

# **Wood County Humane Society BYLAWS**

## **ARTICLE I: NAME**

Section 1.

The name of this organization shall be “The Wood County Humane Society, Inc.”

Section 2.

This Society is and shall be a non-profit corporation under Chapter 1702 of the Ohio Revised Code and tax-exempt under Section 501(c)(3) of the Internal Revenue Code.

## **ARTICLE II: PURPOSE**

The purpose of this Society is to inculcate humane principles; to enforce the laws for the prevention of cruelty or neglect, especially to children and animals; to cooperate with similar agencies in such effort; and all other things which are now, or may hereafter be, required of this Society by the statutes of the State of Ohio. (This language is specified by the Ohio Revised Code 1717.02.05)

## **ARTICLE III: LIMITATIONS**

Section 1.

The Society shall be non-partisan and non-sectarian, and shall take no part in or lend its influence or facilities, either directly or indirectly, to the nomination, election or appointment of any candidate for office in township, village, city, county, state or nation.

Section 2.

The Society encourages the support and active participation of all its members; however, no member shall engage in any activity implicating the Society or any member of the Society, unless such activity has been approved and encouraged by the Board of Directors.

## **ARTICLE IV: MEMBERSHIP**

Section 1.

Any person, household, association, corporation, partnership or estate may subscribe to membership in the Society.

Section 2.

Any such entity who will endeavor to further the purposes for which the Society is formed will become a member upon contributing a recorded gift at the entry membership level or above. The giving categories may be revised annually by the Board of Directors.

Section 3.

Honorary memberships may be granted by the Board of Directors to any person making distinguished contributions to the work of this Society and may be extended in duration as to be determined by the Board. Honorary memberships carry all the rights of a regular membership.

Section 4.

A person or estate is entitled to cast one vote. A household, association, corporation, or partnership may cast a number of votes equal to the number of such entities’ representatives in attendance not to exceed two total votes.

Section 5.

A voting member must have a qualifying contribution on record at least 30 days prior to the first day of the Society’s fiscal calendar year in order to vote at the annual meeting.

Section 6.

Any business (i.e., firm, association or corporation) or estate holding a membership shall have the right any time to change any or all of its representatives upon written notice to the Board of Directors.

Section 7.

Members may be expelled by the Board of Directors for cause within reasonable time as fixed by the Board. No member may be expelled without the opportunity of a hearing before the Board at a proposed time and place and after a reasonable notice. A 3/4 vote of directors present shall be necessary to expel a member. An expelled member shall have the right to appeal to the entire Society and upon her/his written request, she/he must be allowed to make such an appeal at the next annual meeting. A vote of sixty percent of the membership present shall be required to overrule the vote of the Board in this matter.

Section 8.

The resignation or expulsion of a member shall terminate his/her membership. The termination of a membership shall work a forfeiture of all interest of the member in and to property of the Society, and the member shall thereafter have no right thereto or any part thereof.

Section 9.

Any person adopting an animal from the Society shall be granted a one year entry level membership in the Society.

Section 10

Any person, household, association, corporation, partnership or estate contributing a gift recorded as "In-kind Donation" may be granted a one year Friends level membership into the Society, at the discretion of the Membership Committee

**ARTICLE V: BOARD OF DIRECTORS**

Section 1.

- a. The Board of Directors shall be the government of the Society. The direction of its work and the control of its property shall be vested to it. It shall consist of members in good standing of the Wood County Humane Society, to be elected annually for a term of two years. Persons sharing membership may not serve simultaneously on the Board.
- b. No member of the Society related by blood or marriage or living in the same household as a current employee may serve on the Board of Directors. Employees are not eligible to serve on the Board of Directors.
- c. Members elected to the Board of Directors are eligible to serve for up to four sequential two-year terms, after which a minimum one-year break from board service is required. Following such break, members are eligible to run again for open positions. This provision shall not be retroactive.
- d. The number of directors serving on the board at any one time shall fall between a minimum of 11 and a maximum of 15 members with full voting rights. The number of board members elected at the annual meeting will determine the maximum number of board positions for the ensuing year.
- e. A President, Vice President for Administration, Vice-President for Shelter Operations, and/or Treasurer, in the last year of his or her term on the board, may be appointed as ex-officio members for one additional year, in order to serve as mentor to the successor.
- f. Upon their election they shall meet and elect from their own number a President, Vice President of Administration, Vice President for Shelter Operations, Secretary and Treasurer. Each member of the Board of Directors shall actively participate in at least one permanent committee.
- g. An Associate Treasurer may be elected by the Board of Directors, if deemed necessary.
- h. Board members must comply with the Duty of Care in making decisions for the organization, the Duty of Loyalty to never use information gained through his/her position for personal gain and to always act in the best interests of the organization, and the Duty of Obedience to be faithful to the organization's mission and goals; they must also recuse or stand aside when there is a conflict of interest.

Section 2.

The directors shall have the power to fill all vacancies of the Board. They may adopt rules for conducting business of the Society. They shall be required to inform the membership of their work at all membership meetings. They shall submit the finances of the organization at all membership meetings. They shall approve the appointment of any advisors (i.e., legal, financial, veterinary, etc.) and review such appointments annually.

Section 3.

The Board of Directors shall meet at regular times to be fixed by the Board. No less than ten monthly meetings shall be called in any calendar year. Additional Board meetings may be called by 1) the President or Vice President for Administration in the President's absence, 2) a majority of the Executive Committee, or 3) any six members of Board.

Section 4.

Notice of non-regular or additional meetings shall be given to each member by written notification to the post office address or email address maintained by the Secretary at least five days in advance of the day of the meeting. The five day notification period may be waived if the majority of the board has responded. The notice of the meeting shall briefly state the purpose of the meeting.

Section 5.

Any Board member that has an unexcused absence at three Board of Directors meetings within one fiscal-calendar year shall be considered resigned without further action from the Board of Directors. The Executive Committee has the discretion to determine the validity of any excused absence.

Section 6.

By agreement of a majority of the Directors present, the Board may declare a meeting temporarily in executive session to consider personnel matters.

**ARTICLE VI: OFFICERS AND DUTIES OF OFFICERS**

Section 1.

Within thirty days of the Annual Meeting, the new board of directors shall meet and elect for the ensuing year, a President, Vice President for Shelter Operations, Vice President for Administration, Secretary and Treasurer, all of whom must be members of the Board of Directors. Election of officers shall be done by ballot. A simple majority is necessary for election.

Section 2.

The officers of the Board of Directors shall also serve as the officers for the Society. The officers shall serve until a successor is elected. The Board of Directors' term of office shall begin at the conclusion of the annual meeting at which they have been elected to serve and end at the conclude at the annual meeting two years later.

Section 3.

In the absence of the President, the Vice President for Administration takes control followed by the Vice President for Shelter Operations. In the absence of all three of these positions, the meeting must be rescheduled.

Section 4.

- a. The President is the principal executive officer and shall preside at all meetings of the Society and Board of Directors, and shall perform all duties incident to this office.
- b. He/she shall be an ex-officio member of all board appointed committees.
- c. She/he shall be the delegate of the Society to any activity the Board shall deem proper, or he/she may appoint a delegate.
- d. He/she shall be a member of the Executive Committee.
- e. She/he shall promote the prosperity and increase the usefulness of the Society in a manner fitting the chief executive.

Section 5.

- a. The Vice President for Shelter Operations shall be responsible for the general supervision over Society employees, volunteer shelter workers, and property of the Society; and the annual evaluation of the Shelter Manager.
- b. He/she shall be responsible for carrying out the policies of the Board.
- c. He/she shall be the liaison between Board and the Shelter manager under the guidance and jurisdiction of the Board.

- d. He/she shall be a member of the Executive Committee, and chair of Shelter and Personnel Policy Committee.
- e. He/she shall maintain a current copy of the Operations Manual and any confidential records for the society.

Section 6.

- a. The Vice President for Administration serves as the assistant to the President, and shall also be the Society's chief administrative officer and will register as the Society's statutory agent with the State of Ohio.
- b. He/she shall be a member of the Executive Committee, an ex-officio member of all committees, the chair of any ad hoc Bylaws Committee, and serve as parliamentarian for the Board of Directors.
- c. His/her tasks include meeting with committee chairs and monitoring the progress of each committee.
- d. He/she shall be responsible for monitoring and facilitating when necessary tax and payroll filings; the Annual Meeting; employer compliance relations and related legal issues; and other duties as the Board sees fit.
- e. He/she shall be an active member of the Shelter and Personnel Policy Committee, and work with the Vice President for Shelter Operations to maintain appropriate personnel policies.
- f. Will oversee the Society's insurance policies.

Section 7.

- a. The Secretary shall conduct the official correspondence of the Society, and maintain an accurate record of the proceedings of the Society, the Board of Directors and all committees.
- b. He/she shall be a member of the Executive Committee and a member of the Public Relations Committee.
- c. He/she shall be responsible for maintaining a collection of committee reports and other pertinent information pertaining to the Board of Directors for the time period of the last seven years, including the current fiscal year.
- d. He/she shall be responsible for providing appropriate notice and reminders to all Board Members of board meetings.

Section 8.

- a. The Treasurer is the financial officer of the Society and shall keep all the books, ledgers, bills, accounts and other financial papers and records incident to the office.
- b. He/she shall in accordance with the Board of Directors be responsible for all accounts of the Society.
- c. He/she shall receive, hold and administer any and all stocks, bonds, certificates, bequests, notes, securities of all kinds and nature whatsoever belonging to the Society.
- d. He/she may not dispose of them, or any part of them, in any manner without previous directions of the Board of Directors.
- e. She/he shall, subject to the direction of the Board of Directors, invest, or reinvest excess funds not required by the Budget of the Society in any or all of the following:
  - 1. Savings accounts and certificates of deposit maintained by the Society in any bank or any savings and loan association;
  - 2. United States Government Securities
  - 3. The Bowling Green Community Foundation
  - 4. Any investment approved by a 3/4 vote of the Board of Directors.
- f. He/she shall not be liable for the purchase, retention or sales of any investment or reinvestment of the Society, nor for any loss to, or diminution of its funds unless due to his/her own negligence, willful misconduct, or lack of good faith.
- g. Her/his position shall be bonded in the amounts approved by the Board of Directors and the fee or fees shall be paid by the Society. This bond shall be in the custody of the President.

h. The Treasurer shall be a member of the Executive Committee and the Budget and Finance Committee.

## **ARTICLE VII: THE EXECUTIVE COMMITTEE**

### Section 1.

The Executive Committee shall be composed of the President, the Vice President for Shelter Operations, Vice President for Administration, Secretary and Treasurer.

### Section 2.

The Executive Committee shall be empowered to transact any item of ordinary and routine business that cannot be held over until the next Board of Directors meeting.

## **ARTICLE VIII: COMMITTEES**

### Section 1.

The Board of Directors shall authorize and define the powers of all permanent committees and ad hoc committees.

### Section 2.

- a. The permanent committees of the Society shall be Membership and Contributions, Fund Raising, Public Relations, Shelter and Personnel Policy, Budget and Finance, Buildings and Grounds, Volunteers, Spay/Neuter, and Education/Outreach. The President shall within thirty days of his/her installation and with the approval of the Board of Directors, appoint the chairs of these committees. The chairs of these committees must be members of the Board.
- b. The Wood County Humane Society shall employ a humane agent, a shelter manager and other employees (hired at the discretion of the Vice President of Shelter Operations.) The hiring of the shelter manager and the humane agent shall be recommended by the Personnel Committee and Vice President of Shelter Operations, with approval of the Board to follow. (For termination policy, see Personnel Policy Manual.)

## **ARTICLE IX: ELECTIONS**

### Section 1.

The Board of Directors shall be elected at the Annual Meeting, or at a special meeting of the members called for that purpose.

### Section 2.

- a. A nominating committee of not less than five members shall be appointed by the Board of Directors at least four months prior to the end of the fiscal calendar year. The nominating committee should be responsible for advertising for new board members, determining the responsibilities of the election tellers, and advising appointed tellers of their responsibilities prior to the annual meeting. No member of the board who is running for another term shall serve on the nominating committee.
- b. The committee shall nominate from the members of the Society candidates for membership of the Board of Directors.
- c. A list of the nominees recommended by the nominating committee shall be presented to the Board at least sixty days prior to the election.
- d. Additional nominations other than those recommended by the committee may be made from the floor at the election; only if such nominees are present; unless such individual has provided 24 hours notice in advance to the annual meeting. Nominees from the floor shall be current members of the Society.

### Section 3.

All members will receive written notification of the election and the list of the nominees recommended by the nominating committee at least twenty-one (21) days prior to the election.

### Section 4.

Only members in good standing who are present at the annual meeting may vote. Voting by proxy is prohibited.

### Section 5.

All voting shall be by secret ballot. Candidates that receive the highest number of votes corresponding to the number of vacancies on the Board of Directors and have votes from at least one half of those eligible voters present; shall be

declared elected. Candidates elected at the annual meeting will be announced by the close of the annual meeting by the nominating committee's appointed tellers.

Section 6.

The Board of Directors shall appoint a committee of not less than three tellers who are not members of the slate of candidates for election to supervise the election. The nominating committee should be responsible for determining the responsibilities of the three tellers and advising the appointed tellers of their duties prior to the annual meeting. A board member up for reelection can not serve as a teller.

**ARTICLE X: MEETINGS**

Section 1.

The Annual Meeting of the Society shall be held within 30 days of the close of the Society's fiscal calendar year.

Section 2.

Special meetings may be held whenever it is considered necessary by the Board of Directors.

Section 3.

Special meetings may be called by 1) a majority of the Executive Committee; 2) a written request signed by not less than five percent of the current members; or 3) a majority of members of the Board of Directors.

Section 4.

Notice of the time, place and exact purpose of special meetings must be conveyed via written notification to the post office address or email address to all members at least twenty-one days prior to the meeting.

**ARTICLE XI: QUORUM**

Section 1.

The quorum at any annual or special meeting consists of those members in good standing who attend.

Section 2.

A simple majority of the current membership of the Board of Directors shall constitute a quorum at a Board of Directors or Executive Committee meeting.

**ARTICLE XII: DISBURSEMENTS**

All disbursements shall be made by the Treasurer or the associate Treasurer. The President shall be empowered to act in the Treasurer's absence.

**ARTICLE XIII: PARLIAMENTARY AUTHORITY**

Section 1.

The proceedings of all Society meetings shall be governed by and conducted according to the latest edition of *Robert's Rules of Order, Newly Revised*.

Section 2.

Only elected officers of the Society may preside at Society meetings.

**ARTICLE XIV: AMENDMENTS**

These Bylaws may be amended or altered by a two-thirds vote of those present at any regular or special meeting of the Society provided notice of the proposed change shall have been sent via written notification to each member not less than twenty-one days prior to such meeting.