

Animal Rescue Kare Bylaws

(Revised 3-6-2018)

ARTICLE I—NAME

The name of this organization is the Animal Rescue Kare, LLC (ARK) a non-profit LLC.

ARTICLE II—PURPOSE, POLICY

Section 1—Mission: To instill respect, kindness, and compassion for animals as community values.

Section 2—Purpose: To prevent cruelty to animals, to promote animal welfare, to educate the public about the humane care and treatment of animals, to increase public awareness of the companion animal overpopulation issue and to provide solutions, and to provide high quality shelter, medical, and adoption services for animals when necessary.

Section 3—Policy: To give humane care and treatment to all companion animals in the ARK service area needing shelter, to seek appropriate homes for animals without homes, and to provide euthanasia when necessary. Animals under the ARK's control may be disposed of only as specified here. Live animals may not be taken, sold, or used for invasive, pharmaceutical, or stress inducing experimentation of any kind, nor vivisection unless the purpose of such is to improve or prolong its life.

ARTICLE III – OFFICES

The principal office of the ARK shall use the P.O. Box 427, Munfordville, KY 42765 as its primary address until a permanent location can be established.

ARTICLE IV —MEMBERSHIP

Section 1—Eligibility: Application for "Voting Membership" shall be open to anyone who supports the purpose statement in Article II, Section 2.

Non-Voting "Youth Memberships" will be available to youth under the age of 18 as of January 1st of the Membership year, at an annual dues fee as established by the Board; or non-voting "Supporting Memberships" to anyone who does not meet the definition of Voting Memberships.

Membership is granted after completion and receipt of a Membership Application and annual dues. A Membership will continue by making the annual monetary donation unless the membership is ended as specified in Sections 5 of this article.

Section 2—Term: Membership is from April 1 of a given year through March 31 of the following year.

Section 3—Rights: Voting Members have the right to elect the Board of Directors, to vote on amendments to the bylaws as specified in Article XVII, and are eligible to serve on committees as specified in Article IX. A voting Member is any person who meets the requirements as outlined in the first paragraph of this section, and who has made a minimum annual monetary donation as determined by the Board of Directors at least 30 days before a membership vote is taken.

Section 4—Transferal: Assignment Membership is not transferable or assignable.

Section 5—Resignation and Termination: A member may resign at any time by sending written notice to the recording secretary. No part of the annual donation will be refunded to any resigning member. Resignation shall not relieve a member of unpaid dues, or other charges previously accrued. A member can have their membership terminated by a majority vote of the Board of Directors and shall be notified by letter of such action. Within ten (10) days of the secretary's mailing of the termination letter, the terminated member may appeal such action by letter addressed to the secretary. Any such written appeal will be brought to the Board of Directors for presentation to the membership as an agenda item at the next scheduled regular meeting.

ARTICLE V—MEMBERSHIP MEETINGS

Section 1- Regular Meetings: Regular meetings of the membership shall be held quarterly, at a time and place designated by the Board, and as communicated to the membership in an organization posting to the Website, Facebook, or Newsletter sent to all members.

Section 2—Annual Meetings: The annual meeting will be held during the month of February at a time and place designated by the Board. The purpose of this meeting is to elect expiring Director positions, to present the annual report, provide input for the direction of ARK for the next year, and to conduct other business deemed appropriate by the Board of Directors.

Section 3—Special Meetings: Special meetings may be called at any time by the recording secretary at the direction of the Chairman of the Board, or by a simple majority of the Board of Directors, or by any 25 voting members, if they file a written statement with the recording secretary explaining the reason for the meeting. A Special Meeting will be held at least 30 days, but not more than 60 days, after a request is filed and at a time and place designated by the Board.

Section 4 – Quorum: A quorum for a meeting of the membership shall consist of at least 20% of the active membership or a simple majority of the serving Board of Directors present, whichever shall be less. Furthermore, E-balloting is authorized for use for any and all ARK business and may be conducted in advance of any meeting. All E-ballots will be counted to establish a quorum.

Section 5—Authority: At any ARK meeting, the votes from any members present plus any previously collected E-ballots will become the basis for the conduct of ARK business. Decisions at any meeting will be advisory to the Board of Directors and will be made by majority vote of those members present and voting. No proxy voting will be allowed.

Section 6—Advance Notice: The recording secretary will give public notice by Website, Facebook and/or written mailed notice at least 2 weeks prior to the meeting.

ARTICLE VI – BOARD OF DIRECTORS

Section 1 – General Powers and Responsibilities: The ARK shall be governed by a Board of Directors (the "Board"), which shall have all the rights, powers, privileges and limitations of liability of directors of a non-profit corporation organized under the Non-Profit Corporation Act of Kentucky. The Board shall establish policies and directives governing business and programs of ARK and shall delegate to the Executive Director and ARK staff, subject to the provisions of these Bylaws, authority and responsibility to see that the policies and directives are appropriately followed. The Chairman of the Board of Directors and his or her designee(s) are the only authorized spokespersons for decisions of the Board.

Section 2 – Number of Directors Tenure, Requirements, and Qualifications: The Board shall have up to 9, but no fewer than 3, Board members. The number of Board members may be increased beyond 9 members or decreased to less than 3 members by the affirmative vote of a simple majority of the then serving Board of Directors. Only Voting Members may serve on the Board of Directors.

The members of the Board of Directors shall, upon election, immediately enter upon the performance of their duties and shall continue in office until their successors shall be duly elected and qualified.

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.

Each member of the Board of Directors shall be a member of the ARK, LLC, has paid his/her annual dues, shall hold office for a three-year term, and be submitted by the Nominating Committee according to Article VI, Section 3 of the Bylaws.

The initial Board of Directors shall be comprised of three classes, Class 1, 2 and 3 Directors. The length of terms in each Class will be staggered so that at each successive Annual Meeting of ARK, the terms of approximately one-third (1/3) of all members of the Board of Directors shall expire. Thereafter, newly elected members of the Board of Directors shall serve three year terms.

Section 3 – Nomination and Election: The Chairman of the Board will appoint at least three Directors at least 90 days prior to the Annual Meeting to serve on the Nominating Committee. The Nominating Committee will act in accordance with procedures adopted by the Board. At least 30 days before each annual meeting, the Nominating Committee will recommend to the Board nominees for Directors. Voting Members of ARK may nominate themselves by sending a Director Nomination Application along with a written statement of interest and qualifications to the Nominating Committee at least 45 days before the Annual Meeting. At least 20 days before each annual meeting, the list of candidates will be posted on the ARK website. A statement of interest and qualification will be included for each candidate. Directors will be elected at the annual meeting by a simple majority of the voting members present. Voting will be by secret ballots.

Section 4 – Term of Board: All appointments to the Board shall be for a term of 3 year(s). No person shall serve more than 3 consecutive terms unless a majority of the Board, during the course of a Board meeting at which a quorum is present, votes to appoint a Board member to up to 2 additional year(s). No person shall serve more than 11 consecutive years. After serving the maximum total number of consecutive years on the Board, a member may be eligible for reconsideration as a Board member after 1 year has passed since the conclusion of such Board member's service.

Section 5 – Vacancies: A vacancy on the Board of Directors may exist at the occurrence of the following conditions:

a. The death, resignation, or removal of any director;

b. The declaration by resolution of the Board of a vacancy in the office of a Director who has been declared of unsound mind by a final order of court, convicted of a felony, found by final order or judgment of any court to have breached a duty pursuant to the Corporation Code and/or Act of the law dealing with the standards of conduct for a Director, or has missed 3 consecutive meetings of the Board of Directors, or a total of 4 meetings of the Board during any one calendar year;

c. An increase in the authorized number of Directors; or

d. The failure of the Directors, at any annual or other meeting of Directors at which Director(s) are to be elected, to elect the full authorized number of Directors.

The Board of Directors, by way of affirmative vote of a majority of the Board then currently in office, may terminate or remove any director without cause at any regular or special meeting of the Board. The Director to be removed must have been notified in writing by the Secretary of the Board. Within ten (10) days of the Secretary's mailing of the termination letter, the terminated member may appeal such action by letter addressed to the Secretary of the Board. Any such written appeal will be brought to the Board of Directors as an agenda item at the next scheduled regular meeting of the Board of Directors.

Any vacancy on the Board may be filled by vote of a two-thirds majority of the Directors then in office, whether or not the number of Directors then in office is less than a quorum, or by vote of a sole remaining Director. No reduction of the authorized number of Directors shall have the effect of removing any Director before that Director's term of office expires.

A Board member elected to fill a vacancy shall be elected for the unexpired term of his or her predecessor in office.

Section 6 – Resignation: Except as provided in this paragraph, any Director may resign effective upon giving written notice to the Chairman of the Board, the Secretary of the Board, or the Board of Directors, unless the notice specifies a later time for the effectiveness of the resignation. If the resignation is effective at a future time, a successor may be designated to take office when the resignation becomes effective. Unless the Attorney General of Kentucky is first notified, no Director may resign when the ARK would then be left without a duly elected Director in charge of its affairs.

Section 7 – Forfeiture: Any member of the Board of Directors who fails to fulfill any of his or her requirements as set forth in Section 2 of this Article by April 1st of year of election shall automatically forfeit his or her seat on the Board. The Secretary shall notify the Director in writing that his or her seat has been declared vacant, and the Board of Directors may forthwith immediately proceed to fill the vacancy.

Section 8 – Conflict of Interest: The Board of Directors shall abide by an established Conflict of Interest policy listed in Article XII.

Section 9 – Standards of Conduct: Each Director shall discharge his or her duties as a Director, including the Director’s duties as a member of a Committee, in good faith, with the care an ordinarily prudent person in a like position should exercise under similar circumstances, and in a manner the Director reasonably believes to be in the best interests of ARK. Each Director shall comply with any ethics policies that may be established or adopted by the Board of Directors from time to time.

Section 10 – Confidentiality: Directors shall not discuss or disclose information about the ARK or its activities to any person or entity unless such information is already a matter of public knowledge, such person or entity has a need to know, or the disclosure of such information is a furtherance of the ARK’s purposes, or can reasonably be expected to benefit the ARK. Directors shall use discretion and good business judgment in discussing the affairs of the ARK with third parties. Without limiting the forgoing, Directors may discuss upcoming fundraisers and the purposes and functions of the ARK, including but not limited to accounts on deposit in financial institutions.

ARTICLE VII—BOARD OF DIRECTORS MEETINGS

Section 1—Frequency: An Annual Organizational meeting of the Board of Directors will be held not more than 30 days after the Annual Membership Meeting. Regular Board Meetings must be held at least quarterly at times and places designated by the Board.

Section 2—Shelter Report: At each regular meeting, a summary of ARK activities since the previous meeting will be presented.

Section 3—Special Meetings: Special meetings may be called by the Chairman of the Board, the Executive Director, or any three Directors if they file a written request with advance notice of no less than five (5) days with the Secretary of the Board.

Section 4 – Minutes: The Secretary of the Board shall be responsible for the recording of all minutes of each and every meeting of the Board in which business shall be transacted in such order as the Board may determine from time to time. However, in the event that the Secretary is unavailable, the Chairman of the Board shall appoint an individual to act as Secretary at the meeting. The Secretary, or the individual appointed to act as Secretary, shall prepare the minutes of the meetings, which shall be read and approved by the Board at the next regular meeting of the Board, then placed in the minutes books

of ARK. A copy of the minutes shall be delivered to each Board member via either regular mail, hand delivered, emailed, or faxed within 15 business days after the close of each Board meeting.

Section 5—Quorum: The presence, in person of a simple majority of current members of the Board of Directors shall be necessary at any meeting to constitute a quorum to transact business, but a lesser number shall have power to adjourn to a specified later date without notice. The act of a majority of the members of the Board of 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 by these bylaws.

Section 6—Voting: Except when specified otherwise in these bylaws, decisions at any meeting of the Board, Executive Committee or other Committees will be made by simple majority vote of those present and voting. Each Director has one vote. No written proxy voting will be allowed. The Board of Directors may authorize a vote by email when required.

Section 7—Attendance at Board Meetings: If any Director misses 3 consecutive meetings, without having been excused by the Chairman of the Board or Secretary of the Board with the approval of the Board, that Director will be considered to have resigned.

Section 8 – Advisory Council: An Advisory Council may be created whose members shall be elected by the members of the Board of Directors annually, or as required, but who shall have no Board voting privileges, nor obligations for attendance at regular meetings of the Board. Advisory Council members may attend said meetings at the invitation of a member of the Board of Directors. Members of the Advisory Council shall possess the desire to serve the community and support the work of the ARK by providing expertise and professional knowledge. Members of the Advisory Council shall comply with the confidentiality policy set for the herein and shall sign a confidentiality agreement consistent therewith upon being voted into and accepting appointment to the Advisory Council. Resignation and Removal procedures for the Advisory Council will be mirrored to the Board of Director procedures for Resignation and Removal in Article VI.

Section 9 – Parliamentary Procedure: Any question concerning parliamentary procedure at meetings shall be determined by the Chairman of the Board by reference to Robert’s Rules of Order.

ARTICLE VIII—BOARD OFFICERS

Section 1—Officers and Duties: At the annual organizational meeting of the Board of Directors, the Directors will elect a Chairman of the Board, Vice-Chairman, Secretary of the Board, and Treasurer. The Board may also elect other officers if necessary. The term of office is from the organizational meeting to the following year’s organizational meeting, but Officers may be dismissed by the Board before their terms have ended. The same person may hold any number of offices, except that neither the Secretary nor the Treasurer may serve concurrently as the Chairman of the Board. In addition to the duties in accordance with this Article, Officers shall conduct all other duties typically pertaining to their offices and other such duties which may be required by law, Articles of Incorporation, or by these bylaws,

subject to control of the Board of Directors, and they shall perform any other such additional duties which the Board of Directors may assign to them at their discretion. The Officers will be selected by the Board at its annual organizational meeting, and shall serve the needs of the Board, subject to all the rights, if any, of any officer who may be under a contract of employment. Therefore, without any bias or predisposition to the rights of any officer that may be under any contract of employment, any officer may be removed with or without cause by the Board. All officers have the right to resign at any time by providing notice in writing to the Chairman of the Board, Secretary of the Board, without bias or predisposition to all rights, if any, of the ARK under any contract to which said officer is a part thereof. All resignations shall become effective upon the date on which the written notice of resignation is received or at any time later as may be specified within the resignation; and unless otherwise indicated within the written notice, a stated acceptance of the resignation shall not be required to make the resignation effective. Any and all vacancies in any office because of death, resignation, disqualification, removal, or for any other cause, shall be filled in accordance to the herein prescribed bylaws for regular appointments to such office. The compensation, if any, of the officers shall be fixed or determined by resolution of the Board of Directors.

Section 2 – Chair of the Board: Chairman of the Board shall preside over all the meetings of the Board of Directors and Membership. The Chair of the Board shall provide general superintendence and direction of all other Officers of the Board of Directors and see that their duties are properly performed.

Section 4—Vice-Chair of the Board: The Vice-Chair of the Board is to actively assist the Chairman of the Board in the Chair’s absence, or if the Chair resigns or is removed from the office, or any other assignment made by the Chairman of the Board, under full review of the entire Board of Directors.

Section 5—Secretary of the Board: The Secretary of the Board is to take the minutes of each Executive, Membership, and Board Meeting.

a. He/She is to distribute copies of the minutes to each director; to make copies of the minutes available to any other member on request within 15 days of the meeting.

b. He/She is to keep all non-financial books and records available for inspection.

c. He/She is to have custody of ARK records, bylaws, and archives, unless any or all of these are placed in the care of others by the Board.

d. He/She is to give advance notice of meetings and nomination, as specified elsewhere in these bylaws, to each member and director.

e. He/She is to receive correspondence, unless directed otherwise by the Board.

f. He/She is to keep secure password records for websites, and accounts as needed.

g. He/She is to perform other duties as may be assigned.

Section 6—Treasurer

a. It shall be the responsibility of the Treasurer to keep and maintain, or cause to be kept and maintained, adequate and accurate accounts of all the properties and business transactions of the ARK, including accounts of its assets, liabilities, receipts, disbursements, gains, losses, capital, retained earnings, and other matters customarily included in financial statements.

b. He/She is to assist in the preparation of the budget, and monitor the budget.

c. He/She is to ensure the Board's financial policies are being followed.

d. He/She will report to the Board of Directors and general membership on finances. This will include an end of year financial statement prepared for distribution.

e. He/She will submit and countersign with the Executive Director any papers regarding ARK interests in the sale of assets upon the approval of the Board of Directors.

f. He/She will chair the Finance Committee.

ARTICLE IX—COMMITTEES OF THE BOARD

Section 1—Standing and Special Committees, Chairs, Membership: There are three standing committees: Executive, Nominating, and Finance/Audit. The Board may also create special committees for any necessary purpose. The Chairman of the Board will assign a Board Member to Chair each Committee who must report on activities at regular Board meetings. Membership on all committees except Executive and Nominating is open to voting members. Members may serve up to three consecutive one year terms unless removed for good cause by the Board. The Chairman of the Board is an ex officio non-voting member of each committee. The Chairman of the Board may appoint other persons as ex officio members of any committee as deemed appropriate.

Section 2—Executive Committee: The members of this committee are the Chairman of the Board; the Vice-Chairman of the Board, the Treasurer, and the Secretary. The committee may meet with the Chairman of the Board between Board meetings to expedite business and has all the power of the Board, but its actions are subject to confirmation by the Board. The Executive Committee, together with the Finance Committee assists the Treasurer in preparing the annual budget and advises on financial matters. The Executive Committee conducts an annual evaluation of the Executive Director in consultation with the Board. Meetings are called by the Chairman of the Board.

Section 3—Nominating Committee: The composition and duties of this committee are specified in Article VI. The Chairman of the Board appoints the Nominating Committee and shall provide a charge to this committee.

Section 4--Finance/Audit Committee: The Finance/Audit Committee monitors ARK investment accounts and makes recommendations to the Board regarding the management of those accounts. In

conjunction with ARK fund managers, the committee will propose changes in ARK investment policy that serve the best interests of the organization. The committee will review and revise the investment policy as needed. The Finance/Audit Committee shall recommend to the Board an auditor to conduct an independent annual audit for ARK.

ARTICLE X—EXECUTIVE DIRECTOR

Section 1: The position of Executive Director shall be hired by the Board of Directors and is expected to fully manage the ARK staff operations. This is to include the ARK shelter, all attendant facilities, assets, volunteers, and employees (if any). The Executive Director serves at the pleasure of the Board and is expected to use any and all policies, procedures, strategies, adopted and communicated by the Board to the Executive Director to be used to fully execute his/her duty.

The Executive Director shall have the following functions:

a. The Executive Director shall keep the Board of Directors completely informed, shall freely consult with them in relation to all activities of the ARK, and shall see that all orders and/or resolutions of the Board are carried out to the effect intended.

b. The Board of Directors may place the Executive Director under a contract of employment where appropriate.

c. The Executive Director shall be empowered to act, speak for, or otherwise represent the ARK between meetings of the Board.

d. He/She shall be responsible, in general, to supervise and conduct all activities and operations of the ARK, subject to the control, advice and consent of the Board of Directors

e. He/She shall have general superintendence and direction of all other employees and volunteers (the staff) of the ARK and see that their duties are properly performed.

f. He/She shall submit a report of the operations of the program for the fiscal year to the Board of Directors and members at their annual meetings, and from time to time, shall report to the Board all matters that may affect the ARK.

g. The Executive Director shall be responsible for the hiring and termination of all staff personnel under the policies and procedures of the Board of Directors, and shall be responsible for keeping the Board informed at all times of staff performance and for implementing any personnel policies which may be adopted and implemented by the Board.

h. He/She shall be Ex-Officio member of all committees and shall have the power and duties usually vested in the office of the Executive Director.

i. The Executive Director may, under the direction of the board of Directors, recruit staff that is required to fully plan and operate the ARK facilities that are or may be constructed to house animals, known hereafter as ARK (Animal Rescue Kare) Animal Shelter.

ARTICLE XI- FINANCIAL ADMINISTRATION

Section 1-- Fiscal Year: The fiscal year of ARK shall be January 1 through December 31, unless otherwise fixed and directed by a resolution adopted by the Board of Directors.

Section 2 – Annual Audit and Tax Returns: At the conclusion of the fiscal year, the books of ARK shall be subjected to examination and audit by a certified public accountant licensed by the State of Kentucky in accordance with generally accepted accounting principles applicable to non-profit organizations. The auditor shall be selected by the Finance/Audit Committee of the Board of Directors. The auditor's completed report and required tax forms shall be presented to the Board of Directors for review and comment prior to filing.

Section 3 – Loans: No loan shall be contracted on behalf of ARK and no evidence of indebtedness shall be issued in its name unless authorized by two thirds of the Board of Directors. Such authority may be general or confined to specific instances.

Article XII – CONFLICT OF INTEREST

Section 1 – Addressing a Possible Conflict: Whenever a Director has a financial or personal interest in any matter coming before the Board of Directors, the Board shall ensure that:

a. The interest of such Director is fully disclosed to the Board of Directors.

b. No interested Director may vote or lobby on the matter or be counted in determining the existence of a quorum at the meeting of the Board of Directors at which such matter is voted upon. Any interested Director must remove him/herself from the meeting until the ruling is made on the matter at hand.

c. Any transaction in which a Director has a financial or personal interest shall be duly approved by members of the Board of Directors, not so interested or connected, as being in the best interests of the ARK.

d. Payments to the interested Director shall be reasonable and shall not exceed fair market value.

e. The minutes of meetings at which such votes are taken shall record the following:

1) The names of all the persons who disclosed or otherwise were found to have a financial interest in connection with an actual or possible conflict of interest, the nature of the financial interest, any action taken to determine whether a conflict of interest was present, and the Board's decision as to whether a conflict of interest in fact existed.

2) The names of the persons who were present for discussions and any votes relating to the transaction or arrangement, the content of the discussions, including any alternatives to the proposed transaction or arrangement, and a record of any vote taken in connection with the proceedings.

Section 2 -- Acknowledgement of Conflict of Interest Policy: Each director and member of a committee with Board delegated powers shall be required to sign a statement which affirms that such person:

- a. Has received a copy of the conflict of interest policy;
- b. Has read and understands the policy;
- c. Has agreed to comply with the policy;

d. Understands that the Corporation/Organization is charitable, and in order to maintain its federal tax exemption, it must engage primarily in activities which accomplish one or more of its tax-exempt purposes.

ARTICLE XIII – INDEMNIFICATION

Section 1 – General: ARK shall indemnify any and all of its directors and staff members who may have served at its request or by election for expenses actually and necessarily incurred by them in connection with the defense or settlement of any action, suit, or proceedings in which any of them are made parties by reason of being or having been directors, officers, or staff members, except in relation to matters as to which any such director or staff member shall be adjudged in such action to be liable for willful misconduct in performance of duty.

Section 2 – Expenses: Expenses (including reasonable attorneys’ fees) incurred in defending a civil or criminal action, suit, or proceeding may be paid by the corporation in advance of the final disposition of such action, suit, or proceeding, if authorized by the Board of Directors, upon receipt of an undertaking by or on behalf of the indemnitee to repay such amount if it shall ultimately be determined that such indemnitee is not entitled to be indemnified hereunder.

Section 3 – Insurance: The ARK may purchase and maintain insurance on behalf of any person who is or was a member, director, employee, or agent against any liability asserted against such person and incurred by such person in any such capacity or arising out of such person’s status as such, whether or not the ARK would have the power or obligation to indemnify such person against such liability under this Article.

ARTICLE XIV—RULES

Section 1 - All membership and Board meetings will be conducted according to the rules in the latest edition of Robert’s Rules of Order.

ARTICLE XV: DISSOLUTION CLAUSE

The ARK may be dissolved only with authorization by its Board of Directors given at a special meeting called for that purpose and with subsequent approval by a two-thirds (2/3) vote of the Voting Members (status determined by Membership Committee). Upon dissolution or other termination of ARK, all remaining assets of The ARK, after payment in full of all its debts, obligations, and necessary final expenses, or after the making of adequate provision therefore, shall be distributed to such tax-exempt organizations (with purposes similar to those of ARK) as shall be chosen by the then existing Board of Directors of ARK.

Article XVI – BOOKS AND RECORDS

Section 1 – The ARK shall keep complete books and records of accounts and minutes of the proceedings of the Board of Directors. Financial records will be kept in accordance with the law.

ARTICLE XVII—AMENDMENT OF BYLAWS

Section 1 - These bylaws may be repealed, altered, or amended by a majority vote of the membership at any annual meeting or at any special meeting called for that purpose. New bylaws become effective on their adoption and supersede all previous bylaws. The proposed amended bylaws will be posted onto the ARK website at least 30 days before the meeting at which the vote is taken.

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