

## **BYLAWS OF THE SAFE COALITION**

### **ARTICLE I**

#### **NAME**

The name of this association is THE SAFE COALITION (the “Coalition”).

### **ARTICLE II**

#### **PURPOSE AND OBJECTIVES**

1. The mission of the Coalition is to build and sustain a community that saves all healthy and treatable cats and dogs in Metropolitan Nashville and Davidson County (“Metro”).
2. The vision of the Coalition is to create a community where 90% or more of the dogs and cats in Metro are saved by the end of 2018.
3. The purpose of the Coalition is to bring together leading animal welfare organizations in Metro to collaborate in developing and directing the implementation of strategies to achieve the mission of the Coalition. The Steering Committee is the leadership group that will work together to provide oversight and guidance to Coalition members to create aligned action.
4. The Coalition’s key strategies will be:
  - a. Noses In: See fewer dogs and cats entering Metro shelters.
  - b. Noses Out: See more dogs and cats who enter Metro shelters receive positive outcomes.
  - c. Collaboration: Engaging the rescue community, shelter community, civic representatives and the public in working together to share responsibility, information, resources, and tactics to achieve the Coalition’s mission.
5. The Coalition is a voluntary association of animal welfare organizations. The Coalition does not exist as, nor do the parties intend to form by virtue of their association, a separate legal entity. Each Coalition member maintains its own independent status as a stand-alone 501(c)(3) organization or government entity. No member of the Coalition is authorized to bind any other member entity to any contract or to act as agent for any other member. These bylaws are not intended to create a joint venture, partnership, corporation, or other legal entity.

### **ARTICLE III**

#### **GOVERNANCE**

1. The Coalition shall be governed by a Steering Committee which shall provide

direction for the Coalition, consider issues and questions that arise, and oversee the work of the Coalition. The Steering Committee shall possess and exercise all powers, duties, rights and responsibilities necessary to conduct the business of the Coalition.

2. The Steering Committee may establish other ad hoc committees as it deems necessary, including but not limited to coalition management and programming.
3. The Steering Committee shall initially be comprised of one representative appointed by each of the following five (5) Coalition members, each of whom shall have one vote:
  - a. Metro Animal Care and Control
  - b. Nashville Humane Association
  - c. Crossroads Campus
  - d. Pet Community Center
  - e. Best Friends Animal Society
4. A majority of the Steering Committee shall constitute a quorum sufficient for the transaction of business. Although the Steering Committee shall endeavor to make decisions on the basis of consensus, if consensus cannot be reached a majority vote shall be sufficient to authorize action.
5. No earlier than September 30, 2018, the Steering Committee may be expanded to not more than nine (9) members, subject to the approval of a majority of the Steering Committee.
6. The Steering Committee shall meet at least quarterly, and no more often than monthly, unless otherwise agreed.
7. The Steering Committee shall appoint members to fill the following roles: Chair, Vice-Chair, Treasurer and Secretary.
  - a. The Chair shall be responsible for running meetings, ensuring order, and otherwise managing the day-to-day needs of the Coalition.
  - b. The Vice-Chair shall be responsible for carrying out the duties of the Chair in the Chair's absence, and otherwise assisting the Chair as requested.
  - c. The Secretary shall be responsible for keeping the records of the Coalition, for the recording of all votes and for performing all duties incident to that office. The Secretary may delegate all or a portion of the secretary's responsibilities if needed.
  - d. The Treasurer shall be responsible for apprising the Steering Committee of decisions relating to grant-making and recommendations for distribution of fund amounts, as per Article V of these Bylaws, and for keeping Coalition members regularly updated regarding fund finances.
  - e. The Vice-Chair and Secretary roles may be filled by the same person.

8. The term(s) of Steering Committee members shall be as follows.
  - a. The Chair shall serve a two-year term, through September 30, 2019;
  - b. The Vice-Chair shall serve a one-year term, through September 30, 2018, and thereafter shall serve two-year terms;
  - c. The Secretary shall serve a one-year term, through September 30, 2018, and thereafter shall serve two-year terms;
  - d. The Treasurer, shall serve a two-year term, through September 30, 2019;
9. Vacancies in the Steering Committee prior to the expiration of that particular member's term shall be filled by majority vote of the remaining members of the Steering Committee. The replacement member shall serve until the end of the original member's term.
10. Steering Committee members shall not be paid or compensated by the Coalition for their service.

**ARTICLE IV  
MEMBERSHIP AND MEMBERSHIP MEETINGS**

1. Membership Categories. There shall be two categories of Coalition members: nonprofit 501(c)(3) animal welfare organizations and governmental animal shelters providing services in Metro.
2. Membership Requirement. All Coalition members shall be required to sign a Memorandum of Understanding developed and approved by the Steering Committee evidencing the member's understanding of the rules and expectations governing Coalition membership.
3. Members may withdraw from the Coalition at any time.
4. Membership may be terminated by majority vote of the Steering Committee, if it determines that the Coalition member is not fulfilling its obligations under the Memorandum of Understanding or is otherwise engaged in conduct detrimental to the accomplishment of the Coalition's mission.

**ARTICLE V  
COALITION ASSETS AND GRANT-MAKING ACTIVITIES**

The Coalition shall not hold any properties, monies, or other assets separate and apart from those of its members. Notwithstanding the foregoing, the Steering Committee may establish a community giving fund or similar vehicle, and appoint representatives to act as advisors to that fund. The fund may be used as a means of holding and distributing donor contributions made in support of the mission of the Coalition. Ownership of fund assets, is, at all times, with the fund, with assets to be distributed by the fund per the

recommendations of the Coalition's appointed representatives, consistent with fund rules, requirements, and restrictions. The Steering Committee shall be responsible for ensuring that appointed advisors adhere to the Steering Committee's guidance regarding grant-making and other distribution recommendations.

**ARTICLE VI  
NONPARTISAN ACTIVITIES**

The Coalition shall be nonprofit and nonpartisan. The Coalition shall not engage in political or lobbying activities that cannot be performed by its individual members or which are otherwise prohibited by section 501(c)(3) of the Internal Revenue Code or other applicable law governing non-profit corporations. More specifically, no substantial part of the activities of the Coalition shall consist of the publication or dissemination of materials with the purpose of attempting to influence legislation, and the Coalition shall not participate or intervene in any political campaign on behalf of any candidate for public office or for or against any cause or measure being submitted to the people for a vote.

**ARTICLE VII  
AMENDMENTS**

These Bylaws may be altered, amended or repealed or new Bylaws may be adopted by the favorable vote of a majority of the Steering Committee at any regularly scheduled and noticed meeting of the Coalition for which notice of the intent to amend said Bylaws has been given. Notwithstanding the foregoing, these Bylaws may not be amended in any manner incompatible with the then-current Internal Revenue Code rules and regulations governing non-profit corporations as such would be incompatible with the restrictions imposed on its members.

**Adopted by the Steering Committee of the Safe Coalition on the 17th day of November, 2017.**