

**United Partnership for Animal Welfare  
(UPAW)  
BY – LAWS**

**ARTICLE I - NAME**

The name of this organization shall be United Partnership for Animal Welfare (UPAW).

**ARTICLE II - VISION / PURPOSE**

Vision

Nashville is known as the model U.S. city for the care and control of animals because it is a safe and healthy environment for humans and animals, where animal care and control legislation is adhered to, and all adoptable animals are placed in responsible care.

Purpose

To unite organizations and individuals concerned about animal welfare in order to foster cooperation, to build relationships and reach consensus within the animal welfare community, to educate officials and the public about animal welfare issues and garner their support, and achieve the vision of UPAW.

To increase the effectiveness of community efforts through improved co-ordination, joint planning, goal setting, policy development, advocacy, and education.

**ARTICLE III - MEMBERSHIP**

- A. UPAW shall be a non-partisan coalition with membership inclusive of organizations or individuals who support the vision and purpose of UPAW.
- B. Membership in this coalition shall not be denied on the basis of race, sex, creed, handicap, religion, or sexual orientation.
- C. An organization or an individual may apply for membership. Membership shall be determined upon completion of new member application form, orientation and attendance at two (2) meetings.
- D. The organization or individual applying for membership has demonstrated interest in this issue and supportive of UPAW's vision and purpose.
- E. A member, organization, or individual has one vote.
- F. More than one person from an organization may attend meetings/discussions, etc. but the organization has only one vote.
- G. The Executive Committee will make recommendations and ask for vote by the members. Members may also make recommendations and request that they be voted on by the members.
- H. Membership is approved by a majority vote of all voting members.
- I. If a member does not attend two consecutive meetings (this applies only without notification), the member will be contacted by the Executive Committee to determine his/her involvement. If the member has not attended in six months, he/she will become "inactive". Inactive members may not vote.

- J. A member who engages in conduct that undermines, sabotages, and/or brings discredit (e.g., have a vision, mission, goals and/or legislation contrary to UPAW's mission, been convicted by a jury or court of animal abuse, and/or been cited by animal control or the courts for neglect of an animal in his/her care) upon the organization may be suspended or expelled by a majority vote of the coalition provided that such member shall first receive thirty (30) days written notice, to be sent by registered, certified, or first-class mail to member's last address on record in the books of the coalition.
- K. A suspended or expelled member may be reinstated by the coalition or Executive Committee upon compliance with such terms and conditions as the coalition or Executive Committee may stipulate in its discretion.
- L. A quorum consists of half plus one voting members; including absentee ballots.
- M. To qualify to vote, a member must attend two of the past five meetings/events.

#### **ARTICLE IV – MEMBER**

- A. The organization or individual has a mission that supports the mission of UPAW (submit a copy of organization's mission with application.)
- B. The organization designates one representative to serve and have a vote. The organization can designate a proxy in his/her absence.
- C. The organizational representative (or a substitute) or individual commits to attending bi-monthly committee meetings (no more than three absences within the past calendar year.)
- D. The organization or individual commits to contribute to the ongoing maintenance of the coalition, for example by donating time, space, or other in-kind or monetary donations.

#### **ARTICLE V – AFFILIATE**

- A. Youth less than sixteen (16) years of age fall in the affiliate category and must be accompanied by a responsible adult.
- B. Organizations or individuals that support the mission of UPAW may join UPAW as Affiliates (submit a copy of organization's mission with application.)
- C. Affiliates receive announcements and are invited to participate in and support activities.
- D. Affiliates do not have a vote, but may serve on general committees.

#### **ARTICLE VI - OFFICERS, EXECUTIVE COMMITTEE AND STAFF**

- A. The officers of the coalition shall be a Chairperson, Vice-Chairperson, Secretary, Treasurer, Past Chairperson, and Committee Chairpersons.
- B. The Executive Committee shall consist of the Chairperson, Vice-Chairperson, Immediate Past Chairperson, Secretary, Treasurer, Committee Chairpersons, the Director of Metro Public Health Department (MPHD) or his/her designee and the UPAW liaison.
- C. The Executive Committee shall have all the powers and duties necessary or appropriate for the administration of the affairs of the coalition, consistent with law and within these by-laws.
- D. The Executive Committee shall supervise the transactions of routine business and shall exercise such powers as are appropriate and necessary between coalition meetings.

- E. Meetings of the Executive Committee shall be held at such time and place as considered necessary.
- F. The Executive Committee shall consider a conscious diversity of viewpoints.
- G. A majority of the members of the Executive Committee shall constitute a quorum.
- H. With the exception of the Director of MPHD and the UPAW liaison, the regular term of a member of the Executive Committee shall be three (3) years.
- I. However, of the initial membership of the Executive Committee, the Chairperson, and Committee Chairpersons will serve three (3) years and the Vice-Chairperson, Secretary, and Treasurer will serve two (2) years so that the terms are staggered as to replace a few officers each year. No one can serve on the Executive Committee for more than six (6) consecutive years excluding the immediate past chairperson, Director of MPHD or his/her designee, and the UPAW liaison. However, after a one-year lapse individuals are again eligible to serve on the Executive Committee. After the first two years then officers will serve a term of three years.
- J. The UPAW liaison or designee shall provide support.
- K. The UPAW liaison or designee does not have a vote.

#### **ARTICLE VII - ELECTION OF OFFICERS**

- A. The Executive Committee shall prepare and submit, annually, a slate of names of officers for election to the coalition. A copy of this slate will be sent to members prior to the next meeting. These slates shall not preclude nominations from the floor.
- B. Officers shall be elected at the annual meeting of the coalition and shall take office on the first day of July in the next fiscal year. Officers shall serve for a term of three (3) years, with the exception of the initial committee.
- C. An individual can be nominated for office if that person is a qualified voting member.
- D. In the event an officer shall become unable to serve; the Executive Committee will appoint a successor to serve until the next election.

#### **ARTICLE VIII - DUTIES OF OFFICERS AND MEMBERS**

- A. CHAIRPERSON - The chairperson shall preside at all meetings of the coalition and the Executive Committee, shall be an ex-officio member of all committees, shall serve as a chief spokesperson for the coalition, shall appoint committee chairpersons and solicit and/or appoint committee members, serve as information liaison and \*be authorized to sign checks up to \$500.00. \*Checks over \$500 need the co-signature of the Treasurer.
- B. VICE-CHAIRPERSON - The vice-chairperson shall in the absence or disability of the chair exercise the powers and perform the duties of the chair, shall generally assist the chair and exercise such powers and perform such other duties as may be assigned by the Executive Committee.

- C. SECRETARY – The secretary shall keep an accurate record of the proceedings of the meetings & events of the coalition and the Executive Committee; shall preserve records, documents and correspondence as directed by the Executive Committee. All minutes shall be approved by the chairperson prior to initial circulation.
- D. TREASURER – The treasurer shall have custody of all the coalition’s funds and shall keep full and accurate account of all receipts and disbursements; shall deposit all monies in the name of and to the credit of the UPAW Coalition in such depositories designated by the Executive Committee; shall be prepared to render to the coalition an account of all transactions as treasurer and to summarize the financial condition of the coalition at each coalition meeting and shall perform such other duties as may be assigned by the Executive Committee; \* shall disburse the funds of the coalition with the additional signature of any one officer or the Executive Director. If the amount of the treasury exceeds \$500, the coalition may require that the treasurer be bonded, and may require an audit at any time.
- E. PAST CHAIRPERSON - The immediate past chairperson serves in an advisory capacity and serves as a qualified voting member.
- F. Director of MPH or his/her designee serves in an advisory capacity and serves as a qualified voting member.
- G. UPAW liaison – The liaison shall organize, facilitate, maintain and provide administrative support to UPAW such as designating meeting places, distributing meeting reminders, agenda, and minute preparations, and other duties assigned. Attend all official UPAW meetings and maintain files. Provide guidance in policies and processes. The organization providing the liaison reserves the right to reduce staff support for UPAW during time periods in which the position may be vacant. Currently, the UPAW liaison is provided by the Metropolitan Public Health Department.
- H. Each member agrees to attend coalition meetings, to work on projects/campaigns, and to make a contribution toward coalition efforts.
- I. Vacancies on the Executive Committee shall be filled by a vote of the majority of the coalition, even though they may constitute less than a quorum, and each person so elected shall be an Executive Committee member until the expiration of the term of his/her predecessor.
- J. Any one or more of the Executive Committee members may be removed with or without cause by the coalition via majority vote. Successor Executive Committee members may then and there be elected, by a majority vote of the coalition, to fill any vacancies thus created.

**ARTICLE IX – UPAW MEETINGS**

- A. All regular meeting dates shall be scheduled at the first meeting of the fiscal year (July). The minutes will include the date and time of the upcoming meeting. There will be at least six meetings per year. Meetings will be held during the following months: (Currently, meeting dates and times are being established)
  - July
  - September
  - November
  - January
  - March
  - May

- B. Meetings to be held at a location agreed upon by all committee members.
- C. Special meetings shall be called by the Executive Committee as needed. Executive Committee members shall be notified of meetings at least five working days before the meeting (except in case of an emergency).
- D. A quorum consists of half, plus one, voting members including absentee ballots.
- E. A majority vote cast at any meeting shall decide any question.

## **ARTICLE X - COMMITTEES**

**AD – HOC:** Ad - Hoc Committees can be formed as warranted by the Chair.

**Section 1. *Appointment of Committees.*** The Executive Committee may from time-to-time establish committees to advance the purpose and goals of the coalition. Committees will have authority to act on behalf of the coalition except no such committee may exercise the authority of the Executive Committee in reference to the following:

- A. Submission to the members of any matter that requires an act of the coalition;
- B. Filling vacancies of the Executive Committee or any other committee;
- C. Adoption, amendment, or appeal of by-laws; and
- D. Fixing compensation of any employee of the coalition

**Section 2. *Committees Chairpersons.*** The coalition or Executive Committee may from time-to-time elect a person or persons to perform as a chairperson(s) for an appointed committee. These chairpersons shall preside at all meetings of their appointed committee; shall serve as a primary spokesperson for their committee; shall serve as information liaison between their committee and the Executive Committee and the coalition; shall keep an accurate record of the proceedings of the meetings of their committee; shall preserve records, documents and correspondence; and shall perform such other duties as may be assigned by the Executive Committee or coalition. Committee chairpersons may also serve on the Executive Committee if voted by an Act of the coalition.

**Section 3. *Dissolution of Committees.*** The coalition with or without cause, may dissolve any such committee or remove any committee chair from the said committee at any time. The designation of any such committee and the delegation of authority shall not operate to relieve the coalition or Executive Committee member of any responsibility imposed by law.

## **ARTICLE XI – AMENDMENTS**

- A. Except as otherwise required by law, these by-laws may be amended at any regular meeting of the coalition or at any special meeting called for that purpose, provided that an email notice of the proposed amendment shall have been sent at least seven (7) days prior. Such amendment shall require an affirmative consensus vote of the members of the UPAW Coalition at the time the amendment is adopted.

## **ARTICLE XII – FISCAL MANAGEMENT**

- A. The fiscal year of the coalition shall be on the first day of July and shall end on the last day of June. The first fiscal year of the Corporation shall begin on the date of incorporation, TBD.

- B. With the prior authorization of the Executive Committee, all notes and contracts shall be executed on behalf of the coalition by the chairperson, or any vice-chairperson, committee chairperson, the secretary, or the executive director.
- C. No person shall be liable to the coalition for any loss or damage suffered by it on account of any action taken or omitted to be taken by him or her as a member of the coalition in good faith, if such person exercised or used the same degree of care and skill as prudent person would have exercised or used in the circumstances in the conduct of his own affairs.

### **ARTICLE XIII – TERMINOLOGY**

**By-laws - 1 :** a rule adopted by an organization chiefly for the government of its members and the regulation of its affairs  
**2 :** a local ordinance

**Coalition (referenced in by-laws)** – United Partnership for Animal Welfare (UPAW) voting members

**Coalition** – A temporary alliance of factions, parties, and so on for some specific purpose; mobilizes individuals and groups to influence outcomes.

**Partnership** – An association of two or more who contribute money or property to carry on a joint business and who share profits or losses; a term loosely used for individuals and groups working together.

**Discredit** – for the purpose of these by-laws, discredit means an organization or individual who has a vision, mission, goals and/or legislation contrary to UPAW’s mission, been convicted by a jury or court of animal abuse, and/or been cited by animal control or the courts for neglect of an animal in his/her care.

**Quorum** - the number (as a majority) of officers or members of a body that when duly assembled is legally competent to transact business

**Bi-monthly** - occurring every two months

**Semi-monthly** – occurring twice a month.

**Consensus** – Decisions are reached when everyone can ‘work with’ or ‘buy into’ the decision. Minority opinions are explored and win/win solutions sought.

**Use Levels of Consensus:** When working to build consensus, it is very helpful to have 4 to 5 levels of consensus. You may prefer to work with fewer levels for simplicity but the following 5 levels are outlined below.

- 1. I can easily accept the decision or action.
- 2. I can accept the decision or action but it may not be my preference.
- 3. I can accept the decision or action with minor changes.
- 4. I accept the decision of UPAW, but I don't necessarily agree with the decision or action.
- 5. I cannot accept the decision or action.

Anyone expressing a level 5 concern is not consensus. If everyone on UPAW has at least a level 4 concern or above, consensus is reached. Using levels of consensus helps the coalition to be more time efficient while still addressing concerns and building mutual agreement. Using consensus levels also provides components of the action or decision to be singled out allowing members to discuss specific concerns. If your coalition does decide to use levels of consensus, it is recommended to place these levels in the ground rules and ask for UPAW members' agreement on using the levels.

EXECUTED this \_\_\_\_\_ day of \_\_\_\_\_, \_\_\_\_\_.

Approved \_\_\_\_\_

Sources:

- <http://www.merriam-webster.com/dictionary/by-laws>
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- <http://www.nald.ca/CLR/partner/page19.htm>
- Ayre, Darwin., Clough, Gruffie, Norris, Tyler. Facilitating Community Change. 2000
- <http://www.canismajor.com/dog/respono2.html>