

UNDERDOG PET RESCUE AND REHABILITATION

A Washington Nonprofit Organization

BYLAWS

Article I: Name

1.01 The name of this corporation shall be known as Underdog Pet Rescue and Rehabilitation. The business of this corporation may be conducted as Underdog Pet Rescue and Rehabilitation, Underdog, or UPRR.

Article II: Purposes and Powers

2.01 Purpose

UPRR is a non-profit corporation and shall be operated exclusively for charitable and educational purposes within the meaning of Section 501 (c)(3) of the Internal Revenue Code of 1986, or the corresponding section of any future Federal tax code.

A. To provide relief to other rescues and animal shelters in the area by providing dedicated, resource intensive care to animals that would otherwise be euthanized often due to behavioral difficulties, time constraints, or other limited resources.

B. To provide behavioral rehabilitation to pets that would otherwise be euthanized; in doing so, Underdog would help shelters reduce euthanasia rates and compassion fatigue.

C. To provide pet resources, pet boarding, training, and more to the pets of those experiencing housing instability, financial strain, domestic violence and more that often result in surrender to animal shelters. This will help decrease pet homelessness, shelter strain, and reunite pets with their families.

D. To form partnerships with other rescues and shelters in the area to provide a network of pet behavioral support

2.02 Powers

UPRR shall have the power, directly or indirectly, alone or in conjunction or cooperation with others, to do any and all lawful acts which may be necessary or convenient to affect the charitable purposes, for which the corporation is organized, and to aid or assist other organizations or persons whose activities further accomplish, foster, or attain such purposes. The powers of the corporation may include, but not be limited to, the acceptance of contributions from the public and private sectors, whether financial or in-kind contributions.

2.03 Nonprofit Status and Exempt Activities Limitation

- A. Nonprofit Legal Status: UPRR is a Washington non-profit public benefit corporation, recognized as tax exempt under Section 501 (c)(3) of the United States Internal Revenue Code.
- B. Exempt Activities Limitation: Notwithstanding any other provision of these Bylaws, no director, officer, employee, member, nor representative of this corporation shall take any action or carry on any activity by or on behalf of UPRR exempt under Section 501 (c)(3) of the Internal Revenue Code as it now exists or may be amended, or by any organization contributions exempt under Section 501(c)(3) of the IRS Code as it now exists or may be amended, or by any organization contributions to which are deductible under Section 170(c)(2) of such Code and Regulations as it now exists or may be amended. No part of the net earnings of the corporation shall inure to the benefit or be distributable to any director, officer, member, or other private person, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in the Articles of Incorporation and these Bylaws.
- C. Distribution Upon Dissolution: Upon termination or dissolution of Underdog, any assets lawfully available for distribution shall be distributed to one (1) or more qualify organizations described in Section 501 (c)(3) of the 1986 Internal Revenue Code (or described in any corresponding provision of any successor statute) which organization or organizations have a similar charitable purpose which, at least generally, includes a purpose similar to the terminating or dissolving corporation.

The organization to receive the assets of UPRR hereunder shall be selected at the discretion of a simple majority of the managing body of the corporation. If its members cannot so agree, then the recipient organization shall be selected pursuant to a verified petition in equity filed in a court of proper jurisdiction against Underdog, by one (1) or more of its managing body which verified petition shall contain such statements as reasonable indicate the applicability of this section. The court upon a finding that this section is applicable shall select the qualifying organization or organizations to receive the assets to be distributed, giving preference if practicable to organizations within the State of Washington.

In the event that the court shall find this section is applicable but that there is no qualifying organization known to it which has a charitable purpose, which at least generally, includes a purpose similar to UPRR, then the court shall direct the distribution of its assets lawfully available for the distribution to the Treasurer of the State of Washington to be added to the general fund.

Article III: Board of Directors

3.01 Number of Directors

UPRR shall have a board of directors consisting of at least 3 and no more than 15 directors. Within these limits, the board may increase or decrease the number of directors serving on the board, including for the purpose of staggering the terms of directors.

3.02 Powers

All corporate powers shall be exercised by or under the authority of the board and the affairs of Underdog shall be managed under the direction of the board, except as otherwise provided by law.

3.03 Terms

- A. All directors shall be elected to serve a 18 month term; however, the term may be extended until a successor has been elected.
- B. Director terms shall be staggered so that approximately half the number of directors will end their terms any given year.
- C. Directors may serve terms in succession.
- D. The Term of office shall be considered to begin October 31st and end May 31st. Unless the term is extended until such time as a successor has been elected.

3.04 Qualifications and Election of Directors

In order to be eligible to serve as a director on the board of directors, the individual must be 18 years of age and an affiliate within affiliate classifications created by the board of directors. Directors may be elected at any board meeting by a majority vote of the existing board of directors minus the board member vacating the position (the vacating board member must abstain from voting for their own replacement). The election of directors to replace those who have fulfilled their term of office shall take place in October of each year. Directors must have 6 months minimum of professional animal care experience (shelter, grooming, veterinary, etc, not personal pet ownership) or be vouched for by 2 board members.

3.05 Vacancies

The board of directors may fill vacancies due to the expiration of a director's term of office, resignation, death, or removal of a director or may appoint new directors to fill a previously unfilled board position, subject to the maximum number of directors under these Bylaws.

- A. Unexpected Vacancies: Vacancies in the board of directors due to resignation, death, or removal shall be filled by the board members for the balance of the term of the director being replaced.

3.06 Removal of Directors

A director may be removed by two-thirds ($\frac{2}{3}$) vote of the board of directors in office if:

- A. The director is absent and unexcused from 2 or more meetings of the board of directors within a 12 month period. The board president is empowered to excuse directors from attendance for a reason deemed adequate by the board president. The president shall not have the power to excuse themselves from the board meeting attendance and in that case, the board vice president shall excuse the president's absence (if deemed appropriate). Or:
- B. For cause or no cause, if before any meeting of the board members at which a vote on removal will be made the director in question is given electronic or written notification of the board's intention to discuss their case and is given the opportunity to be heard at a meeting of the board.

3.07 Board of Directors Meetings

- A. Regular Meetings: The board of directors shall have a minimum of four (4) regular meetings each calendar year at times and places fixed by the board. Board meetings shall be held upon four (4) days notice by first-class mail, electronic mail, or facsimile transmission OR forty-eight (48) hours noticed delivered personally or by telephone. If sent by mail, facsimile transmission or electronic mail, the notice shall be deemed to be delivered upon its deposit in the mail or transmission system. Notice of meetings shall specify the place, day, and hour of meeting. The purpose of the meeting need not be specified.
- B. Special Meetings: Special meetings of the board may be called by the president, vice president, secretary, treasurer, or any two (2) other directors of the board of directors. A special meeting must be preceded by at least two (2) days notice to each director of the date, time and place, but not the purpose of the meeting. There are no limits to the number of special meetings per month or year.
- C. Waiver of Notice: Any director may waive notice of any meeting in accordance with Washington state law. The director wishing to waive notice must submit a physical copy waiving their notice to be kept on record with the board of directors. Directors must give consent to receive notices, waivers or communication electronically as given as a written form provided to the secretary.
- D. Directors may act without meeting if a consent is executed unanimously. This unanimous consent must be expressed in writing (post, email, facsimile) and will be a written resolution that must be filed with the collection of board minutes. This can be executed in lieu of a formal meeting, but should be reserved for emergency resolutions when possible.

3.08 Manner of Acting

- A. Quorum: A majority of the directors in office immediately before a meeting shall constitute a quorum for the transaction of business at that meeting of the board. No business shall be considered by the board at any meeting at which a quorum is not present.
- B. Majority Vote: Except as otherwise required by law or by the Articles of Incorporation, the act of the majority of the directors present at a meeting at which a quorum is present shall be the act of the board.
- C. Hung Board Decisions: On the occasion that directors of the board are unable to make a decision based on a tied number of votes, the president shall have the power to swing the vote based on their discretion.

- D. Participation: Except as required otherwise by law, the Articles of Incorporation, or these Bylaws, directors may participate in regular or special meetings through the use of any means of communication by which all directors participating may simultaneously hear each other during the meeting including in person, internet video meeting or by telephonic conference call.

3.09 Compensation for Board Member Services

Directors shall receive no compensation for carrying out their duties as directors. The board may adopt policies providing for reasonable reimbursement of directors for expenses incurred in conjunction with carrying out board responsibilities such as travel expenses to attend board meetings.

3.10 Compensation for Professional Services by Directors

Directors are not restricted from being remunerated for professional services provided to the corporation. Such remuneration shall be reasonable and fair to the corporation and must be reviewed and approved in accordance with the board Conflict of Interest policy and state law.

Article IV: Committees

4.01 Committees

The board of directors may, by the resolution adopted by a majority of the directors then in office, designate one or more committees, each consisting of 3 or more directors, to serve at the pleasure of the board. Any committee, to the extent provided in the resolution of the board, shall have the authority of the board, except that no committee, regardless of board resolution may:

- A. Take any final action on matters without board member's approval by majority vote;
- B. Fill vacancies on the board of directors or in any committee which has the authority of the board;
- C. Amend or repeal Bylaws, nor adopt new Bylaws;
- D. Amend or repeal any resolution of the board of directors which by its express terms is not so amendable or repealable;
- E. Appoint any other committees of the board of directors nor the members of these committees;
- F. Expend corporate funds to support a nominee for director
- G. Approve any transaction;
 - i. To which the corporation is a party and one or more directors have material financial interest; or
 - ii. Between the corporation and one or more of its directors or between the corporation or any person in which one or more of its directors have a material financial interest

4.02 Meetings and Action of Committees

Meetings and action of the committees shall be governed and held and taken in accordance with the provisions of Article III of these Bylaws concerning meetings of the directors, with such changes in the context of those Bylaws as are necessary to substitute the committee and its members for the board of directors and its members, except that the time for regular meetings of committees may be determined by either resolution of the board of directors or by resolution of the committee. Special meetings of the committee may also be called by resolution of the board of directors. Notice of special meetings of committees shall also be given to any and all alternate members, who shall have the right to attend all meetings of the committee. Minutes shall be kept of each meeting of any committee and shall be filed with the corporate records. The board of directors may adopt rules for the governing of the committee not inconsistent with the provision of these Bylaws.

4.03 Informal Action by the Board of Directors

Any action required or permitted to be taken without a meeting if consent in writing, setting forth the action so taken, shall be agreed by the consensus of a quorum. For the purposes of this section an email transmission from an email address on record constitutes a valid writing. The intent of this provision is to allow the board of directors to use email to approve actions, as long as a quorum of board members gives consent.

Article V: Officers

5.01 Board Officers

The officers of the corporation shall be:

- A. Board President
- B. Vice President
- C. Secretary
- D. Treasurer
- E. Animal Protection Officer
- F. Historian

All of these officers shall be chosen by, and serve at the pleasure and discretion of the board of directors. Each board officer shall have the authority and shall perform the duties set forth in these Bylaws or by resolution of the board or by direction of an officer authorized by the board to prescribe the duties and authority of other officers. The board may also appoint additional vice presidents and such other officers as it deems expedient for the proper conduct of the business of the corporation, each of whom shall have such authority and perform such duties as the board of directors may determine. One person may hold two or more board offices, but no board officer may act in more than one capacity where action of two or more officers is required.

5.02 Term of Office

Each officer shall serve a one (1) year term of office and may not serve more than five (5) consecutive terms of office. Unless unanimously elected by the board at the end of their five (5)

year terms or to fill a vacancy in an officer position, each board officer's term of office shall begin upon the adjournment of the board meeting at which elected and shall end upon the adjournment of the board meeting during which a successor is elected.

5.03 Removal and Resignation

The board of directors may remove an officer at any time, with or without cause. Any officer may resign at any time by giving written notice to the corporation without prejudice to the rights, if any, of the corporation under any contract to which the officer is a party. Any resignation shall take effect at the date of the receipt of the notice or at any time later specified in the notice, unless otherwise specified in the notice. The acceptance of the resignation shall not be necessary to make it effective.

5.04 Board President

The board president shall be the chief volunteer officer of the corporation. The board president shall lead the board of directors in performing its duties and responsibilities, including, if present, presiding at all meetings of the board of directors, and shall perform all other duties incident to the office or properly required by the board of directors.

5.05 Vice President

In the absence or disability of the board president, the ranking vice president or vice president designated by the board of directors shall perform the duties of the board president. When so acting, the vice president shall have all the powers and be subject to all the restrictions upon the board president. The vice president shall have such other powers and perform such other duties prescribed for them by the board of directors or the board president. The vice president shall normally accede to the office of board president upon the completion of the board president's term of office.

5.06 Secretary

The secretary shall keep or cause to be kept a book of minutes of all meetings and actions of directors and committees of directors. The minutes of each meeting shall state the time and place that it was held and other information as shall be necessary to determine the actions taken and whether the meeting was held in accordance with the law and these Bylaws. The secretary shall cause notice to be given of all meetings of directors and committees as required by the Bylaws. The secretary shall have such other powers and perform such other duties as may be prescribed by the board of directors or the board president. The secretary may appoint, with approval of the board, a director to assist in performance of all or part of the duties of the secretary.

5.07 Treasurer

The treasurer shall be the lead director for oversight of the financial condition and affairs of the corporation. The treasurer shall oversee and keep the board informed of the financial condition of the corporation and of audit or financial review results. In conjunction with other directors or officers, the treasurer shall oversee budget preparation and shall ensure that appropriate financial reports, including an account of major transactions and the financial condition of the corporation,

are made available to the board of directors on a timely basis or as may be required by the board of directors. The treasurer shall perform all duties properly required by the board of directors or the board president. The treasurer may appoint, with approval of the board a qualified fiscal agent or member of the staff to assist in performance of all or part of the duties of treasurer.

5.08 Animal Protection Officer

The animal protection officer shall ensure the organization is in compliance with Bylaws to ensure the quality of care and protection of animals in the care of UPRR. They are responsible for reporting to the board and CEO any legal and quality concerns regarding the care of animals in UPRR's control. They are also responsible for working with the treasurer to ensure the budget is used primarily for animal care and quality of life. The animal protection officer has special powers to create committees into the investigation of animal care conditions, staff, and will work with the CEO to create plans for oversight of animal care. This officer must be available to staff and employees and respond to complaints or violations within 24 hours to the complainant and may potentially call for special board meetings depending on the violation.

5.09 Historian

The historian is responsible for the collection and management of the public relations for UPRR, including but not limited to press releases, media events, public perception, social media, interactions with the public, internal relations and more. The Historian collects and presents material as relevant to the public image of the organization. The historian shall have such other powers and perform such other duties as may be prescribed by the board of directors or the board president. The historian may appoint, with approval of the board, a director to assist in performance of all or part of the duties of the historian.

5.10 Non-Director Officers

The board of directors may designate additional officer positions of the corporation and may appoint and assign duties to other non-director officers of the corporation.

Article VI: Contracts, Checks, Loans, Indemnification and Related Matters

6.01 Contracts and other Writings

Except as otherwise provided by resolution of the board or board policy, all contracts, deeds, leases, mortgages, grants, and other agreements of the corporation shall be executed on its behalf by the treasurer or other persons to whom the corporation has delegated the authority to execute such documents in accordance with policies approved by the board.

6.02 Checks, Drafts

All checks, drafts, or other orders for payment of money, notes, or other evidence of indebtedness issued in the name of the corporation, shall be signed by such officer or officers, agent or agents, of the corporation and in such manner as shall from time to time be determined by resolution of the board.

6.03 Deposits

All funds of the corporation not otherwise employed shall be deposited from time to time to the credit of the corporation in such banks, trust companies, or other depository as the board or a designated committee of the board may select.

6.04 Loans

No loans shall be contracted on behalf of the corporation and no evidence of indebtedness shall be issued in its name unless authorized by resolution of the board. Such authority may be general or confined to specific instances.

6.05 Indemnification

- A. **Mandatory Indemnification:** The corporation shall indemnify a director or former director, who was wholly successful, on the merits or otherwise, in the defense of any proceeding to which they were a party because they are or was a director of the corporation against reasonable expense incurred by them in connection with the proceedings.
- B. **Permissible Indemnification:** The corporation shall indemnify a director or former director made a party to a proceeding because they are or were a director of the corporation, against liability incurred in the proceeding, if the determination to indemnify them has been made in the manner prescribed by the law and payment has been authorized in the manner prescribed by law.
- C. **Advance for Expenses:** Expenses incurred in defending a civil or criminal action suit or proceeding may be paid by the corporation in advance of the final disposition of such action, suit or proceeding, as authorized by the board of directors in the specific case, upon receipt of (i) A written affirmation from the director, officer, employee or agent of their good faith belief that they are entitled to indemnification as authorized in this article and (ii) an undertaking by or on behalf of the director, officer, employee or agent to repay such amount, unless it shall ultimately be determined that they are entitled to be indemnified by the corporation in these Bylaws.
- D. **Indemnification of Officers, Agents, and Employees.** An officer of the corporation who is not a director is entitled to mandatory indemnification under this article to the same extent as a director. The corporation may also indemnify and advance expenses to an employee or agent of the corporation who is not a director, consistent with Washington State Law and public policy, provided that such indemnification, and the scope of such indemnification, is set forth by the general or specific action of the board or by contract.

Article VII, Miscellaneous

7.01 Books and Records

UPRR shall keep correct and complete books and records of account and shall keep minutes of all the proceedings of all meetings of its board of directors, a record of all actions taken by board of directors without a meeting, and a record of all actions taken by committees of the board. In addition, the corporation shall keep a copy of the corporations Articles of Incorporation and Bylaws as amended to date.

7.02 Fiscal Year

The fiscal year of Underdog shall be from October 31st to May 31st of each year.

7.03 Conflict of Interest Policy

The board shall adopt and periodically review a conflict of interest policy to protect the corporation's interest when it is contemplating any transaction or arrangement which may benefit any director, officer, employee, affiliate, or member of a committee with board delegated powers.

7.04 Nondiscrimination Policy

The officers, directors, committee members, employees, and persons served by this corporation shall be selected entirely on a nondiscriminatory basis with respect to age, sex, religion, race, national origin, sexual orientation, gender presentation, or physical ability, or physical appearance. It is the policy of Underdog Pet Rescue and Rehabilitation not to discriminate on the basis of race, creed, ancestry, marital status, gender, sexual orientation, age, physical ability or disability, veteran status, political service or affiliation, color, religion, or national origin. Any acts taken out of bias or discrimination shall result in the immediate removal of the director from the board.

7.05 Bylaw Amendment

The Bylaws may be amended, altered, repealed, or restated by a vote of the majority of the board of directors then in office at any meeting of the board, provided, however,

- A. That no amendment shall be made to these Bylaws which would cause the corporation to cease to qualify as an exempt corporation under Section 501(c)(3) of the Internal Revenue Code of 1986, or the corresponding section of any future Federal tax code; and
- B. That an amendment does not affect the voting rights of directors. An amendment that does affect the voting rights of director further requires ratification by a two-thirds ($\frac{2}{3}$) vote of a quorum of directors at a board meeting
- C. That all amendments be consistent with the Articles of Incorporation

Article VIII: Counterterrorism and Due Diligence Policy

In furtherance of its exemption by contributions to other organizations, domestic or foreign, UPRR shall stipulate how the funds will be used and shall require the recipient to provide the corporation with detailed records and financial proof of how the funds were utilized.

Although adherence and compliance with the US Department of the Treasury's publication the "Voluntary Best Practice for US Base Charities" *is not mandatory*, UPRR willfully and voluntarily recognizes and puts to practice these guidelines and suggestions to reduce, develop, re-evaluate and

strengthen a risk-based approach to guard against the threat of diversion of charitable funds or exploitation of charitable activity by terrorist organizations and their support networks.

Underdog shall also comply and put into practice the federal guidelines, suggestion, laws and limitations set forth by pre-existing US legal requirements related to combating terrorist financing, which include, but are not limited to, various sanctions programs administered by the Office of Foreign Assets Control (OFAC) in regard to its foreign activities.

Article IX: Document Retention Policy and Record Keeping

9.01 Purpose

The purpose of this document retention policy is to establish standards for document integrity, retention and destruction and to promote the proper treatment of UPRR records.

9.02 Policy

General guidelines: Records should not be kept if they are no longer needed for the operation of the business or required by law. Unnecessary records should be eliminated from the files. The cost of maintaining records grows exponentially if good housekeeping is not implemented. UPRR may motion to establish retention or destruction policies or schedules for specific categories of records as deemed necessary by the secretary or as necessary to ensure legal compliance. Other goals may be to preserve intellectual property and cost management.

Exception for Litigation Relevant documents: UPRR expects all officers, directors, and employees to comply fully with any published records retention or destruction policies and schedules, provided that all officers, directors, and employees should note the following general exception to any stated destruction schedule: if you believe or UPRR informs you, that corporate records are relevant to litigation or potential litigation (ie a dispute that could result in litigation) then you must preserve those records until it is determined by the board that the records are no longer needed. That exception supersedes any previously or subsequently established destruction policy or schedule for those records.

Minimum Retention Periods for Specific Categories

- A. Corporate Documents: Corporate records include the corporation's Articles of Incorporation, Bylaws, and IRS Form 1023 (or 1023 EZ) and Application for Exemption. Corporate records should be retained permanently. IRS regulations require that the Form 1023 be available for public inspection upon request
- B. Tax Records: Tax records include, but may not be limited to, documents concerning payroll, expenses, proof of contributions made by donors, accounting procedures, and other documents concerning the corporation's revenues. Tax records should be retained for at least seven years from the date of filing the applicable return.
- C. Employment Records/Personnel Records: State and federal statutes require the corporation to keep certain recruitment, employment and personnel information. The corporation should also keep personnel files that reflect performance reviews and any complaints brought against UPRR

or the individual employees under the applicable state and federal statutes. The corporation should also keep in the employee's personnel file all final memoranda and correspondence reflecting performance reviews and actions taken by or against personnel. Employment applications should be retained for three years. Retirement and pension records should be kept permanently. Other employment and personnel records should be retained for seven years.

- D. Board and Board Committee Materials: Meeting minutes should be retained in perpetuity in the corporation's minute book. A clean copy of all other Board and Board Committee materials should be kept for no less than three years by the corporation.
- E. Press Releases/Public Filings: UPRR should retain permanent copies of all press releases and publicly filed documents under the theory that the corporation should have its own copy to test the accuracy of any document a member of the public can theoretically produce against the corporation.
- F. Legal files: Legal counsel should be consulted to determine the retention period of particular documents, but legal documents should generally be maintained for a period of ten years
- G. Marketing and Sales Documents: UPRR should keep final copies of marketing and sales documents for the same period of time it keeps other corporate files, generally three years. An exception to the three year policy may be sales invoices, contracts, leases, licenses, and other legal documentation. The documents should be kept for at least three years beyond the life of the agreement
- H. Development/Intellectual Property and Trade Secrets: Development documents are often subject to intellectual property protection in their final form (eg patents and copyrights). The documents detailing the development process are often also of value to the corporation and are protected as trade secret where the corporation:
 - i. Derives independent economic value from the secrecy of the information; and
 - ii. Has taken affirmative steps to keep the information confidential.
 - iii. The corporation should keep all documents designated as containing trade secret information for at least the life of the trade secret.
- I. Contracts: Final, execution copies of all contracts entered into by UPRR should be retained. The corporation should retain copies of the final contracts for at least 3 years beyond the life of the agreement, and longer in the case of publicly filed contracts
- J. Correspondence: Unless correspondence falls under another category listed elsewhere in this policy, correspondence should generally be saved for 2 years.
- K. Banking and Accounting: Accounts payable ledgers and schedules should be kept for seven years. Bank reconciliations, bank statements, deposit slips and checks (unless for important payments and purchases) should be kept for three years. Any inventories of products, materials and supplies and any invoices should be kept for seven years.
- L. Insurance: Expired insurance policies, insurance records, accident reports, claims, etc should be kept permanently
- M. Audit records: External audit reports should be kept permanently. Internal audit records should be kept for 3 years.
- N. Electronic Mail: Email that needs to be saved should be either
 - i. Printed in hard copy and kept in the appropriate file; or

- ii. Downloaded to a computer file and kept electronically or on disk as a separate file. Retention period depends on the subject matter on the email

Article X: Transparency and Accountability. Disclosure of Financial Information with the General Public

10.01 Purpose

Underdog is committed to transparency and accountability to the general public. By making full and accurate information about its mission, activities, finances, and governance available, UPRR will maintain an environment of open communication to its staff and public.

This policy will:

Indicate which documents and materials produced by the corporation and presumptively open to staff/public

Indicate which documents and materials produced by UPRR are closed

Specify the procedures whereby the open/closed status of documents and materials can be altered

10.02 Details of the policy:

UPRR shall provide its Internal Revenue forms 990, 990-T, 1023 and 5227, Bylaws, Conflict of Interest policy, and financial statements to the general public for inspection free of charge and at will.

10.03 Means and Considerations of Disclosure

UPRR shall make “widely available” the aforementioned documents on its website to be viewed and inspected by the general public

The documents shall be posted in a format that allows an individual using the internet to access, download, view and print them in a manner that exactly reproduces the image of the original document filed with the IRS (except information exempt from public disclosure requirements, such as contributor lists).

The website shall clearly inform readers that the document is available and provide instructions for downloading it.

UPRR shall not charge a fee for downloading the information. Documents shall not be posted in a format that would require special computer hardware or software (other than software readily available to the public free of charge)

UPRR shall inform anyone requesting the information where it can be found, including the web address. This information must be provided immediately for in-person requests and within 7 days for mailed requests

10.04 IRS Annual Information Returns (Form 990)

UPRR shall submit the form 990 to its board of directors prior to filing. While neither the approval of the Form 990 nor a review is required under federal law, UPPR's Form 990 shall be submitted to each member of the board of directors via hard copy or email at least 10 days prior to filing form 990 with the IRS.

10.05 Board

All board deliberations shall be open to the public except where the board passes a motion to make any specific portion confidential

All board minutes shall be open to the public once accepted by the board except where the board passes a motion to make any specific portion confidential

All papers and materials considered by the board shall be open to the public following the meeting at which they are considered, except where the board passes a motion to make any specific portion confidential

10.06 Staff Records

All staff records shall be available for consultation by the staff member concerned or by their legal representatives

No staff records shall be made available to any person outside UPRR except the authorized governmental agencies.

Within Underdog, staff records shall be made available only to those persons with managerial or personnel responsibilities for that staff member, excepting when the board requests specific staff records.

10.07 Donor Records

All donor records shall be available for consultation by the members and donors concerned or by their legal representatives

No donor records shall be made available to any other person outside the corporation except the authorized governmental agencies

Within the corporation, donor records shall be made available only to those persons with managerial or personnel responsibilities for dealings with those donors, except that donor records shall be made available to the board when requested.

Article XI: Codes of Ethics and Whistleblower Policy

11.01 Purpose

Underdog requires and encourages directors, officers and employees to observe and practice high standards of business and personal ethics in the conduct of their duties and responsibilities. The employees and representatives of UPRR must practice honesty and integrity in fulfilling their responsibilities and comply with all applicable laws and regulations. It is the intent of UPRR to adhere to all laws and regulations that apply to the corporation and the underlying purpose of this policy is to support UPRR's goal of legal compliance. The support of all staff is necessary to achieving compliance with various laws and regulations.

11.02 Reporting Violations

If any director, officer, staff, or employee reasonably believes that some policy, practice or activity of UPRR is in violation of law, a written complaint must be filed by that person with any member of the board. That member of the board must share with the President of the board.

11.03 Acting in Good Faith

Anyone filing a complaint concerning a violation or suspected violation must be acting in good faith and have reasonable grounds for believing the information disclosed indicates a violation. Any allegations that prove not to be substantiated and which prove to have been made maliciously, discriminatorily, or knowingly to be false shall be subject to civil and criminal review.

11.04 Retaliation

Said person is protected from retaliation only if they bring the unlawful activity, policy or practice to the attention of UPRR and provides UPRR a reasonable opportunity to investigate and correct the alleged unlawful activity. The protection below can only protect those who comply with this requirement.

UPRR shall not retaliate against anyone who in good faith has made a protest or raised a complaint against some practice of UPRR or of another individual or entity with whom Underdog has a business relationship on the basis of a reasonable belief that the practice is in violation of law, or a clear mandate of public policy

Underdog shall not retaliate against anyone who discloses or threatens to disclose to a supervisor or a public body, any activity, policy or practice of UPRR that the individual reasonably believes is in violation of a law, or a rule, or regulation mandated pursuant to law or is in violation of a clear mandate of public policy concerning the health, safety, welfare, or protection of the environment.

However, Underdog may take legal action or choose to terminate employees, volunteers, staff or directors if any entity connected to the corporation acts in any way that damages the corporation on the basis of that person's bias or opinion that does not violate any state or federal laws; that is to say, a director, officer, employee or staff may not act in a such as public defamation or endangerment of the people or animals in Underdog's care.

11.05 Confidentiality

Violations or suspected violations may be submitted on a confidential basis by the complainant or may be submitted anonymously. Reports of violations or suspected violations shall be kept confidential to the extent possible, consistent with the need to conduct an adequate investigation.

11.06 Handling of Reported Violations

The board president or vice president shall notify the sender and acknowledge receipt of the reported violation or suspected violation within three business days, unless it involves something that immediately endangers a person or animal, in which case it should be directed to an immediate supervisor and the Animal Officer and responded to within 24 hours by that officer.

All reports shall be promptly investigated by the board and its appointed committee and appropriate corrective action shall be taken if warranted by the investigation.

This policy shall be made available to all directors, officers, staffs or employees, and they shall have the opportunity to ask questions about the policy.

Article XII: Amendments of Articles of Incorporation

12.01 Amendment

Any amendment to the Articles of Incorporation may be adopted by approval of two-thirds ($\frac{2}{3}$) of the board of directors

Certificate of Adoption of Bylaws

I do hereby certify that the above stated Bylaws of Underdog Pet Rescue and Rehabilitation were approved by the UPRR founding board members on the May 30, 2020 and constitute a complete copy of the Bylaws of the Corporation

Autumn Barker, Secretary

5/31/2020

Date