



# Bylaws of the Old-fashioned Black and Tan English Shepherd Association

## **Article 1 Offices**

### 1.1 Principal Office

1.1.1 The principal office of the corporation is located in Wayne County, State of Tennessee.

### 1.2 Change of Address

1.2.1 The designation of the county or state of the corporation's principal office may be changed by amendment of these bylaws. The board of directors may change the principal office from one location to another within the named county by noting the changed address and effective date below, and such changes of address shall not be deemed, nor require, an amendment of these bylaws:

New Address:

Dated: August 12, 2021

659 Roanoke Creek Road

Collinwood, TN 38485

### 1.3 Other Offices

- 1.3.1 The corporation may also have offices at such other places, within or without its state of incorporation, where it is qualified to do business, as its business and activities may require, and as the board of directors may, from time to time, designate.

## **Article 2 Nonprofit Purposes**

### 2.1 IRC 501(c)(3) Purposes

- 2.1.1 Old-fashioned Black and Tan English Shepherd Association is a non-profit corporation and shall operate exclusively for educational and charitable purposes within the meaning of 501 (c)(3) of the Internal Revenue Code, or the corresponding of any future Federal tax code. 501(c)(3) of the Internal Revenue Code, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under 501(c)(3) of the Internal Revenue Code.

### 2.2 Specific Objectives and Purposes

- 2.2.1 The mission of the Old-fashioned Black and Tan English Shepherd Association is to assist and promote the breeding, registration, training, and use of the Old-fashioned Black and Tan English Shepherd bloodline. OBTESA works to preserve the unique qualities of the bloodline, to preserve the purity of the bloodline, and to protect the longevity of the bloodline.

## **Article 3 Membership**

### 3.1 No Membership Classes

- 3.1.1 The corporation shall have no members who have any right to vote or title or interest in or to the corporation, its properties and franchises.

## 3.2 Non-Voting Affiliates

3.2.1 The board of directors may approve classes of non-voting affiliates with rights, privileges, and obligations established by the board. Affiliates may be individuals, businesses, and other organizations that seek to support the mission of the corporation. The board, a designated committee of the board, or any duly elected officer in accordance with board policy, shall have authority to admit any individual or organization as an affiliate, to recognize representatives of affiliates, and to make determinations as to affiliates' rights, privileges, and obligations. At no time shall affiliate information be shared with or sold to other organizations or groups without the affiliate's consent. At the discretion of the board of directors, affiliates may be given endorsement, recognition and media coverage at fundraising activities, clinics, other events or at the corporation website. Affiliates have no voting rights, and are not members of the corporation.

### 3.3 Dues

3.3.1 Any dues for affiliates shall be determined by the board of directors.

## **Article 4 Directors**

### 4.1 Number

4.1.1 The corporation shall have three (3) directors and collectively they shall be known as the board of directors.

### 4.2 Qualifications

4.2.1 Directors shall be of the age of majority as defined by the law of the state of Tennessee.

### 4.3 Powers

4.3.1 Subject to the provisions of the laws of this state and any limitations in the articles of incorporation and these bylaws relating to action required or permitted to be taken or approved by the members, if any, of this corporation, the activities and affairs of this corporation shall be conducted, and all corporate powers shall be exercised by or under the direction of the board of directors.

### 4.4 Duties

4.4.1 It shall be the duty of the directors to:

- a. Perform any and all duties imposed on them collectively or individually by law, by the articles of incorporation, or by these bylaws;
- b. Appoint and remove, employ and discharge, and, except as otherwise provided in these bylaws, prescribe the duties and fix the compensation, if any, of all officers, agents, and employees of the corporation;
- c. Supervise all officers, agents, and employees of the corporation to assure that their duties are performed properly;
- d. Meet at such times and places as required by these bylaws;
- e. Register their addresses with the secretary of the corporation, and notices of meetings mailed or telegraphed to them at such addresses shall be valid notices thereof.

#### 4.5 Term of Office

4.5.1 Each director shall hold office for a period of one (1) year and until his or her successor is elected and qualifies.

#### 4.6 Compensation

4.6.1 Directors shall serve without compensation except that a reasonable fee may be paid to directors for attending regular and special meetings of the board. In addition, they shall be allowed reasonable advancement or reimbursement of expenses incurred in the performance of their duties. Any payments to directors shall be approved in advance in accordance with this corporation's conflict of interest policy, as set forth in Article 9 of these bylaws.

#### 4.7 Board of Directors Meetings

4.7.1 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 notice 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.

4.7.2 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.

4.7.3 Waiver of Notice. Any director may waive notice of any meeting, in accordance with Tennessee law.

#### 4.7.4 Manner of Acting.

4.7.4.1 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.

- 4.7.4.2 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.
- 4.7.4.3 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 or treasurer in the order of presence shall have the power to swing the vote based on his/her discretion.
- 4.7.4.4 Participation. Except as required otherwise by law, the Articles of Incorporation, or these Bylaws, directors may participate in a regular or special meeting 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.

## 4.8 Vacancies

- 4.8.1 Vacancies on the board of directors shall exist:
  - 4.8.1.1 on the death, resignation, or removal of any director, and
  - 4.8.1.2 whenever the number of authorized directors is increased.
- 4.8.2 Any director may resign effective upon giving written notice to the chairperson of the board, the president, the secretary, or the board of directors, unless the notice specifies a later time for the effectiveness of such resignation. No director may resign if the corporation would then be left without a duly elected director or directors in charge of its affairs, except upon notice to the Office of the Attorney General or other appropriate agency of this state.
- 4.8.3 Directors may be removed from office, with or without cause, as permitted by and in accordance with the laws of Tennessee.
- 4.8.4 Unless otherwise prohibited by the articles of incorporation, these bylaws, or provisions of law, vacancies on the board may be filled by approval of the board of directors. If the number of directors then in office is less than a quorum, a vacancy on the board may be filled by approval of a majority of the directors then in office or by a sole remaining director. A person elected to fill a vacancy on the board shall hold office until the next election of the board of directors or until his or her death, resignation, or removal from office.

## 4.9 Nonliability of Directors

4.9.1 The directors shall not be personally liable for the debts, liabilities, or other obligations of the corporation.

#### 4.10 Indemnification by Corporation of Directors and Officers

4.10.1 The directors and officers of the corporation shall be indemnified by the corporation to the fullest extent permissible under the laws of this state.

#### 4.11 Insurance for Corporate Agents

4.11.1 Except as may be otherwise provided under provisions of law, the board of directors may adopt a resolution authorizing the purchase and maintenance of insurance on behalf of any agent of the corporation (including a director, officer, employee, or other agent of the corporation) against liabilities asserted against or incurred by the agent in such capacity or arising out of the agent's status as such, whether or not the corporation would have the power to indemnify the agent against such liability under the articles of incorporation, these bylaws, or provisions of law.

### **Article 5 Officers**

#### 5.1 Designation of Officers

5.1.1 The officers of the corporation shall be a president, a vice president, a secretary, and a treasurer. The corporation may also have a chairperson of the board, one or more vice presidents, assistant secretaries, assistant treasurers, and other such officers with such titles as may be determined from time to time by the board of directors.

#### 5.2 Qualifications

5.2.1 Any person may serve as officer of this corporation.

#### 5.3 Election and Term of Office

5.3.1 Officers shall be elected by the board of directors, at any time, and each officer shall hold office until he or she resigns or is removed or is otherwise disqualified to serve, or until his or her successor shall be elected and qualified, whichever occurs first.

#### 5.4 Removal and Resignation

5.4.1 Any officer may be removed, either with or without cause, by the board of directors, at any time. Any officer may resign at any time by giving written notice to the board of directors or to the president or secretary of the corporation. Any such resignation shall take effect at the date of receipt of such notice or at any later date specified therein, and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective. The above provisions of this shall be superseded by any conflicting terms of a contract that has been approved or ratified by the board of directors relating to the employment of any officer of the corporation.

## 5.5 Vacancies

5.5.1 Any vacancy caused by the death, resignation, removal, disqualification, or otherwise, of any officer shall be filled by the board of directors. In the event of a vacancy in any office other than that of president, such vacancy may be filled temporarily by appointment by the president until such time as the board shall fill the vacancy. Vacancies occurring in offices of officers appointed at the discretion of the board may or may not be filled as the board shall determine.

## 5.6 Duties of President

5.6.1 The president shall be the chief executive officer of the corporation and shall, subject to the control of the board of directors, supervise and control the affairs of the corporation and the activities of the officers. He or she shall perform all duties incident to his or her office and such other duties as may be required by law, by the articles of incorporation, or by these bylaws, or which may be prescribed from time to time by the board of directors. Unless another person is specifically appointed as chairperson of the board of directors, the president shall preside at all meetings of the board of directors and, if this corporation has members, at all meetings of the members. Except as otherwise expressly provided by law, by the articles of incorporation, or by these bylaws, he or she shall, in the name of the corporation, execute such deeds, mortgages, bonds, contracts, checks, or other instruments that may from time to time be authorized by the board of directors.

## 5.7 Duties of Vice President

5.7.1 In the absence of the president, or in the event of his or her inability or refusal to act, the vice president shall perform all the duties of the president, and when so acting shall have all the powers of, and be subject to all the restrictions on, the president. The vice president shall have other powers and perform such other duties as may be prescribed by law, by the articles of incorporation, or by these bylaws, or as may be prescribed by the board of directors.

## 5.8 Duties of Secretary

The secretary shall:

- 5.8.1 Certify and keep at the principal office of the corporation the original, or a copy, of these bylaws as amended or otherwise altered to date.
- 5.8.2 Keep at the principal office of the corporation or at such other place as the board may determine, a book of minutes of all meetings of the directors, and, if applicable, meetings of committees of directors and of members, recording therein the time and place of holding, whether regular or special, how called, how notice thereof was given, the names of those present or represented at the meeting, and the proceedings thereof.
- 5.8.3 Ensure that the minutes of meetings of the corporation, any written consents approving action taken without a meeting, and any supporting documents pertaining to meetings, minutes, and consents shall be contemporaneously recorded in the corporate records of this corporation. "Contemporaneously" in this context means that the minutes, consents, and supporting documents shall be recorded in the records of this corporation by the later of:
- 5.8.3.1 the next meeting of the board, committee, membership, or other body for which the minutes, consents, or supporting documents are being recorded, or
  - 5.8.3.2 sixty (60) days after the date of the meeting or written consent.
- 5.8.4 See that all notices are duly given in accordance with the provisions of these bylaws or as required by law.
- 5.8.5 Be custodian of the records and of the seal of the corporation and affix the seal, as authorized by law or the provisions of these bylaws, to duly executed documents of the corporation.

- 5.8.6 Keep at the principal office of the corporation a membership book containing the name and address of each and any members, and, in the case where any membership has been terminated, he or she shall record such fact in the membership book together with the date on which such membership ceased.
- 5.8.7 Exhibit at all reasonable times to any director of the corporation, or to his or her agent or attorney, on request therefor, the bylaws, the membership book, and the minutes of the proceedings of the directors of the corporation.
- 5.8.8 In general, perform all duties incident to the office of secretary and such other duties as may be required by law, by the articles of incorporation, or by these bylaws, or which may be assigned to him or her from time to time by the board of directors.

## 5.9 Duties of Treasurer

The treasurer shall:

- 5.9.1 Have charge and custody of, and be responsible for, all funds and securities of the corporation, and deposit all such funds in the name of the corporation in such banks, trust companies, or other depositories as shall be selected by the board of directors.
- 5.9.2 Receive, and give receipt for, monies due and payable to the corporation from any source whatsoever.
- 5.9.3 Disburse, or cause to be disbursed, the funds of the corporation as may be directed by the board of directors, taking proper vouchers for such disbursements.
- 5.9.4 Keep and maintain adequate and correct accounts of the corporation's properties and business transactions, including accounts of its assets, liabilities, receipts, disbursements, gains, and losses.
- 5.9.5 Exhibit at all reasonable times the books of account and financial records to any director of the corporation, or to his or her agent or attorney, on request therefor.
- 5.9.6 Render to the president and directors, whenever requested, an account of any or all of his or her transactions as treasurer and of the financial condition of the corporation.
- 5.9.7 Prepare, or cause to be prepared, and certify, or cause to be certified, the financial statements to be included in any required reports.

5.9.8 In general, perform all duties incident to the office of treasurer and such other duties as may be required by law, by the articles of incorporation of the corporation, or by these bylaws, or which may be assigned to him or her from time to time by the board of directors.

#### 5.10 Compensation

5.10.1 The salaries of the officers, if any, shall be fixed from time to time by resolution of the board of directors. In all cases, any salaries received by officers of this corporation shall be reasonable and given in return for services actually rendered to or for the corporation. All officer salaries shall be approved in advance in accordance with this corporation's conflict of interest policy, as set forth in Article 9 of these bylaws.

## **Article 6 Committees**

### 6.1 Executive Committee

6.1.1 The board of directors may, by a majority vote of its members, designate an Executive Committee consisting of one (1) board members and may delegate to such committee the powers and authority of the board in the management of the business and affairs of the corporation, to the extent permitted, and, except as may otherwise be provided, by provisions of law.

6.1.2 By a majority vote of its members, the board may at any time revoke or modify any or all of the executive committee authority so delegated, increase or decrease but not below two (2) the number of the members of the executive committee, and fill vacancies on the executive committee from the members of the board. The executive committee shall keep regular minutes of its proceedings, cause them to be filed with the corporate records, and report the same to the board from time to time as the board may require.

### 6.2 Other Committees

6.2.1 The corporation shall have such other committees as may from time to time be designated by resolution of the board of directors. These committees may consist of persons who are not also members of the board and shall act in an advisory capacity to the board.

### 6.3 Meetings and Action of Committees

- 6.3.1 Meetings and action of committees shall be governed by, noticed, held, and taken in accordance with the provisions of these bylaws concerning meetings of the board of directors, with such changes in the context of such bylaw provisions as are necessary to substitute the committee and its members for the board of directors and its members, except that the time for regular and special meetings of committees may be fixed by resolution of the board of directors or by the committee. The board of directors may also adopt rules and regulations pertaining to the conduct of meetings of committees to the extent that such rules and regulations are not inconsistent with the provisions of these bylaws.

## **Article 7 Execution of Instruments, Deposits, and Funds**

### 7.1 Execution of Instruments

- 7.1.1 The board of directors, except as otherwise provided in these bylaws, may by resolution authorize any officer or agent of the corporation to enter into any contract or execute and deliver any instrument in the name of and on behalf of the corporation, and such authority may be general or confined to specific instances. Unless so authorized, no officer, agent, or employee shall have any power or authority to bind the corporation by any contract or engagement or to pledge its credit or to render it liable monetarily for any purpose or in any amount.

### 7.2 Checks and Notes

- 7.2.1 Except as otherwise specifically determined by resolution of the board of directors, or as otherwise required by law, checks, drafts, promissory notes, orders for the payment of money, and other evidence of indebtedness of the corporation shall be signed by the treasurer and countersigned by the president of the corporation.

### 7.3 Deposits

- 7.3.1 All funds of the corporation shall be deposited from time to time to the credit of the corporation in such banks, trust companies, or other depositories as the board of directors may select.

### 7.4 Gifts

7.4.1 The board of directors may accept on behalf of the corporation any contribution, gift, bequest, or devise for the nonprofit purposes of this corporation.

## **Article 8 Corporate Records, Reports, and Seal**

### **8.1 Maintenance of Corporate Records**

8.1.1 The corporation shall keep at its principal office:

- a. Minutes of all meetings of directors, committees of the board, and, if this corporation has members, of all meetings of members, indicating the time and place of holding such meetings, whether regular or special, how called, the notice given, and the names of those present and the proceedings thereof;
- b. Adequate and correct books and records of account, including accounts of its properties and business transactions and accounts of its assets, liabilities, receipts, disbursements, gains, and losses;
- c. A record of its members, if any, indicating their names and addresses and, if applicable, the class of membership held by each member and the termination date of any membership;
- d. A copy of the corporation's articles of incorporation and bylaws as amended to date, which shall be open to inspection by the members, if any, of the corporation at all reasonable times during office hours.

## 8.2 Corporate Seal

8.2.1 The board of directors may adopt, use, and at will alter, a corporate seal. Such seal shall be kept at the principal office of the corporation. Failure to affix the seal to corporate instruments, however, shall not affect the validity of any such instrument.

## 8.3 Directors' Inspection Rights

8.3.1 Every director shall have the absolute right at any reasonable time to inspect and copy all books, records, and documents of every kind and to inspect the physical properties of the corporation, and shall have such other rights to inspect the books, records, and properties of this corporation as may be required under the articles of incorporation, other provisions of these bylaws, and provisions of law.

### 8.3.2 Right to Copy and Make Extra

8.3.2.1 Any inspection under the provisions of this article may be made in person or by agent or attorney and the right to inspection shall include the right to copy and make extracts.

## 8.4 Periodic Report

8.4.1 The board shall cause any annual or periodic report required under law to be prepared and delivered to an office of this state or to the members, if any, of this corporation, to be so prepared and delivered within the time limits set by law.

## **Article 9 IRC 501(c)(3) Tax Exemption Provisions**

### 9.1 Limitations on Activities

9.1.1 No substantial part of the activities of this corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation (except as otherwise provided by 501(h) of the Internal Revenue Code), and this corporation shall not participate in, or intervene in (including the publishing or distribution of statements), any political campaign on behalf of, or in opposition to, any candidate for public office.

9.1.2 Notwithstanding any other provisions of these bylaws, this corporation shall not carry on any activities not permitted to be carried on (a) by a corporation exempt from federal income tax under 501(c)(3) of the Internal Revenue Code, or (b) by a corporation, contributions to which are deductible under 170(c)(2) of the Internal Revenue Code.

### 9.2 Prohibition Against Private Inurement

9.2.1 No part of the net earnings of this corporation shall inure to the benefit of, or be distributable to, its members, directors or trustees, officers, or other private persons, 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 of this corporation.

### 9.3 Dissolution and Distribution of Assets

9.3.1 Upon termination or dissolution of the Old-fashioned Black & Tan English Shepherd Association, any assets lawfully available for distribution shall be distributed to one (1) or more qualifying organizations described in Section 501(c)(3) of the Internal Revenue Code of 1986 (or described in any corresponding provision of any successor statute) which organization or organizations have a charitable purpose which, at least generally, includes a purpose similar to the terminating or dissolving corporation.

9.3.2 The organization to receive the assets of the Old-fashioned Black and Tan English Shepherd Association hereunder shall be selected by the discretion of a majority of the managing body of the Old-fashioned Black and Tan English Shepherd Association and 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 the Old-fashioned Black and Tan English Shepherd Association by one (1) or more of its managing body which verified petition shall contain such statements as reasonably 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 located within the State of Tennessee.

9.3.3 In the event that the court shall find that 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 this corporation, then the court shall direct the distribution of its assets lawfully available for distribution to the Treasurer of the State of Tennessee to be added to the general fund.

### 9.4 Private Foundation Requirements and Restrictions

9.4.1 In any taxable year in which this corporation is a private foundation as described in 509(a) of the Internal Revenue Code, the corporation (1) shall distribute its income for said period at such time and manner as not to subject it to tax under 4942 of the Internal Revenue Code; (2) shall not engage in any act of self-dealing as defined in 4941(d) of the Internal Revenue Code; (3) shall not retain any excess business holdings as defined in 4943(c) of the Internal Revenue Code; (4) shall not make any investments in such manner as to subject the corporation to tax under 4944 of the Internal Revenue Code; and (5) shall not make any taxable expenditures as defined in 4945(d) of the Internal Revenue Code.

## **Article 10 Conflict of Interest and Compensation Approval Policies**

### 10.1 Purpose of Conflict-of-Interest Policy

10.1.1 The purpose of this conflict of interest policy is to protect this tax-exempt corporation's interest when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an officer or director of the corporation or any "disqualified person" as defined in 4958(f)(1) of the Internal Revenue Code and as amplified by 53.4958-3 of the IRS Regulations and which might result in a possible "excess benefit transaction" as defined in 4958(c)(1)(A) of the Internal Revenue Code and as amplified by 53.4958 of the IRS Regulations. This policy is intended to supplement but not replace any applicable state and federal laws governing conflict of interest applicable to nonprofit and charitable organizations.

*Tony Bierman*  
Tony Bierman, Secretary

August 25<sup>th</sup>, 2021