

## **Pulaski County Humane Society Bylaws**

### Section I: Mission and Vision

1. The mission of the Pulaski County Humane Society is to advance the welfare of animals in our community.

Our objectives are as follows:

- Decrease pet overpopulation by providing education, spay/neuter and adoption programs.
- Prevent animal cruelty and promote the humane treatment of animals through education, animal care and welfare programs, and public relations activities.
- Provide valued, educationally focused advice and assistance.

2. Our vision is to reduce unwanted pets in our Community so that in the future no adoptable, healthy and/or treatable cats and dogs will be euthanized.

### Section II: Board of Directors and Officers

1. *General.* The affairs of the Society shall be managed by a board of not less than five nor more than twelve. Directors elected for one year terms and serving without compensation. The terms of Directors shall expire as of the annual membership meeting each year. Directors of the Board may be excused from the Board by a 2/3 vote of the Directors at any time. If a Director is absent from three consecutive meetings he or she may be excused from the Board. Directors and Officers serve at the will of the membership.

2. *Qualifications of Directors and Officers.* Persons elected or appointed to and thereafter serving on the Board of Directors or as Officers must be members of the Society in good standing, not engaged in or otherwise involved in and business or activism that constitutes a conflict of interest with the society, and not having been convicted of any misdemeanor involving cruelty or neglect of an animal or any felony.

3. *Vacancies.* Vacancies occurring on the Board or among the Officers may be filled by a majority vote of the remaining Directors from among qualified members. The term shall run consecutive with the current Board.

4. *Meetings.* There must be 2/3 of the Directors present to conduct business. The President shall preside at the meetings, and shall have the duties and powers normally appurtenant to the office of the President in addition to any particularly specified by these by-laws. In the absence of the President or in the event of his or her death, inability, or refusal to act the Vice President shall perform the duties of the President and when so acting, shall have all the powers and be subject to all of the restrictions imposed upon the President.

a. *Annual Membership Meeting.* The annual membership meeting shall be held in the 4th Quarter each year following the membership drive. Notice of the annual meeting shall be sent out to the membership a minimum of 15 days prior to the meeting. [Members are those who have paid up for the current/following year in good standing and recorded by the secretary by a set date.] The public will be notified during the membership drive of the cutoff date for paid membership for election/voting privileges at the current upcoming nominations/election meeting. The Board of Directors shall be elected by popular vote. Officers shall consist of a President, Vice President, Secretary and Treasurer. The officers shall take office as of the first scheduled meeting of January during the first quarter of the year. They will attend meetings between their nominations and their start date if any are held. This will allow them time to learn the operations and duties of the current Board of Directors. At that time the new officers shall turn over to the successor in the office all properties and records relating to the office within 15 days or by January 15th.

b. *Board Meetings.* Meetings of the Board shall be scheduled at regular intervals and special meetings may be called at any time by the President. Notice of the time and place of Board meetings shall be published online at least three business days in advance of such a meeting.

c. *Executive Sessions.* All meetings of the Board of Directors shall be open, provided that the Board may convene in executive or closed session for a period during any meeting, at which time all persons other than members of the Board may be excluded. Such sessions may be held to consider only the following types of matters:

i. Personnel matters

ii. Legal matters

iii. Financial matters

No actions shall be taken in closed session.

d. *Voting.* Directors will conduct business by majority voting. The presiding officer shall have no vote except to break a tie. Voting may be made via physical attendance, phone conference or electronically. At the annual membership meeting a member must be physically present to vote. Members must be 18 years of age to vote. The Board of Directors and Officers or nominees shall be physically present to be nominated, accept nomination and to be voted by popular vote of the society membership including outgoing Board of Directors members and officers. All members must be physically present to vote with the exception of a member who lives 150 miles from the meeting site.

5. *Powers of Directors.* The Board of Directors shall have all powers granted to it by the Code of Virginia, and the Articles of Incorporation, Individual Directors

shall have only such authority as may be specifically delegated to them by the Board of Directors.

*6. Duties of Directors.*

a. *Principal Duties.* The principal duties of the Board are to:

- i. Establish and supervise the carrying out of policies and programs that will best promote the mission and interests of the Society.
- ii. Determine the fiscal needs of the Society, review and approve an annual budget, supervise the collection, investment and disbursement of funds, and make available an annual financial report to all Members upon request.
- iii. Develop, manage and execute a 3-year plan focused on the mission of the Society.

b. *Other Significant Duties Include:*

- i. Providing adequate communication with the Members of the Society.
- ii. Promoting the programs of the Society.
- iii. Establishing an organizational structure employing adequate professional staff based on funding.
- iv. All Board members are encouraged to volunteer regularly at the shelter as well as learn office duties, rescue operations and spay/neuter clinic procedures. As an employer you should know the duties you hire people to do as well as how they are supposed to be done. BOD members and officers should be familiar with Virginia Commission laws as well as Federal tax laws.

*7. Officers.*

a. The Officers of the Society shall be a President, Vice President, a Treasurer and a Secretary and shall serve without compensation.

b. *Duties of Officers:*

- i. President: He or she shall serve as Chairman of the Board of Directors.
- ii. Vice President: He or she shall perform the duties of the President when the President is absent or incapacitated, or when specifically requested by the President to do so. The Vice President also will perform such other duties as may be placed upon him or her by official action of the Board of Directors.
- iii. Secretary: The Secretary shall keep a record of all membership meetings and board meetings and of all matters of which a record shall be ordered by the Board or membership; shall have charge of correspondence, notify the Board of meetings, and notify Officers and Directors of their election to office. He or she

shall keep a complete list names and addresses of members. He or she shall carry out such other duties as are prescribed in these Bylaws.

iv. Treasurer: The Treasurer shall keep complete financial records of the Society as good accounting practice dictates. He or she shall monitor the preparation of financial statements, as required by the Board. The books shall be at times open for inspection of the Board and a report shall be given at every Board meeting. The Treasurer shall receive, track, and be responsible for all funds of the Society to be kept in the name of the Society in banks or other depositories, and in forms designated by the Board of Directors; and shall make disbursements from such funds in accordance with approved budgets or other duly authorized expenditures.

### Section III Employees of the Society

1. *Executive Director*. The Board of Directors may employ an Executive Director. The Executive Director is to be responsible for all operations and for administering the day-to-day business of the Society in accordance with policies established by the Board. In the event of resignation, termination or temporary absence of the Executive Director, the Board of Directors will immediately appoint an Acting Executive Director to perform the duties. No Officer of the Society may be appointed as Acting Executive Director. In the event that a Director is appointed as Acting Executive Director, it will be without compensation in accordance with all Federal and State laws and Society policies.

2. *Other Staff*. The Board of Directors may engage the services of other staff as required.

3. In the event of a conflict of interest for board members, employees or paid members/volunteers the party or parties with the conflict of interest shall refrain from voting in the matter.

4. Any employee, Board member, member or volunteer of the PCHS is expected to be respectful and do what is expected of them without any incidents or conflict with each other, animal control, county officials, or the public. If an employee, board member, member or volunteer is terminated or resigns or is asked to leave the shelter by PCHS Board of Directors or Animal Control they may lose their membership or volunteer status for a period of time at the discretion of the Board of Directors. This would be decided by 2/3 of the Board of Directors being in agreement via phone, email or any means necessary depending on the situation.

### Section IV Committees and Volunteers

1. The Board of Directors may appoint such committees as it sees fit to advise and assist the Board and the Executive Director in carrying out their responsibilities. The Board shall define the composition and specific powers and duties of each

committee. Members of the committees shall be appointed from among members in good standing with the member's consent.

2. All staff volunteers report to the Executive Director, Office Manager or Spay Clinic Executive as appropriate. Staff Volunteers may not direct or give orders to Society employees or contract hires; Animal Control staff including Officers, cleaning crew, and inmates; and may not approve or disapprove the disbursement of funds in their capacity as Staff Volunteer. In the event an Officer or Director of the Society is acting as a Staff Volunteer, he or she must defer all Officer or Director duties during their Staff Volunteer period. If an employee or contractor of the Society chooses to provide services outside their normal contracted hours, they may do so, but must follow all applicable Staff Volunteer requirements.

#### Section V Membership

Membership is determined by payment or honorary designation. Each member is entitled to one vote. Membership runs annually from December 1 through November 30.

#### Section VI Tax Exempt Status

In accordance with the Internal Revenue Code, the Pulaski County Humane Society is organized and operated exclusively for exempt purposes as set forth in section 501(c)(3).

Section 501(c)(3) organizations are restricted in how much political and legislative (lobbying) activities they may conduct. For a detailed discussion see IRS code.

#### Section VII Dissolution

Upon dissolution of the corporation, the remaining assets of the corporation, after its obligations and requirements of law are met and complied with, shall be transferred to and conveyed to an agency or corporation that is engaged in activities similar to those of the Pulaski County Humane Society, and qualifying under Section 501(c)(3) of the Internal Revenue Code.

#### Section VIII Amendment of Bylaws

1. Amendments to the Bylaws may be proposed by any member of the Board of Directors or by written petition addressed by the Secretary signed by five percent of the members in good standing that are also eligible to vote.

2. In preparing amendments for presentation to the Membership, the Board of Directors or special committee [if the Board appoints one] shall preserve the intent of the amendment(s) as submitted.

3. The Secretary shall have all amendments, together with an explanation of each amendment and recommendations of the Board of Directors [or special committee] distributed to the membership, with a request for written comment from Members within a specified time limit.
4. After comment review an affirmative vote of 2/3 of all members of the Board of Directors is required for any additions or changes in the Bylaws.
5. The Board of Directors will, upon adoption, announce the effective date of the amendment and/or modified Bylaws.

Section IX Order of Precedence

In case of conflicts between the Pulaski County Humane Society Bylaws and the Articles of Incorporation, the latter takes precedence.