

CONSERVATION DOGS COLLECTIVE, INC.

BYLAWS – JULY 13, 2022 (REVISED MARCH 4, 2024)

ARTICLE I

- A. Name. This corporation has been incorporated in the State of Wisconsin as a nonstock corporation, by filing its Articles of Incorporation on the 29th day of December, 2016. The Corporation shall be known as Conservation Dogs Collective, Inc. (CDCI) and may be referred to hereinafter as the Corporation.
- B. Principal Office. The principal office of the Corporation shall be located in the State of Wisconsin. The Corporation may have other such offices, either within or outside of the State of Wisconsin, as the Board of Directors may determine or as the affairs of the Corporation may require from time to time.
- C. Fiscal Year. The fiscal year of the Corporation shall be the calendar year.
- D. Members. The Corporation shall not have Members.
- E. Board. The Corporation shall have at least four (4) Directors and no more than eleven (11) Directors on its Board of Directors. A quorum of the Board for the transaction of business at any meeting of the Board is a majority of the members of the board of directors. The rights and responsibilities of the Board are discussed in Article III below.
- F. Officers. The Corporation shall minimally have the following Officers: President, Vice President, Secretary, and Treasurer. The rights and responsibilities of each Officer are discussed in Article IV below.

ARTICLE II

MISSION AND PURPOSE

The purpose of Conservation Dogs Collective, Inc. is to advance research and conservation with canine detection teams.

Conservation Dogs Collective, Inc. shall provide professional detection services for researchers, conservation groups, public health agencies and private industries. This service includes the use of trained dog/handler teams that have been trained by Conservation Dogs Collective, Inc.

The specific objectives and purpose of Conservation Dogs Collective, Inc. shall be:

- a. to train professional detection dog teams on specific target odor(s) as identified by current and future demand.
- b. to assist researchers, conservation groups, public health agencies and private industries with conservation-based efforts by deploying the specially trained dog/handler teams.
- c. to host and/or participate in educational events and activities that promote the awareness of research and conservation efforts.

Non-discrimination. The Corporation shall not directly or indirectly discriminate against any person or organization for reason of race, gender, age, religion, disability, national origin, ancestry, marital status, or sexual orientation.

ARTICLE III BOARD OF DIRECTORS

- A. General Powers. The property, affairs and all other corporate powers of the Corporation shall be governed by its Board of Directors. The Board may delegate to such committees, councils, or other groups as it shall create, any of its powers that may deem judicious, with ultimate responsibility for the Corporation remaining with the Board of Directors, so it must ensure proper accountability by each of its committees. The Board may also authorize a person to exercise some of all of the powers of the Board.
- B. Duties. Without limiting the broader duties of the Board, specific duties of the Board include the following:
 - ensure that the goals, objectives, and policies of the Corporation are implemented
 - evaluate and monitor all programs
 - develop programs and activities that promote the purpose of the Corporation
 - select, supervise, evaluate and, if necessary, discharge the Executive Director
 - establish governance, program, personnel, financial, and development policies
 - approve an annual budget
 - monitor finances
 - ensure that adequate resources are available to the Corporation
 - authorize all legal documents
- C. Number, Election, Tenure, Qualifications. The number of Directors shall be at least four (4) but not more than eleven (11). Except as hereinafter provided, each Director shall serve a term of one (1), two (2), or three (3) years following election or until the Director becomes disqualified to hold office or resigns. At any given time, the Board of Directors shall consist of individuals serving a mix of one-, two-, and three-year terms. Board members may miss a total of two (2) board meetings, per calendar year (Jan 1 - Dec 31). If more meetings are missed, the board member is ineligible for board term renewal.

No two members of the Board of Directors related by blood or marriage/domestic partnership within the second degree of consanguinity or affinity may serve on the Board of Directors at the same time.

- D. Time. Each Director shall dedicate volunteer time monthly for CDCI-related activities. This is generally around five hours per month outside of regular Board of Directors meetings.
- E. Talent. Each member of the Board of Directors shall introduce the following to the Corporation each calendar year:
1. 15 viable corporate sponsor prospects with \$500 or greater annual capacity
 2. 30 viable prospects who could commit to a monthly recurring gift of \$2 or more
 3. One viable organization with whom CDCI can partner with for scent detection or other program work
- F. Treasure. Each member of the Board of Directors shall contribute according to each personal capacity to the Corporation annually, all or part of which may come from the tax-deductible value paid for or solicited by the Board member, and received by the Corporation. No contribution credit shall be given for in-kind donations.
- H. Regular Meetings. Regular meetings of the Board of Directors shall be held at least quarterly throughout the year at such place, time, and upon such notice as the Board of Directors may determine within its discretion. A minimum of 3 board members must be present to hold a board meeting; however, a quorum will be necessary for any issue requiring a vote. Voting can be completed via email.
- I. Special Meetings. Special meetings of the Board of Directors may be called at the request of the President or upon the written request of at least three (3) Directors. No special meeting of Directors may remove a Director unless written notice of the proposed removal is delivered to all Directors at least five (5) days prior to the meeting.
- J. Quorum. A majority of the members of the Board of Directors shall constitute a quorum for the transaction of business at any meeting of the Board. A Director may attend any meeting of the Board of Directors through use of a telephone conference or other communications equipment so long as each participant can hear simultaneously and receive and send written information simultaneously with every other participant in the meeting. No action may be taken at a regular or special meeting of the Board unless a quorum is present, except that the Directors present may adjourn the meeting.
- K. Proxies. There shall be no proxies. At any meeting of the Board of Directors, a Director shall vote in person by voice, hand, or ballot or by any other means described in these bylaws.
- L. Manner of Acting. The act of a majority of the Directors present at a meeting at which a quorum is present shall be the act of the Board of Directors, unless the act of a greater number is required by law or these bylaws.
- M. Removal. Any Director may be removed with or without cause at a regular or special

meeting of the Board by a two-thirds vote of the Board. If a Director is proposed to be removed, all Directors shall receive notice of the proposed removal at least five (5) days in writing prior to the meeting. The Director proposed to be removed shall be entitled to at least five (5) days' notice in writing by mail or email of the meeting at which such removal is to be voted upon and shall be entitled to appear before and be heard at such meeting. Such removal shall be without prejudice to the contract rights, if any, of the person so removed.

N. Resignation. Any Director may resign from the Board of Directors at any time by giving written notice to the Secretary of the Board. Such resignation shall take effect at the time specified therein; and, unless otherwise specified within, the acceptance of such resignation shall not be necessary to be effective.

O. Vacancies. Any vacancy occurring in the Board of Directors and any Directorship to be filled by reason of an increase in the number of Directors may be filled by the affirmative vote of a majority of the members present at such meeting.

P. Compensation. No Director shall receive any remuneration for services as a Director. When authorized by the Board of Directors, reimbursement may be made for travel or other out-of-pocket expenses incurred in discharging official duties as prescribed by the Board of Directors.

Q. Conflict of Interest.

- a. Directors should scrupulously avoid transactions with the Corporation in which the Director has a personal or material financial interest or of which the Director is an officer, Director or general partner.
- b. In the event that a Director or member of the Director's immediate family has an actual or potential conflict of interest, including but not limited to proposed transactions directly or indirectly between the Corporation and a Director, the Director shall promptly disclose the material facts of such conflict or transaction in writing to the Board of Directors as a matter of record.
- c. When any such conflict of interest becomes relevant to any subject requiring action by the Board of Directors or any of its duly constituted committees, councils, task forces, or other bodies, the Director having a conflict shall not vote on the subject with respect to which the conflict of interest exists, shall not attempt to influence the vote of any other Director, and shall not be counted in determining the quorum for dealing with the subject. A Director who is excluded from voting because of such conflict of interest shall briefly state the nature of the conflict and answer pertinent questions of the other Directors when such Director's knowledge of the subject will assist the Board of Directors or any of its committees or other bodies.
- d. After such disclosure is made and the Board has had the opportunity to ask pertinent questions of such Director, a vote should be taken with the action carried by a majority of disinterested Directors, who must constitute a quorum. Minutes of the meeting shall reflect that such disclosure has been made, that such Director abstained from voting and that the Director was not counted in

determining the quorum for addressing such subject.

R. Action by Written Consent of Directors. In lieu of a meeting, the Board of Directors may act as a Board by resolution, as follows:

- a. The resolution shall be adopted by the written consent of two-thirds or more of the members of the Board of Directors.
- b. The resolution shall be transmitted by U.S. mail or by electronic means (email) to all Directors, who shall be able to vote on the resolution in writing or by transmitting their vote back to the sender via email.
- c. For any resolution sent by email, the sender shall request a return receipt and shall keep a copy of said return receipt (either electronically or on paper). If the sender does not receive a return receipt within a reasonable period of time, the sender shall resend the message or use other means to ensure delivery of the resolution.
- d. If the resolution is adopted, all Directors, including those who did not vote, shall be notified of the approval. Such notification may be done by email.
- e. All notices required to be sent by U.S. mail or by other means may be sent via email.
- f. Records of any action taken by written consent shall be made a part of the minutes of the next Board of Directors meeting.

S. Notice. Notice of any regular and special meeting of the Board of Directors shall be given at least five (5) days previously thereto, unless otherwise specified by law or these bylaws, by written notice to each Director at the address shown by the records of the Corporation, or by electronic mail, or by direct verbal communication to the Director. Written notice directly to the Director through use of a facsimile machine or other electronic device shall be deemed delivered when the notice is successfully transmitted to a number or address supplied by the Director. The business to be transacted at, or the purpose of, any special meeting of the Board shall be specified in the notice or waiver of notice of such meeting.

T. Waiver of Notice. A Director may waive any required notice before or after the date stated in a notice. A waiver must be in writing, signed by the Director, delivered to the Corporation, and included in the minutes. A Director's attendance at a meeting waives objection to lack of notice or defective notice, unless the Director at the beginning of the meeting objects. A Director's attendance at a meeting waives objection to consideration of a particular matter at the meeting unless the Director objects to considering the matter when it is presented.

U. Confidentiality. Any potential Director must agree in writing to execute the Corporation's Confidentiality Agreement upon election as a director.

ARTICLE IV OFFICERS

A. Officers. The Officers of the Corporation shall be the President, Vice President,

Secretary, and Treasurer, and other such offices shall be created by the Board. Any two offices may be held by the same person except that the Treasurer may not hold any other office.

- B. Elections and Term of Office. Officers shall be elected annually by the Board of Directors at a meeting called for that purpose. Vacancies may be filled and new Officers may be created and filled at any meeting of the Board of Directors. Each Officer shall hold office until his or her successor has been duly elected. Terms are for two years and an Officer may not serve more than two consecutive terms in a single office. Annual Officer elections should allow for continuity across current Officer terms.
- C. Removal. Any Officer elected or appointed by the Board of Directors may be removed by the Board of Directors whenever, in its judgment, the best interests of the Corporation would be served by a two-thirds vote of the total number of Directors serving at the time of the removal action. Any Officer proposed to be removed shall be entitled to at least seven (7) days' notice in writing of the meeting of the Board of Directors at which such removal is to be voted upon and shall be entitled to appear before and be heard by the Board of Directors at such meeting. Such removal shall be without prejudice to the contract rights, if any, of the person so removed. Removal as an Officer shall not impact the person's role as Director, unless the vote to remove the Officer specifies that the Officer is also removed as Director.
- D. Vacancies. A vacancy in any office because of death, resignation, removal, disqualification, or otherwise may be filled by the Board of Directors. Vacancies on the board may be filled by approval of the Board of Directors. 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.
- E. President. The President shall be the principal 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, and shall preside over all meetings of the Board of Directors. The President, subject to the control of the Board of Directors, shall attend to all the affairs in accordance with the purposes of the Corporation and the policies and directives approved by the Board.
- F. Vice President. The Vice President shall be prepared, at all times, to assume the role of Board President, if necessary. The Vice President may serve in the President's place for board activities and in the spokesperson capacity. The President may delegate special assignments to the Vice President, who also works closely with the Corporation's Executive Director to carry out the Board President's vision and directives.
- G. Treasurer. The Treasurer shall perform all duties customary to that office and shall have knowledge of all corporate funds and securities and shall keep full and accurate receipts and disbursements, assets and liabilities in the books of the Corporation. The Treasurer shall deposit or cause to be deposited all monies or other valuable effects in

the name of the Corporation in such depositories as shall be selected by the Board.

- H. Secretary. The Secretary shall keep minutes of the meetings of the Board of Directors and Executive Committee; see that all notices are duly given in accordance with the provisions of these bylaws and as required by law; oversee the corporation records, keep a register of the names and addresses, phone and electronic address of each Director; and in general, perform all duties as may from time to time be assigned by the Board of Directors.

ARTICLE V COMMITTEES

A. Standing Committees:

- a. The Board of Directors shall designate and establish standing committees that shall have and exercise the authority of the Board in the management of the Corporation. Each committee shall consist of one (1) Director and additional members who need not be Directors. Standing committees may not exercise authority on behalf of the Board of Directors except as specifically provided in these bylaws and unless there are three (3) Directors on the committee.
- b. The Executive Committee shall consist of the Officers of the Corporation and other Directors to be determined by the Board of Directors, including the Executive Director as an ex officio member. The Executive Committee shall have all the authority of the Board in the management of the Corporation during such time as the Board is not meeting. Any and all decisions made by the Executive Committee must be ratified by the Board of Directors at its next regularly scheduled meeting. The Executive Committee shall keep regular minutes of its proceedings and shall report the same to the Board. The Board shall fill vacancies in the membership of the Executive Committee.

- B. Other Committees. The Directors may from time to time create other committees at a regular or special meeting of the Board. The direction and guidelines of such committees shall be provided by the Board of Directors.

ARTICLE VI BUSINESS ADMINISTRATION

- A. Contracts. The Board of Directors may authorize any Officer or Officers, employee or employees, agent or agents of the Corporation, in addition to the Officers so authorized by these bylaws to enter into any contract or execute any contract and deliver any instrument in the name of and on behalf of the Corporation and such authority may be

general or confined to specific instruction.

The Board of Directors shall hire an Executive Director who shall serve at the will of the Board. The Executive Director shall have immediate and overall supervision of the operations of the Corporation, and shall direct the day-to-day business of the Corporation, maintain the properties of the Corporation, hire, discharge, and determine the salaries and other compensation of all staff members under the Executive Director's supervision, and perform such additional duties as may be directed by the Executive Committee or the Board of Directors. No Officer, Executive Committee member or member of the Board of Directors may individually instruct the Executive Director or any other employee. The Executive Director shall make such reports at the Board and Executive Committee meetings as shall be required by the President or the Board. The Executive Director shall be an ad-hoc member of all committees.

The Executive Director may not be related by blood or marriage/domestic partnership within the second degree of consanguinity or affinity to any member of the Board of Directors or Advisory Council. The Executive Director may be hired at any meeting of the Board of Directors by a majority vote and shall serve until removed by the Board of Directors upon an affirmative vote of two-thirds of the members present at any meeting of the Board Directors. Such removal may be with or without cause. Nothing herein shall confer any compensation or other rights on any Executive Director, who shall remain an employee terminable at will, as provided in this section.

- B. Payments. All checks, drafts or orders for payment of money, notes or other evidences of indebtedness issues in the name of the Corporation, shall be signed by such Officer or Officers, employee or employees, agent or agents of the Corporation in such manner as shall from time to time be determined by resolution of the Board of Directors. In the absence of such determination by the Board of Directors, such instruments shall be signed by the President and counter-signed by the Treasurer of the Board of Directors. Any outgoing check or payment over \$500 must be approved by the Executive Director. Any outgoing check or payment over \$2,500 must be approved by the Executive Director and the Director of Programs or any member of the Board of Directors.
- C. Deposits. All funds of the Corporation shall be deposited to the credit of the Corporation in such banks, trust companies or depositories as the Board of Directors may select.
- D. Funds. The Board of Directors and its designees may accept on behalf of the Corporation any contribution, gift, bequest or devise for the general purpose or for any special purpose of the Corporation.
- E. Audit. Annually the Board of Directors will review and decide whether the financial accounts of the Corporation be audited by a certified public accountant and a full statement of finances shall be submitted to each member of the Board.
- F. Discretionary Cards/Gifts: The Executive Director has authorization to spend a maximum of \$200 per occurrence for cards or gifts given to Conservation Dogs Collective, Inc. staff

and The Board of Directors, as well as cards or gifts for past or present clients. Any card/gift spending above \$200 per occurrence shall be voted on by The Board of Directors.

ARTICLE VII
BOOKS AND RECORDS

The Corporation shall keep correct and complete books and records of accounts; shall keep minutes of the proceedings of Board of Directors and committee meetings; and shall keep at the registered or principal office a record of names, phone, electronic addresses and facsimile numbers of the Directors.


ARTICLE VIII
DIRECTOR INDEMNIFICATION

Each current and former Director of the Board shall be indemnified by the Corporation against liability while acting properly for the Corporation on its behalf. If the Directors approve by appropriate resolution, such indemnification may include reasonable attorney's fees and expenses actually and necessarily incurred in defense of action, suit or proceeding brought against such a person. Such indemnification may be achieved through liability insurance carried by the Corporation.

ARTICLE IX
AMENDMENTS

The bylaws of the Corporation may be amended or repealed, and new bylaws may be adopted by two-thirds vote of the Board at any regular or special meeting, provided that at least ten (10) days written notice is given on intention to alter, amend, repeal or to adopt new bylaws at such meeting.

These bylaws were adopted at the initial meeting of the Corporation's Board of Directors on the 13 day of July, in the year 2022 and revised on the 4 day of March in the year 2024.



Officer

Board President (signed 3/18/2024)

Title