

**BYLAWS OF THE
ROCKY MOUNTAIN COCKER RESCUE, INC.**

May 1, 2020

Pursuant to the provisions of the Colorado Revised Nonprofit Corporation Act, Rocky Mountain Cocker Rescue, Inc. (the “Corporation”) hereby adopts the following Bylaws effective May 1, 2020 in accordance with the Articles of Incorporation (the “Articles”), ID No. 20091098354.

**SECTION I.
AGENT AND OFFICES**

1. The Corporation’s physical addresses shall be those of the Registered Agent and Principal Office on file with the Colorado Secretary of State.
2. The mailing address of the Corporation’s Principal Office is PO Box 482, Parker, CO, 80134.
3. Either the Principal Office and/or the Registered Agent may be changed at any time in the manner provided by law and filed accordingly with the Colorado Secretary of State. The Corporation shall maintain a registered office in the State of Colorado.
4. The Board of Directors (the “Directors”) may adopt such physical office, registered office and Registered Agent as it may consider to be in the best interests of the Corporation within the State of Colorado as deemed necessary.

**SECTION II.
COLORADO NONPROFIT CORPORATION ACT AND MEMBERSHIP**

1. The Corporation has elected to accept the provisions of Articles 20 to 29 of Title 7, Colorado Revised Statutes, the Colorado Non-profit Corporation Act, and shall have no capital stock.
2. The Corporation shall be a membership organization.

**SECTION III.
DISSOLUTION**

The Corporation may only be dissolved by a two-thirds (2/3) vote of all the voting members present at a special closed meeting called to consider such action together with the affirmative vote of not less than two-thirds (2/3) of the Directors called to consider such action. In the event of dissolution of the Corporation, whether voluntary or involuntary, no Director, Officer, employee or agent shall be entitled to any distribution or division of the remaining property or proceeds. The balance of all money and property, after payment of all debts, shall be distributed exclusively for purposes set forth in the Corporation’s Article 8 and within the requirements of the Internal Revenue Code (the “Code), Section 501(c)(3).

**SECTION IV.
BOARD OF DIRECTORS**

1. General Powers - The management of the Corporate affairs shall be governed by its Directors, except as otherwise provided in the Colorado Nonprofit Corporation Act, the Articles or these Bylaws of the Corporation (“Bylaws”).

2. Number of Directors and Term - The Directors shall consist of not less than three (3) nor more than 12 persons as determined from time to time by the Directors. Subject to such minimum and maximum numbers, the aforementioned at any given time shall be within the discretion of the Directors. Persons elected at the Annual Meeting of the Corporation, held during the month of May each year, (the “Annual Meetings”) following the adoption of these Bylaws shall be elected for a term of two (2) years and may be re-elected.
3. Election - The Directors shall be appointed, elected, or re-elected at the Annual Meeting
4. Vacancies - Any Director’s vacancy may be filled by the affirmative vote of a majority of the remaining Directors though less than a quorum. Persons elected as Directors at any meeting other than an Annual Meeting shall be elected for a term which expires at the next Annual Meeting following such election. Vacancies that occur between Annual Meetings shall be filled as provided in Section 4.7 of these Bylaws.
5. Composition of the Board - Directors must be at least 21 years old. The Directors are expected to be individuals qualified to promote an awareness of the history of Cocker Spaniels, an appreciation of their heritage and the renewal of hope in the face of great odds, and each will encourage the purposes of the Corporation.
6. Compensation - No Director shall be compensated for his or her service as a member of the Directors. Nothing in this provision shall be construed to prevent a Director from providing services to the Corporation in a capacity other than that of Director.
7. Resignation and Removal of Directors - A Director may, at any time, resign by giving written notice of such resignation to any Officer, to be effective at the time stated therein. A Director may be removed from the Directors, with or without cause, by a vote of 2/3 of the entire Directors entitled to vote. Any Director who is not participating in the business and Corporate affairs and who is absent from (3) three consecutive meetings of the Board may be removed as a Director by a majority vote at any meeting of the Directors.
8. Duties and Responsibilities - The Directors shall be responsible for the conduct of the Corporation's business.

SECTION VI.

OFFICERS OF THE CORPORATION

1. The Officers of the Corporation (the “Officers”) shall be a President, Vice President, a Secretary and a Treasurer. The Officers shall be elected by the Directors. Officers shall serve for a two (2) year term or until the election and qualification of their successors. Officers may serve consecutive terms. No person may hold more than one office at a time. Officers must be at least 21 years old. The Officers shall have the authority and exercise the powers and perform the duties specified below and as additionally specified by the President, the Directors or these Bylaws, except that in any event, each Officer shall exercise such powers and perform such duties as may be required by law.
2. The Executive Committee shall consist of four (4) Officers.

3. The Officers shall be appointed, elected, or re-elected at the Annual Meeting.
4. Vacancies - If any office becomes vacant, the Directors shall as soon as practicable fill such vacancy and the Officer so elected shall serve until the next election of Officers and until the election and qualification of his or her successor. Any Officer's vacancy may be filled by the affirmative vote of a majority of the Directors as soon as practicable. Persons elected as Officers shall be elected for a term which expires at the next Annual Meeting following the election and until the qualification of his/her successor.
5. Resignation and Removal of Officers – An Officer may, at any time, resign from by giving written notice of such resignation to the Directors or any Officer, to be effective at the time stated therein. An Officer may be removed by the Directors whenever, in its judgment, the best interests of the Corporation will be served thereby, by a vote of 2/3 of the entire Directors entitled to vote.
6. **President.** It shall be his or her duty:
 - a. To make and execute contracts in the ordinary course of business and to execute other legal instruments when authorized by the Directors, except as otherwise expressly provided by law, by the Articles or by these Bylaws;
 - b. To perform all such duties as are incident to the office of president and such other duties as may be required by law, by the Articles or by these Bylaws, or which may be prescribed from time to time by the Directors;
 - c. To preside at meetings of the Directors and of the Officers;
 - d. To appoint all committees and committee chairpersons subject to approval of the Directors, except as otherwise provided in the Articles or in these Bylaws; and
 - e. To serve as ex officio member of all standing and ad hoc committees except the Nominating Committee.
7. **Vice President.** It shall be his or her duty:
 - a. To reach out to such businesses as may be required by the Corporation to function as a nonprofit, charitable organization created to rescue and rehome Cocker Spaniels and to set up accounts with such businesses;
 - b. To preside at meetings of the Directors and of Officers whenever the President is unavailable;
 - c. To perform all such duties as are incident to the office of vice president and such other duties as may be required by law, by the Articles or by these Bylaws, or which may be prescribed from time to time by the Directors;
8. **Secretary.** The Secretary shall:
 - a. Certify and keep at the Principal Office either the original or a copy of these Bylaws as amended or otherwise altered to date;

- b. Keep or cause to be kept at the Principal Office or at such other place as the Directors may order, a book of minutes of all meetings of the Directors, names of those present at the meetings of the Directors and the Officers and the proceedings thereof;
- c. Be custodian of the Corporation's records, including financial and corporate records;
- d. Exhibit at any reasonable time, to any Director, on request therefore, the Bylaws, the minutes of proceedings, and other such data and Corporate records, which the requestor has the right, by law or regulation, to access;
- e. In general, perform all duties incident to the office of secretary and such other duties as may be required by law, by the Articles, or by these Bylaws, or which may be assigned to him or her from time to time by the Directors.

NOTE: Assistant secretaries, if any, shall have the same duties and powers, subject to supervision by the secretary.

9. Treasurer. The Treasurer shall:

- a. Have charge and custody of, and be responsible for, all funds and securities; receive and give receipts for moneys due and payable to the Corporation from any source whatsoever;
- b. Keep or cause to be kept correct and complete books and records of accounts;
- c. Render financial statements upon request of the Directors;
- d. Have charge of, and be responsible for, the preparation and filing of all tax returns and reports required by law, and the collection and payment of taxes such as withheld taxes, sales and use taxes, and any other taxes for which the Corporation may be responsible; and
- e. In general, perform all duties incident to the office of treasurer and such other duties as may be required by law, by the Articles, or by these Bylaws, or which may be assigned to him or her from time to time by the Directors.

SECTION VII.
COMMITTEES

1. The President may authorize and appoint, subject to the approval of the Board such committees, both standing and ad hoc, as may from time to time be necessary or useful in the conduct of the Corporation's business. Any such committee shall be advisory only, unless it is specifically delegated authority by resolution of the Directors. The President may appoint, subject to the approval of the Board, any person whether or not a Director, to any such committee, provided that for each committee at least one (1) Director shall be appointed to every such committee and that each committee Chairman and Vice Chairman shall be a Director. Rules governing procedures for meetings of any committee of the Board shall be established by the Directors, or in the absence thereof, by the committee itself.
2. One-third (1/3) of the members of a committee, but not less than two (2) members, shall constitute a quorum of each committee, except for the Executive Committee. The act of a

majority of the members present and voting at a meeting at which a quorum is present shall be the act of the committee.

SECTION VIII.

MEETINGS

1. The Annual Meeting shall be held within the State of Colorado during May of each year for the purpose of electing Directors, Officers, and for the transaction of such other business as may come before the meeting. The Annual Meeting shall be considered to be a regular meeting of the Directors for all purposes.
2. Regular meetings of the Directors shall not be held less than semi-annually (May and October) during each calendar year at such time and at such place as the President may from time to time determine.
3. Special meetings of the Directors may be called by the President or by one-third (1/3) or more of the Directors then in office. Directors shall be notified of such special meetings by e-mail or by telephone at least 48 hours before the time of holding such meetings, and such notification shall include the date, time, place and agenda of such meetings. Special meetings of the Directors and of the Corporate Officers may be called upon petition signed by not less than one-third (1/3) of the active members from time to time.
4. A minimum of one-half (1/2) of the members of the Directors then in office shall constitute a quorum for all Board meetings, and the vote of a majority of the Directors present in person at a meeting in which a quorum is present shall be the act of the Directors, unless a greater number is required by law, by the Articles or by these Bylaws. However, in the event that one or more Directors declare or are found to have a conflict of interest in any matter, the quorum for any vote on such matter shall be a majority of the remaining Directors, except in this case, a quorum must not be less than one-third (1/3) of the members of the Directors then in office. If less than a quorum is present at a meeting, a majority of the Directors present may adjourn the meeting from time to time without further notice other than an announcement at the meeting, until a quorum shall be present. No Director may vote or act by proxy at any Board meeting.
5. All business meetings whether regular or special, shall be open to the public unless ordered closed to the public by a vote of two-thirds (2/3) of the Directors or committee members present and eligible to vote.
6. Members of the Directors or any committee thereof may participate in a Board meeting or committee by means of telephone conferencing or similar communications equipment by which all persons participating in the meeting can hear each other at the same time. Such participation shall constitute presence in person at the meeting. All persons listening to the meeting must announce their presence.
7. Any action required or permitted to be taken at a meeting of the Directors or the Officers may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by all of the Directors or committee members entitled to vote with respect to the subject matter thereof. Such consent, which may be signed in counterparts, shall have the same force and effect as a unanimous vote of the Directors or committee members.

SECTION IX.
CONFLICTS OF INTEREST

1. No member of the Directors shall vote or initiate discussions on a question in which he or she is interested otherwise than as a member except the election of an Officer, and no committee member shall vote or initiate discussions on a question in which he or she is interested otherwise than as a Board member. He or she shall not be counted in determining the quorum for the vote on the question. The prohibition against initiation of discussion shall not preclude the individual from responding to specific questions put to him by the Directors or committee members during the course of the discussion, but shall preclude participation in the discussion of all other cases.
2. Whenever a Board or committee member believes that a matter to be voted upon would involve him or her in a conflict of interest, he or she shall announce the conflict of interest and shall abstain from voting or initiating discussion on such matter.
3. Prior to consideration of any issue, should a member of the Directors or committee member have cause to believe that voting on a given matter would involve a possible conflict of interest, that member shall announce that possibility; and the question shall be decided by the President unless challenged, and then by a majority vote of the members of the Directors or committee members present, excluding the member of the Directors or committee member announcing the possible conflict of interest and excluding any other members of the Directors or committee members present who have already been disqualified from voting on the issue because of their own conflict of interest.

SECTION X.
ADVISORY COUNCIL

The President, or any other person and with the approval of the Directors, may appoint individuals to a committee to be called the Advisory Council, (the “Council”) Those appointed shall not be deemed Directors, Officers or employees and their functions shall not include participation in the operating management of the Corporation. The Council shall meet at such times as the Directors or President may determine. The Council shall promote public awareness and support the Corporate mission. The Council shall consider, advise, and make recommendations with respect to matters as may be submitted to it by the Directors, the Chairperson, the President or any other Officer. The members of the Council shall hold office from the date appointed for so long as they support the Corporation's work. Members of the Advisory Council may participate in Corporate activities, and may represent the Corporation when authorized by the Directors, the President, or any other Officer.

SECTION XI.
AMENDMENTS

The Bylaws may be amended by a vote of two-thirds (2/3) of all Directors then in office at a regular or special meeting of the Directors, provided that there shall be a quorum present at such meeting and further provided that written notice of all proposed changes shall be mailed to each Director not less than 10 days before such meeting. The Bylaws may also be amended by a vote of two-thirds (2/3) of the active members present at a duly-convened annual or special meeting of the Corporation.

SECTION XII.
FISCAL AFFAIRS

1. The fiscal year shall be January 1 thru December 31 of each year.
2. The accounts may be reviewed each year as of December 31 (or more often at the discretion of the Directors) by a committee of the Directors or an accounting commissioner appointed by the Directors.
3. No funds shall be invested except as directed or approved by the Directors.

SECTION XIII.
PARLIAMENTARY PROCEDURE

Parliamentary procedure for all meetings shall be in accordance with Roberts Rules of Order.

SECTION XIV.
INDEMNIFICATION

1. Directors and Officers - The Corporation hereby declares that any person who serves as a Director, Officer or employee shall be indemnified by the Corporation against expenses (including attorney's fees), judgments, fines, excise taxes, and amounts paid in settlement actually and reasonably incurred by such person who was or is a party or threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative by reason of such service, provided such person reasonably believed to be in the best interests of the Corporation and, with respect to any criminal action or proceeding, had no reasonable cause to believe such person's conduct was unlawful. Except as provided in Section 14.3, termination of any such action, suit or proceeding by judgment, order, settlement, conviction or upon a plea of nolo contendere or its equivalent, shall not of itself create either a presumption that such person did not act in good faith and in a manner which such person reasonably believed to be in the best interests of the Corporation or, with respect to any criminal action or proceeding, a presumption that such person had reasonable cause to believe that such person's conduct was unlawful.
2. No Indemnification for Misconduct - No indemnification shall be made in respect of any claim, issue or matter as to which a person covered by Section 14.1 shall have been adjudged to be liable for misconduct or gross negligence in the performance of that person's duty to the Corporation unless and only to the extent that the court in which such action, suit or proceeding was brought shall determine upon application that, despite the adjudication of liability but in view of all the circumstances of the case, such person is fairly and reasonably entitled to indemnification for such expenses which such court shall deem proper.
3. Indemnification in Criminal Actions - No indemnification shall be made in respect of any criminal action or proceeding as to which a person covered in Section 14.1 shall have been adjudged to be guilty unless and only to the extent that the court in which such action or proceeding was brought shall determine upon application that, despite the adjudication of guilt but in view of all the circumstances of the case, such person is entitled to indemnification for such expenses or fines which such court shall deem proper.

4. Other Indemnification - The indemnification provided by this Section shall not be deemed exclusive of any other rights to which any person may be entitled under the Articles, any agreement, any other provision of these Bylaws, vote or the disinterested Directors of otherwise, and any procedure provided for by and of the foregoing, both as to action in that person's official capacity and as to action in another capacity while holding such office.

5. Period of Indemnification - Any indemnification pursuant to this Section shall (a) be applicable to acts or omissions which occurred prior to the adoption of this Section, and (b) continue as to any indemnified party who has ceased to be a Director, Officer, employee or agent and shall inure to the benefit of the heirs and personal representatives of such indemnified party. The repeal or amendment of all or any portion of these Bylaws which would have the effect of limiting, qualifying or restricting any of the powers or rights of indemnification provided or permitted in this Section shall not, solely by reason of such repeal or amendment, eliminate, restrict or otherwise affect the right or power of the Corporation to indemnify any person, or affect any right of indemnification of such person, with respect to any acts or omissions which occurred prior to such repeal or amendment.

6. Insurance - By action of the Directors, notwithstanding any interest of the Directors in such action, the Corporation may, subject to Section 14.8 below, purchase and maintain insurance, in such amounts as the Board may deem appropriate, on behalf of any person indemnified hereunder against any liability asserted against such person and incurred by such person in such person's capacity of or arising out of such person's status as an agent whether or not the Corporation would have the power to indemnify that person against such liability under applicable provisions of law. The Corporation may also purchase and maintain insurance, in such amounts as the Board may deem appropriate, to insure the Corporation against any liability, including without limitation, any liability for the indemnifications provided in this Section.

7. Conditions of Indemnification - The Corporation shall have the right to impose, as conditions of any indemnification provided or permitted in this Section, such reasonable requirements and conditions as the Directors may deem appropriate in each specific case, including, but not limited to, any one or more of the following: (a) that any counsel representing the person to be indemnified in connection with the defense or settlement of any action shall be counsel that is mutually agreeable to the person to be indemnified and to the Corporation; (b) that the Corporation shall have the right, at its option, to assume and control the defense or settlement of any claim or proceeding made, initiated or threatened against the person to be indemnified; and (c) that the Corporation shall be subrogated, to the extent of any payments made by way of indemnification, to all of the indemnified person's right of recovery, and that the person to be indemnified shall execute all writing and do everything necessary to assure such rights of subrogation to the Corporation.

8. Limitation on Indemnification - Notwithstanding any other provision of these Bylaws, the Corporation shall neither indemnify any person nor purchase any insurance in any manner or to any extent that would jeopardize organization described in Section 501(c)(3) of the Code or would result in liability under Section 2941 of the Code.

Date: May 1, 2020