

# AMENDMENT

## NON-PROFIT CORPORATION

PURSUANT TO 10-3A-82, CODE OF ALABAMA 1975

## STATE OF ALABAMA

ARTICLES OF AMENDMENT ARE FILED WITH THE JUDGE OF PROBATE IN THE COUNTY WHERE THE ORIGINAL ARTICLES OF INCORPORATION ARE FILED. SUBMIT AN ORIGINAL AND TWO COPIES ALONG WITH APPROPRIATE FEES TO THE JUDGE OF PROBATE. CONTACT THE LOCAL PROBATE OFFICE TO CONFIRM FEES!

- (1) The name of the corporation is: TEARS (The Emergency Animal Rescue Service)
- (2) The following amendment was adopted: NAME AS ABOVE AND ARTICLES OF INCORPORATION AS PER ATTACHED COPY.
- (3) date of the meeting of the members where amendment was adopted was 4-15-99 that a quorum was present and the amendment received at least 2/3s of the votes entitled to be cast.
- (4) If no meeting, a statement that such amendment was adopted by a consent in writing signed by all members entitled to vote.
- (5) If there are no members or no members entitled to vote, a statement of such fact, the date of the meeting of the board of directors at which the amendment was adopted and a statement that such amendment received the vote of a majority of directors in office.

DATE: 4-16-99

BY:

Terra A. Cotromano  
(It's President/Vice President)

BY:

Mallorie Thomas  
(It's Secretary/Asst. Secretary)

STATE: Alabama

COUNTY: Shelby

Before me, the undersigned authority in and for said County and State, personally appeared Terra A. Cotromano, who being by me first duly sworn, doth depose and say that he/she is the President of Tears, an Alabama corporation, and that the foregoing statements contained in this report are true, full and correct.

Terra A. Cotromano  
(Signature of Officer, above)

Subscribed and sworn to before me on this, the 29 day of April, 99, in witness whereof I hereunto subscribe my name and affix the seal of my office.

Natalie M. Smith  
(Signature of Notary)

PREPARED BY:

NOTARY PUBLIC STATE OF ALABAMA AT LARGE  
MY COMMISSION EXPIRES: Mar. 11, 2003  
(Commission Expiration) BONDED THRU NOTARY PUBLIC UNDERWRITERS

np:8/97

05/03/1999-18447  
02:49 PM CERTIFIED  
SHELBY COUNTY JUDGE OF PROBATE  
006 NHS 25.00

# **T.E.A.R.S.**

**(The Emergency Animal Rescue Service)**

**A Non-Profit Society for the Prevention of Cruelty to Animals**

## **BOARD OF DIRECTORS**

**Effective March 2, 1999, the following members are elected to serve voluntarily on the Board of Directors of TEARS (The Emergency Animal Rescue Service) non-compensated positions. Members of this elected board will have voting rights as set out in the by-laws.**

**PRESIDENT: Terra Cotromano  
2355 Highway 33  
Pelham, Alabama 35124  
205/664-8247**

**VICE-PRESIDENT: Gary Corbett  
285 Woodland Way  
Sylvan Springs, AL 35118  
205/491-9446**

**SECRETARY: Mallorie Thomas  
1152 Armstrong Loop  
Hayden, AL 35079  
205/647-8567**

**TREASURER: Diana Shaw  
2720 Bailey Road  
Leeds, AL 35094  
205/699-9647**

**ARTICLES OF INCORPORATION**  
**For**  
**TEARS**  
**(The Emergency Animal Rescue Service)**

Adopted unanimously by Officers effective April 15, 1999

**ARTICLE I**

The name of the organization is The Emergency Animal Rescue Service, hereinafter referred to as TEARS.

**ARTICLE II**

Said corporation is organized exclusively for charitable, educational, religious or scientific purposes, within the meaning of section 501(c)(3) of the Internal Revenue Code (or corresponding section of any future Federal tax code); with specific goals as follows:

- A) To encourage the prevention of cruelty to animals.
- B) To promote the enforcement of all national, state, and local laws concerning cruelty to animals through educational programs and activities of Humane Officers appointed by the organization.
- C) To care for all animals and to work energetically to reduce the suffering of all animals through education and rescue.

**ARTICLE III**

No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, trustees, directors, officers or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for the services rendered and to make payments and distributions in furtherance of Section 501(c)(3) purposes. No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the 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.

Notwithstanding any other provision of these articles, the corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from Federal income tax under Section 501(c)(3) of the Internal Revenue Code (or corresponding section of any future Federal Tax code).

#### ARTICLE IV

The organization shall have memberships consisting of Industry, Farm, Organization/Business, and a lifetime patron(s). Each member shall have one vote, family two votes, organization/business one vote, and lifetime patron one vote.

#### ARTICLE V

Officers of this organization shall consist of the President, Vice President, Secretary, and Treasurer. These officers will be elected by the members to serve one (1) year. This by a simple majority vote of the members. Duties of the officers are as follows:

**PRESIDENT:** The President shall preside at all meetings of the members and shall have general supervision over the officers in organization.

**VICE-PRESIDENT:** The Vice-President shall, in the absence of the President, perform the duties of the President and other duties assigned to him/her by the President.

**SECRETARY:** The secretary shall perform the usual duties of this office and such duties as may be assigned to him/her by the President.

**TREASURER:** The Treasurer shall perform the usual duties of this office and such duties assigned to him/her by the President.

Any person may hold two (2) offices, except that no one may be both President and Secretary.

#### ARTICLE VI

**ACTIVITIES:** The President shall hold primary decision making discretion regarding the activities in which the organization will become involved. Decisions of note (or those which could influence the standing of the organization) shall be presented to the Officers and voted on before being acted on.



Spending of funds will be overseen by the President with any significant expenditures (in excess of \$250.00) outside the payment of moneys owed by the organization shall be presented before the Officers for a vote before such expenditure shall be made.

#### ARTICLE VII

General meetings will be held annually for the purpose of elections in accordance with the provisions of these Articles of Incorporation, and for the transacting of such other business as may come before a meeting. A vote of two thirds (2/3) of the members present and entitled to vote rules.

#### ARTICLE VIII

The rules contained in Robert's Rules of Order shall govern the corporation in all cases to which they are not inconsistent with the Articles of Incorporation.

#### ARTICLE IX

The Articles of Incorporation of this organization may be amended or revised in the following manner: A majority of the board may make a resolution approving a change at the next regular meeting or a special meeting called for that purpose.

#### ARTICLE X

Upon dissolution of this corporation assets shall be distributed for one or more exempt purposes within the meaning of Section 501(c3) of the Internal Revenue Code, i.e., charitable, educational, religious, or scientific, or corresponding section of any Federal tax code, or shall be distributed to the Federal government, or to a state or local government for a public purpose.

Distribution of such assets shall be voted on by the officers and general membership after submission of names of recipients conforming to above paragraph at a final meeting of the corporation prior to dissolution.

#### ARTICLE XI

**CONFLICT OF INTEREST POLICY:** Any director, officer, or key employee who has an interest in a contract or other transaction presented to the Board or a committee thereof for authorization, approval, or ratification shall make a prompt and full disclosure of his interest to the Board or committee prior to its acting on such contract or transaction. Such

disclosure shall include any relevant and material facts known to such person about the contract or transaction which might reasonably be construed to be adverse to the corporation's interest. Failure to make such disclosure shall constitute grounds for dismissal following a vote of seventy-five percent (75%) of the votes entitled to vote.

The body to which such disclosure is made shall thereupon determine, by a vote of seventy-five percent (75%) of the votes entitled to vote, whether the disclosure shows that a conflict of interest exists or can reasonably be construed to exist. If a conflict is deemed to exist, such person shall not vote on, nor use his personal influence on, nor participate (other than to present factual information or to respond to questions) in, the discussions or deliberations with respect to such contract or transaction. Such person may be counted in determining whether a quorum is present but may not be counted when the Board of Directors or a committee of the Board takes action on the transaction. The minutes of the meeting shall reflect the disclosure made, the vote thereon, the abstention from voting and participation, and whether a quorum was present.

## ARTICLE XII

**POLICY FOR EMPLOYMENT OF BOARD MEMBERS:** Individuals on the governing body that are also employed by TEARS will:

- 1) Be compensated in the capacity as a board member for justifiable expense related to meetings (mileage, etc.) ONLY.
- 2) Remove him/herself from the voting process when determining compensation, benefits, etc. in his/her capacity as an employee.
- 3) Ensure that all compensation/salaries paid to any employee of the organization will be reasonable for the services rendered and comparable with other like exempt organizations.

Inst # 1999-18447

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SHELBY COUNTY JUDGE OF PROBATE  
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