



Board Handbook

Paws4ever

Updated June 2025

A general guide to the structure, composition, policies, and best practices of the Paws4ever Board of Directors

CONTENTS

- MISSION STATEMENT AND HISTORY** **3**
- MISSION STATEMENT 4
- HISTORY 4
- BOARD ROLE AND RESPONSIBILITIES** **5**
- ROLE 5
- RESPONSIBILITIES 5
- OPERATION 7
- QUALIFICATIONS FOR BOARD MEMBERSHIP 7
- ACCOUNTABILITY 8
- BOARD MEMBER EXPECTATIONS 8
- BOARD MEMBER CODE OF CONDUCT 9
- OFFICER TASKS 10
- President 10
- Vice President 11
- Secretary 11
- Treasurer 12
- Member-at-Large 12
- BOARD TRANSITION ITEMS AT END OF TERM 12
- Specific Tasks by Office 12
- ANNUAL CALENDAR OF TASKS 13
- BOARD MEETING BEST PRACTICES** **14**
- BOARD MEETINGS 14
- Executive (Closed) Session 15
- PREPARATION FOR BOARD MEETINGS 15
- Executive Director Responsibilities 15
- MINUTES, RECORDS, AND COMMUNICATION 16
- Regular Minutes 16
- Permanent Records 16
- Communication 16
- Use Of Email 16
- Confidentiality 16
- Oversight 17
- Financial Reports 17
- Committee Files 17
- BOARD RECRUITMENT & ONBOARDING** **17**
- BOARD RECRUITMENT 17
- ONBOARDING 18
- APPENDIX A: CONFLICT OF INTEREST POLICY** **19**
- POLICY AND PRACTICES 19

APPENDIX B: CONFIDENTIALITY AGREEMENT	20
APPENDIX C: BOARD MEMBER STATEMENT OF AGREEMENT	21

MISSION STATEMENT AND HISTORY

MISSION STATEMENT

The Animal Protection Society of Orange County Inc., dba Paws4ever and hereafter referred to as the same, is dedicated to creating and growing lifetime relationships between pets and people through adoption, training, education, and care.

HISTORY

Paws4ever began advocating for animal welfare in Chapel Hill, North Carolina, in 1962 as the Animal Protection Society of Chapel Hill. It incorporated as a nonprofit 501(c)(3) organization in 1972 and as its sphere of services expanded to serve the whole county, the organization changed its name to the Animal Protection Society of Orange County, Inc. in 1977. From 1979 to 2004, the APS of Orange County, Inc., a nonprofit charitable organization, also administered the county government contract to operate county animal control services and its open-admission animal shelter, providing rescue, health exams, humane care, nutritional food, disease and parasite control, and veterinary care for sick or injured animals arriving at the facility. Through those 25 years, APS of Orange County proved itself to be a progressive organization dedicated to the welfare of animals and, with the help of several very generous donors, developed the Felicite Latane Animal Sanctuary on 50 acres near Mebane, North Carolina. It is here that the APS of Orange County built and operated a learning center for dog training and a wildlife rescue and rehabilitation center.

In 2000, the APS of Orange County began a capital campaign to build a second shelter facility to expand its intake capacity, to shelter more animals, and to adopt out more companion animals. In 2003, the wildlife center relocated from the sanctuary and out of APS of Orange County auspices to become Piedmont Wildlife Center. In July 2004, after 25 years of administration, the county government ended its contract with the APS of Orange County to run its animal control services and shelter. In October 2004, the APS of Orange County opened the recently completed Adoption Center at the sanctuary as a closed-admission, guaranteed-adoption center.

In October 2008, 43 years after its beginning, the Animal Protection Society of Orange County, Inc., began doing business as Paws4ever to better reflect the current mission and programs. Our current name and its tagline, "Adopt, Care & Train" brings focus to the core areas of service that make our organization a progressive leader in the humane treatment of animals. In January 2011, Paws4Ever began operation of a Resale Store in Hillsborough, NC, with the goal of increasing awareness of the organization and providing financial support for the sanctuary programs.

In September 2014, Paws4ever launched its Legacy Care Program which provides care to enrolled pets after the death of the owner until a new family is found for them.

Today, the Adoption Center is a placement partner for animals transferred from county shelters, including those in Alamance, Caswell, Chatham, Durham, Orange, Rockingham, and Wake counties, where the number of adoptable pets often outpaces the space available to house them. The Learning Center provides the most affordable and comprehensive array of dog training in our area, and the sanctuary is home to a 3-acre dog park that is available for community membership.

BOARD ROLE AND RESPONSIBILITIES

ROLE

The role of the Board of Directors (BOD) is to provide for the financial and physical well-being of the Paws4ever Animal Sanctuary and to protect its legal interests. The Board provides leadership in developing and carrying out the long-term vision and mission of the organization, while working collaboratively with the staff, volunteers, donors, and community supporters. Board members actively support and promote the organization's mission, vision, strategic goals, and policy positions.

RESPONSIBILITIES

1. Work directly and effectively with the Executive Director.
 - a. Hire, fire, and evaluate the Executive Director.
 - b. Support, nurture, evaluate, and set appropriate compensation for the Executive Director.
 - c. Demonstrate support for the organization and executive director outside of the organization.
 - d. Engage proactively with the Executive Director in cultivating and maintaining good relations with donors, volunteers, and the broader community.
2. The Board is committed to a program of professional development that includes annual new Board member orientation, ongoing Board member education and evaluation, and Board leadership succession planning.
3. A Board member is knowledgeable about the organization's mission and goals and represents them appropriately and accurately within the community. Serves as an ambassador for the organization.
4. The Board Development Committee works to ensure that all board members are actively involved in the work of the Board and its committees.
5. Establish and review policies with respect to operating budget and other financial matters, human resources, and other policy areas.

6. Adopt budgets with clear priorities, taking into consideration strategic plans as well as long- and short-range goals.
7. Support healthy and effective administrative practices in areas such as development, board development, capital projects, animal care, facilities, finance, personnel, marketing and public relations, and long-range planning.
8. Ensure effective maintenance of the Felicite Latane Animal Sanctuary by the Executive Director and Enrichment & Operations Committee.
9. Support the Executive Director in his/her role, providing guidance and direction as appropriate.
10. The Board undertakes formal long-term strategic planning on a periodic basis, sets annual goals related to the plan, and conducts annual evaluations of progress toward goals.
11. Define and uphold the mission and vision of the organization by ensuring that all Paws4ever programs and activities support the mission.
12. Positively represent the organization to the community.
13. Ensure that the organization remains accountable to its donors and to the public.
14. A Board member contributes to the development program of the organization, including strategic planning for development, financial support, and active involvement in annual and capital giving.
15. Each Board member, not just the Treasurer and Finance Committee, has fiduciary responsibility to the organization for sound financial management.
16. Review and maintain appropriate bylaws that conform to legal requirements.
17. Assure that the organization and the Board operate in compliance with applicable laws and regulations, minimizing exposure to legal action. Be informed of any potential legal or financial issues that come to the attention of any employee of the organization or member of the Board of Directors.
18. Communicate public decisions widely to staff, donors, and other relevant stakeholders.

OPERATION

- The Board of Directors consists of up to 15 members.
- The Board of Directors makes decisions by a two-thirds majority vote.

- Membership on the Board is voluntary and open to volunteers and qualified community members by invitation. The Board Development Committee will seek out qualified Board members and vet all potential nominees. Qualified candidates will be presented at full Board meetings for approval requiring a majority vote.
- The Board meets at least every other month, with extra meetings as necessary. Meetings are typically held on the third Monday of each month at 6pm.
- The Board charters committees, both standing committees and ad hoc committees, to carry out regular and specific tasks.
- Board includes an Executive Committee which:
 - Consists of the President, Vice President, Secretary, Treasurer and one Member-At-Large
 - Oversees the ongoing work of the Board
 - Oversees personnel issues
 - Is authorized to resolve emergency issues that arise between board meetings
 - Is expected to meet as needed outside of regularly scheduled board meetings
- Any action by the Executive Committee that requires board ratification must be ratified by the full board at their next regular meeting.

QUALIFICATIONS FOR BOARD MEMBERSHIP

- Familiarity with and commitment to the vision, mission, and bylaws of the organization.
- Demonstrated leadership qualities.
- Willingness to accept and become familiar with the financial oversight responsibilities associated with the organization.
- Willingness to contribute experience, expertise, and skills identified as needed for the functioning of the Board.
- Willingness to cultivate philanthropic support of the organization through fundraising and donor relationships.
- Willingness to uphold the confidentiality statement and practices of the Board.
- Ability to work cooperatively with respect and an attitude of professionalism, partnership, and collaboration.

- Ability to commit to a three-year term of service.
- Ability and commitment to attend Board meetings, committee meetings, and special events on a regular basis.
- Must be forward looking, energetic, and trustworthy.

ACCOUNTABILITY

The Board of Directors is accountable to the state and federal government, as well as the stakeholders of Paws4ever, including its donors, community partners, staff, volunteers, and the animals and people we serve.

BOARD MEMBER EXPECTATIONS

- Fulfill the roles and responsibilities of Board members described above.
- **Check Paws4ever email account as needed to respond to emails within 48 hours.** Timely communication between board members and the executive director is critical to maintaining successful operations. If you are traveling and will be unable to respond to emails within this time frame, please let the Executive Director and board leadership know in advance.
- Review **board packets** prior to each Board meeting. (*Questions can be addressed directly to the party or committee who prepared the report unless it involves the entire Board.*)
- Attend at least 75% of **Board meetings**.
- **Serve on at least one committee and attend all committee meetings.**
- **Attend all Paws4ever board activities** including strategic planning meetings. Attend Paws4ever fundraising and community events as often as possible.
- **Stay fully informed** by preparing appropriately for meetings, attending meetings regularly and on time, and participating fully in all discussions.
- Write monthly **thank you** notes and send them to donors within two weeks of receiving the list.

- **Volunteer** at least five **(5) hours per month** to Paws4ever. The following list of items count toward these five hours. Other activities can be discussed with the Executive Director and/or board development committee:
 - Board meeting attendance
 - Committee meeting attendance
 - Writing and mailing thank you notes
 - Volunteering at the Adoption Center, Resale Store, events, etc.
 - Assisting the Dog Training Program (class assistant)
 - Fostering Paws4ever animals
 - Taking photos or videos for Paws4ever marketing content
 - Participating in a [Doggie Day Out](#)
 - Landscaping, repair, or maintenance help at Paw4ever facilities
 - Making thank you calls to donors (Development Manager to provide this info)
 - Planning, attending and/or hosting a Paws4ever related fundraiser
 - Recruiting sponsors/volunteers for fundraising events
 - Recruiting donors
 - Recruiting Board members
 - Hanging flyers for Paw4ever events or programs
 - Developing donor/business partnerships
 - Providing requested support and/or advice to executive director

- Take on special assignments as needed.

- **Personally contribute to Paws4ever financially** at a level that is significant to the board member.

- **Raise funds for Paws4ever.**

- Remain informed about Paws4ever’s mission, programs, and policies.

- Embody Paws4ever’s commitment to [Racial Equity, Diversity, and Inclusion \(REDI\) in animal sheltering](#) in all engagements with board, staff, and the community.

BOARD MEMBER CODE OF CONDUCT

By accepting Board membership, a Board member is committing to honor the following code of conduct.

As a Board member, I shall do my utmost to ensure that Paws4ever performs its mission and achieves its goals. I also agree to:

- Act with honesty and integrity.
- Accept and support Board decisions. Once a decision has been made by a two-thirds majority vote, the Board speaks as one voice.
- Participate in (a) board meetings, (b) five-year strategic planning retreats, (c) Board self-evaluation programs, and (d) Board development workshops, seminars, and other educational events that enhance my skills as a Board member.
- Keep all board deliberations confidential.
- Work with and respect the opinions of my peers who serve this Board and leave my personal prejudices out of all Board discussions.
- Always act for the good of the organization and represent the interests of all people and animals served by the organization.
- Represent Paws4ever in a positive and supportive manner at all times.
- Observe the parliamentary procedures and display courteous conduct in all Board and committee meetings.
- Bring any important organizational issues I learn about to the Executive Director or to a Board Executive Committee member and refrain from responding to the situation individually. I understand that authority is vested in the Board as a whole.
- Refrain from intruding on administrative or personnel issues that are the responsibility of management, except to monitor the results of the organization or upon presentation to the Executive Committee. An individual Board member does not become involved directly in specific management or personnel issues.
- Accept responsibility for providing oversight of the financial condition of the organization.
- Guard against conflict of interest, whether personal or business related. If such a conflict does arise, I will declare that conflict before the Board and refrain from voting on matters in which I have conflict.

OFFICER TASKS

Officers of the Board are the President, Vice President, Secretary, Treasurer and Member-at-Large. To become a Board Officer, a member must have served on the Board during the previous year. Officers serve two-year terms unless otherwise voted on by the Board. Officers are elected in the fall for the following two calendar years by two-thirds majority vote.

PRESIDENT

- Represents the organization as needed.
- Meets with the Vice President and Executive Director monthly to prepare a comprehensive meeting agenda for all full Board and Executive Committee meetings.
- Presides at all meetings of the membership and of the Board at which s/he is present.
- Leads and serves on the Board Executive Committee.
- Appoints ad hoc committees as needed.
- Ensures short-term priorities are appropriately set.
- Leads long-term planning and visioning process, including guiding production and distribution of strategic plans.
- Assures the Board fulfills its responsibilities.
- Reports evaluation of the Executive Director to the full board.
- Serves as the main point of communication between the board and the Executive Director.
- Together with the Executive Director, ensures that Board Members are kept informed of important issues between meetings.
- Executes legal documents as needed.
- Serves as the non-voting member of any standing committee.
- Supports Executive Director with yearly review and recommended changes to organizational policies.
- Fulfills all responsibilities as outlined in bylaws.

VICE PRESIDENT

- Performs the duties of President in his/her absence.
- Meets with the President and Executive Director monthly to prepare a comprehensive meeting agenda for all full Board and Executive Committee meetings.
- Supports the President and performs duties assigned by the President.
- Conducts Board member elections, including new members requesting to join the Board and existing Board members requesting a term renewal at the expiration of the current term.

- In conjunction with the Board Development Committee, performs annual review of and recommends changes to board handbook and bylaws.
- Supports Executive Director with yearly review and recommended changes to organizational policies.
- Serves on the Board Executive Committee.
- Sets up the calendar of meetings for the Board including locations.
- Chairs the Board Development committee.

SECRETARY

- Maintains custody of bylaws and all documents as directed electronically.
- Records board meeting minutes and sends a draft to the President and Executive Director for review and modification before adding to the archives.
- Notifies members of special meetings.
- Keeps a permanent record of Board membership.
- Maintains current Board roster.
- Serves on the Board Executive Committee.

TREASURER

- Works with the Executive Director, CPA, and Business Manager to maintain custody of financial records in Google Drive and with paper copies as needed.
- Reviews financial reports.
- Chairs Finance Committee.
- Together with the Executive Director and Finance Committee, recommends an annual budget for board approval.
- Together with the Finance Committee, recommends financial policies to the Board.
- Together with the Finance Committee, reviews and approves financial documents including the 990 as needed.
- Works with the Executive Director and Finance Committee to oversee implementation of financial procedures, loans, and acquisitions.

- Works with the Executive Director and Finance Committee in directing and overseeing all investments.
- Supports the Executive Director with audit preparation as needed.
- Serves on the Board Executive Committee.

MEMBER-AT-LARGE

- Serves on the Board Executive Committee.

BOARD TRANSITION ITEMS AT END OF TERM

SPECIFIC TASKS BY OFFICE

Incoming and Outgoing members of the Board Executive Committee should complete the following:

President

- Incoming: Sign bank signature cards
- Outgoing: Update new president with status of issues and ongoing projects

Vice President

- N/A

Secretary

- Incoming: Shadow outgoing secretary during one or two board meetings and practice note taking if necessary.
- Outgoing: Ensure new secretary has access to all necessary folders and files in Google Drive; and Update new secretary with status of issues and ongoing projects

Treasurer

- Incoming: Sign bank signature cards
- Outgoing: Ensure copies of financial reports for the year are filed appropriately; Ensure the new treasurer has access to all necessary electronic folders and files; and Update new treasurer with status of issues and projects ongoing.

ANNUAL CALENDAR OF TASKS

January

- Board reviews the Board Handbook.

February

- Ensure that all necessary board agreements (Appendix A, B, and C of this document) have been signed by board members who are beginning a board term (first time or renewal) and sent to

the board development chair.

March

- Budget planning begins: Finance committee, Treasurer, and Executive Director draft/update budget for new fiscal year.
- Executive Director reviews staff salaries and makes recommendations for the budget to the Finance Committee with input from the Executive Committee as needed.
- Committees prepare an action plan for the upcoming fiscal year to inform the budget process.

April

- Budget planning continues.
- Committees present status of previous year's action items and action plans for the coming year to the full board.
- Executive Committee begins evaluation process for Executive Director.

May

- Draft budget presented to the Board
- Executive Committee completes the Executive Director evaluation.

June

- Executive Committee presents Executive Director evaluation to the Board.
- Final budget presented to Board for approval.
- Final development plan presented to Board for approval.
- Fiscal year end appeal

July

- Next Fiscal year begins

August

- Executive Director and Finance Committee initiate compilation of 990 materials with CPA
- Board Development discussions with sitting Board members whose board terms expire at year end to ascertain interest and candidacy for renewal.

September

October

- **Present next year's slate of officers for vote to board (every other year).**
- **Elect officers (every other year).**
- Board Development committee submits renewal requests for existing board members to board for a vote.
- Board Development Committee, in conjunction with the Executive Director, reviews bylaws, Board Handbook, and recommends any necessary changes to the Board for approval.

November

- Set Board meeting calendar for the upcoming year and send calendar invites to board members.
- Executive Director and Finance Committee receive draft 990 from CPA and distribute it to all Board of Director Members for comment and approval.
- The Finance Committee and Executive Director communicate comments and questions about the 990 to the CPA.
- The Finance Committee and Executive Director review the completed 990 form and approve for IRS filing, then make the final version available to the public.

December

- Board Development Committee updates member list (and chairperson) for standing committees as needed and board contact list for coming year.
- Each Board Member signs a conflict of interest statement, confidentiality agreement, and statement of agreement.
- Executive Director, President, and Treasurer meet with the bank to update signature cards as needed.

BOARD MEETING BEST PRACTICES

BOARD MEETINGS

Board meetings occur bimonthly (six meetings annually), typically on the third Monday of the month. Meetings of the Board are open to the public except for those portions of the meeting that are designated as executive sessions as outlined below.

A quorum for meetings of the Board is two-thirds (rounded down to the nearest whole number) of currently elected Board members.

Meetings of the Board should not exceed 2 hours. Board meetings follow Robert’s Rules of Order.

Board meetings should be structured so that there is plenty of time for thoughtful discussion and consideration of broad policy matters. The goal for a typical Board meeting is to include a series of committee reports, financial reports, policy matters and strategic priorities.

Special meetings of the Board, held in addition to regular meetings, may be called by the President or three members of the Board with 24 hours’ notice. These are only to be called for urgent matters that cannot wait until the regular Board meeting.

EXECUTIVE (CLOSED) SESSION

The Board will act in a closed executive session in accordance with the provisions of N.C.G.S. Sec. 143-318.11. The Board shall have the option of asking staff as well as any observers to leave the meeting area during closed session. Any information discussed in closed session must remain confidential.

- Discussion will only include the items on the closed session agenda.

PREPARATION FOR BOARD MEETINGS

EXECUTIVE DIRECTOR RESPONSIBILITIES

At least 10 days prior to each regular Board meeting, Executive Director shall send:

- a call for agenda items
- a call for monthly reports from committees and staff
- a call for monthly financial reports

At least 5 days prior to each Board meeting, all Board members shall receive from Executive Director:

- a draft agenda
- copies of all monthly reports (Executive Director, committee, financial)
- circulation of final draft of minutes from previous meeting

MINUTES, RECORDS, AND COMMUNICATION

All necessary documents (board meeting packets, board policies, and necessary communications) shall be retained electronically by the Executive Director, staff, and board members.

REGULAR MINUTES

Minutes shall be recorded for all regular and special Board meetings, circulated to all Board members for corrections, and a final version approved as a permanent record and retained electronically.

PERMANENT RECORDS

Each year, a collection of all meeting minutes and other records from that year are kept in the appropriate Google Drive folders.

COMMUNICATION

The Executive Director is responsible for communicating with the Board about relevant issues arising from the staff, communicating with the staff about relevant issues arising at the Board meetings, and maintaining good relationships between the two. The Executive Director shall include updates from managers in board reports and report outcomes from Board meetings to staff as appropriate.

USE OF EMAIL

All Board communication will be sent to Board@paws4ever.org. **Each Board member is expected to**

check his/her @paws4ever email address regularly or forward Paws4ever emails to another email address that is checked regularly.

If board members are not responsive to time sensitive emails, personal emails and/or phone numbers may be used exclusively by the Executive Director and other board members to get in touch.

CONFIDENTIALITY

Minutes from individual Board meetings are retained electronically. The minutes must list all motions and proposals. Details of the discussion required to reach those motions are considered confidential; including specific parts of reports to the Board and specific opinions represented in discussion.

Any email sent from a Board member to another Board member or Board@paws4ever.org is considered confidential and may not:

- be forwarded without the permission of the sender to any non-Board member.
- be discussed or the contents revealed to any non-Board member without the sender's permission.
- be blind copied to anyone.

It is the responsibility of each Board member to ensure that they have permission to forward any emails, including emails in a chain attached to the email intended to be forwarded.

OVERSIGHT

FINANCIAL REPORTS

Full operating statements and balance sheets should be supplied to the Board monthly, plus a summary, variance analysis, and a list of recommendations if any, prepared by the administrator responsible. Treasurer should be prepared to comment on statements as needed.

COMMITTEE FILES

Each committee chair is responsible for guiding the committee activities in the direction and degree such that they are consistent with the Board's expectations and for keeping accurate and complete records of that committee's activities.

BOARD RECRUITMENT & ONBOARDING

BOARD RECRUITMENT

- Board Development Committee determines the number of new members which will be required for the next nominations slate by

- o determining the number of current Board members whose terms are expiring and/or who are not eligible for re-election.
- o contacting current Board members whose terms are expiring, but who are eligible for re-election, and determining whether they wish to be re-elected.
- The Board Development Committee determines the skill sets needed according to the composition of the Board when retiring members leave.
- The Board Development Committee calls for nominations from Board members and generates a list of potential Board members.
- The Board Development Committee discusses nominees and presents the list of candidates to the Board for approval. If given preliminary approval, a member of the Board Development Committee approaches the nominee to determine his/her interest and availability, as well as skills and experience.
- The Board Development Committee conducts interviews of selected nominees.
- Board Development Committee brings a final list of candidates to Board for voting; a member must be elected by a two-thirds majority.

ONBOARDING

Orienting new Board members includes the following:

- review of Board Handbook
- review of bylaws
- assignment of a mentor (usually chair of Board Development)
- tour of facility and introduction to staff
- update on issues ongoing from previous year
- review of current year strategic plan
- review of meeting process
- assignment of Paws4ever email address
- copy of signed commitment letter and conflict of interest statement
- Additional resources materials available upon request:
 - o Policies and Procedures

- o Organizational Chart
- o Current budget and recent financial reports
- o Annual Impact report
- o Recent Board meeting minutes
- o Recent audit report (every 3 years)
- o Recent Form 990 (annually)

APPENDIX A: CONFLICT OF INTEREST POLICY

The purpose of the following policy is to complement Paws4ever's bylaws to prevent the personal interest of Board of Directors members from interfering with the performance of their duties to Paws4ever, or result in personal financial, professional, or political gain on the part of such persons at the expense of Paws4ever or its members, supporters, and other stakeholders.

Definitions: Conflict of Interest (also Conflict) means a conflict, or the appearance of a conflict, between the private interests and official responsibilities of a person in a position of trust. Persons in a position of trust include officers and Board members of Paws4ever. *Board* means the Board of Directors of Paws4ever. *Board member* means an officer or any other member of the Board of Directors. *Supporter* means corporations, foundations, individuals, 501(c)(3) nonprofits, and other nonprofit organizations who contribute to Paws4ever.

POLICY AND PRACTICES

1. Full disclosure, by notice in writing, shall be made by the interested parties to the full Board of Directors in all conflicts of interest, including, but not limited to, the following:
 - a. A Board member is related to another Board member or staff member by blood, marriage, or domestic partnership.
 - b. A Board member or their organization stands to benefit from a transaction, or a staff member of such organization receives payment from for any subcontract, goods, or services other than as part of her/his regular job responsibilities or as reimbursement for reasonable expenses incurred as provided in the bylaws and Board policy.
 - c. A Board member's organization receives grant funding from Paws4ever.
 - d. A Board member is a member of the governing body of a contributor to Paws4ever.
 - e. A Board member engages in activities that may cause a loss of public credibility of Paws4ever or create a public impression of impropriety.
2. Following full disclosure of a possible conflict of interest or any condition listed above, the Board of Directors shall determine whether a conflict of interest exists and, if so, the Board shall vote to authorize or reject the transaction or take any other action deemed necessary to address the conflict and protect Paws4ever's best interests. Both votes shall be by a majority vote without counting the vote of any interested Board member, even if the disinterested Board members are less than a quorum provided that at least one consenting Board member is disinterested.
3. A Board member or committee member who is formally considering employment with Paws4ever must take a temporary leave of absence from the board until the staff position is filled. If a board member is hired as a staff member, they must formally step down from the board immediately.
4. An interested Board member or officer shall not participate in any discussion or debate of the Board of Directors, or of any committee or subcommittee thereof in which the subject of discussion

is a contract, transaction, or situation in which there may be a perceived or actual conflict of interest. However, they may be present to provide clarifying information in such a discussion or debate unless objected to by any present Board or committee member.

5. Anyone in a position to make decisions about spending Paws4ever's resources, who also stands to benefit from that decision, has a duty to disclose that conflict as soon as it arises (or becomes apparent); s/he should not participate in any final decisions.
6. Any contract or transaction entered by Paws4ever without full disclosure of the personal interest of a Board member or officer, existence of any of the above-listed conditions shall likewise render a contract or a transaction voidable unless full disclosure of personal interest is made in writing to the Board of Directors and such transaction was approved by the Board in full knowledge of such interest.
7. The disinterested Board members are authorized to impose by majority vote other reasonable sanctions as necessary to recover associated costs against a Board member or officer for failure to disclose a conflict of interest as described in Paragraph 1 or for any appearance of a conflict.
8. Appeal from sanctions imposed pursuant to Paragraphs 6 and 7 above shall be prescribed by law in those courts of the State of North Carolina with jurisdiction over both the parties and the subject matter of the appeal.
9. In the event that Paws4ever has incurred costs or attorney fees as a result of legal action, litigation, or appeal brought by or on behalf of an interested Board member or officer due to a conflict of interest and consequent sanctions and in the event that Paws4ever prevails in such legal action, litigation, or appeal, Paws4ever shall be entitled to recover all of its costs and attorney fees from the unsuccessful party.
10. A copy of this policy shall be given to all Board members or other key stakeholders upon commencement of such person's relationship with Paws4ever or at the official adoption of the stated policy. Each Board member or officer shall sign and date the policy at the beginning of her/his term of service and each year thereafter. Failure to sign does not nullify the policy.

Signed by:

Date:

Signature

Print name

APPENDIX B: CONFIDENTIALITY AGREEMENT

In consideration and as a condition of appointment to the Animal Protection Society of Orange County, Inc., dba Paws4ever (“P4E”) Board of Directors I, the undersigned, agree to the following:

- I will devote my time, skill, labor, and knowledge to the advancement of P4E’s interests; and
- I agree that during my term of service and thereafter, I will hold in confidence all matters of a confidential or secret nature as to which I may acquire or come in contact with by reason or during my term with the P4E Board of Directors, including but not limited to any conversations, paperwork, work products, and information relating to the business of P4E, its board members, donors, employees, volunteers, and finances, except those that appear in any public reports. I agree that I will not, without formal written consent of the President of the Board of Directors and Executive Director, except as may be required in the fulfillment of my duties as a board member of P4E, use any such matter or information or disclose to others any matter or information relating to the business of P4E or its employees, volunteers, board members, and donors as to which such disclosure might possibly be contrary to the best interests of P4E, its employees, volunteers, board members, or donors.
- I agree that P4E has a right to possession of, and title in and to, all papers, documents, copies, statements, work products, abstracts and summaries thereof, which I may originate or which may come into my possession in any way during my term of service and which relates to the business of P4E or of its employees, volunteers, board members, or donors, and I further agree to deliver such things promptly to P4E upon completion of my term of service at any time requested by the Board President.
- I agree not to make or permit to be made, except in the pursuance of my duties as a board member of P4E and for the sole use and account of P4E or its employees, volunteers, board members, and donors, any copies, information, work products, abstracts, summaries, or any of the material referred to in this agreement; and
- I understand that my undertaking of the work and information contained in this agreement shall be binding upon me both during and after my term of service with P4E as well as upon my heirs, successors, assigns, and personal representative. This entire Agreement shall inure to the benefit of P4E its successors and assigns.

Board Member Signature

Date

APPENDIX C: BOARD MEMBER STATEMENT OF AGREEMENT

Name _____

Dates of term _____

As a board member of the Animal Protection Society of Orange County, Inc., dba Paws4ever, I understand that my duties and responsibilities include but are not limited to the following:

- I have read and am agreeing to all of the responsibilities, expectations, and guidelines defined in this board handbook.
- I am fiscally responsible, with the other board members, for this organization. It is my duty to know what our budget is and to take an active part in planning the budget and implementing the fundraising to meet it.
- I am legally responsible to this organization. I am responsible for knowing and approving all policies and programs and to oversee their implementation.
- I am morally responsible for the health and well-being of this organization. As a member of the board, I have pledged to carry out this organization's mission of improving the lives of cats and dogs through adoption, training, and education. I am fully committed and dedicated to this mission.
- I will give what is for me a significant financial donation. I may give this as a one-time donation each year, or I may pledge to give a certain amount several times during the year.
- I will actively engage in fundraising for this organization in whatever ways are best suited to me. These may include individual solicitation, special events, or writing mail appeals and the like.
- I will attend at least seventy-five (75%) percent of all board meetings and assigned committee meetings every year and be available for email and phone consultation.
- I understand no quotas have been set and no rigid standards of measurement and achievement have been formed. Every board member is making a statement of faith about every other board member. We trust each other to carry out the above agreements to the best of our ability, each in our own way, with knowledge, support, and approval of all. I know if I fail to act in good faith I must resign, or someone from the board may ask me to resign.

In its turn, this organization is responsible to me in several ways:

- I will be sent, without request, monthly financial reports.
- I can call on the Executive Director to discuss programs and policies, goals, and objectives as appropriate.

- Board members and staff will respond in a straightforward and thorough fashion to any questions I have that I feel necessary to carry out my fiscal, legal, and moral responsibilities to this organization.

As a member of the board team, I will:

- Listen carefully and respect the opinion of my fellow board members.
- Respect and support the majority decisions of the board.
- Recognize all authority is vested in the full board only when it meets in a legal session.
- Keep well informed of developments related to issues that may come before the board.
- Participate actively in board meetings and actions.
- Bring to the attention of the board any issues I believe will have an adverse effect on Paws4ever or those we serve.
- Refer complaints to the proper level on the chain of command.
- Recognize my job is to ensure that Paws4ever is well managed, rather than attempt to directly manage the organization myself.
- Represent the animals and people this nonprofit serves.
- Consider myself a trustee of Paws4ever and do my best to ensure it is well maintained, financially secure, growing, and always operating in the best interests of our mission and those we serve.

Board Member Signature

Date