealed, or modified by a lesser vote than originally required.

No amendment may conflict with the Articles of Incorporation, the Corporation's exempt purposes under Section 501(c)(3) of the Internal Revenue Code, or applicable state and federal law.

ARTICLE XIII: CORPORATE SEAL

The Board of Directors may adopt, use, and alter a **corporate seal** for the Appalachian Shelter Medicine Initiative at its discretion. The seal, if adopted, shall be kept at the principal office of the Corporation and may be affixed to documents as required by law or Board resolution.

However, the absence of the seal on any document or instrument executed on behalf of the Corporation shall not affect the validity, enforceability, or legal effect of such document.

ARTICLE XIV: CONSTRUCTION AND DEFINITIONS

Unless the context clearly requires otherwise, the general provisions, rules of construction, and definitions contained in the **Kentucky Nonprofit Corporation Acts (KRS Chapter 273)**, as amended from time to time, shall govern the interpretation of these Bylaws.

Without limiting the generality of the foregoing:

- Any reference to the **masculine** gender shall be deemed to include the **feminine and nonbinary** genders;
- The **singular** shall include the **plural**, and the **plural** shall include the **singular**; and
- The term “**person**” shall include both **natural persons** and **legal entities**, including nonprofit and for-profit corporations.

If any provision of these Bylaws is found by a court of competent jurisdiction to be invalid or unenforceable, then:

1. The remainder of the Bylaws shall remain in full force and effect, and
2. The intent of the invalid provision shall be given effect to the extent reasonably possible within the limits of applicable law.

ARTICLE XV: DISSOLUTION

Upon the dissolution of the Corporation, the Board of Directors shall, after paying or making provision for the payment of all liabilities of the Corporation, dispose of all remaining assets exclusively for the purposes of the Corporation in such manner, or to such organization(s) organized and operated exclusively for charitable, educational, or scientific purposes as shall at the time qualify as an exempt organization(s) under **Section 501(c)(3)** of the Internal Revenue Code, as determined by the Board of Directors.

No part of the net earnings or assets of the Corporation shall inure to the benefit of, or be distributable to, its Directors, Officers, members, employees, or private persons, except as reasonable compensation for services rendered.

Any such assets not so disposed of shall be disposed of by a court of competent jurisdiction in the county in which the principal office of the Corporation is located, exclusively for such purposes or to such organization(s), as said court shall determine, which are organized and operated exclusively for such purposes.

CERTIFICATE OF SECRETARY

I, Kate Webb, hereby certify that I am the duly elected and acting Secretary of the **Appalachian Shelter Medicine Initiative, Inc.**, a Kentucky nonprofit corporation, and that the foregoing Bylaws constitute the Bylaws of the Corporation, as adopted by the Board of Directors on the 8th day of September, **2025**, and that said Bylaws have not been amended or modified since that date.

EXECUTED on this 8th day of September, **2025**, in the County of Floyd, Commonwealth of Kentucky.

Kate Webb, DVM, MPet

Duly Elected Secretary

