

# **BYLAWS OF THE HUMANE SOCIETY OF THE OHIO VALLEY**

## **ARTICLE I**

Section 1.1 Name: The name of this Ohio non-profit corporation is the Humane Society of the Ohio Valley, Inc. (HSOV), and is located in Marietta, Ohio.

Section 1.2 HSOV is a non-profit corporation conforming of the requirements of Section 501(c)(3) of the Internal Revenue Code.

## **ARTICLE II**

Purpose: The purpose of this society is: To prevent cruelty to animals and to relieve their suffering; to extend humane education together with such allied purposes and programs as are consistent with or as may subsequently come into being as a result of amending the charter and/or by-laws of the HSOV; to effect vigilance and inspection when and where warranted concerning the care and treatment of animals in the area served by the HSOV, including cruelty to animals; to give vigorous support for the purpose of improving anti-cruelty and animal control laws; to work toward the solution of overpopulation of animals; to promote and share responsibility for the proper care and placement of animals; and to oppose the release of any animal from public and private animal shelters for the purpose of biomedical research or any other purpose inhumane to animals, and to oppose any measure, administrative or legislative, that would make these practices permissible.

## **ARTICLE III**

Members: The society shall consist of all voting members paying dues as set forth annually by the Board of Directors and any Honorary, non-voting members. Membership dues shall be for one year.

Section 3.1 Membership Classes: There shall be four classes of membership: Junior Member, General Member, Life Member, and Honorary Member. Junior Members, General Members, and Life Members carry all of the rights, privileges and obligations accruing to any class, except as limited by Ohio law. Hereinafter, the term "member" shall refer generically to members of all classes.

Section 3.2 Membership and Life Membership are open to any person making application to the membership committee and paying annual dues, or in the case of Life Membership, lifetime dues. Junior Membership is open to any individual under the age of eighteen (18), upon application to the Membership Committee and paying annual junior membership dues. Junior members may not vote in any regular, special or annual meeting.

Section 3.3 The amount of annual dues, junior annual dues, general annual dues and lifetime dues shall be established and modified by motion of the Board of Directors. Dues may be paid in the form of goods or services acceptable to the Board of Directors.

Section 3.4 Honorary membership may be awarded on motion of the Board of Directors. This is usually done in recognition of exceptional service to the HSOV. Honorary members are exempt from payment of dues. Honorary members may not vote in any regular, special or annual meeting. An Honorary member may also hold a Regular or Lifetime membership if he/she desires and pays the appropriate dues.

Section 3.5 No person shall be denied membership in the HSOV by reason of age, race, color, creed, sex, national origin or sexual orientation.

Section 3.6 Any membership may be terminated if a majority of the Board of Directors finds that person's action and/or deeds are specifically contrary to the purpose and goals of the HSOV.

Section 3.7 Memberships are non-transferable

Section 3.8 The term of membership coincides with the society's fiscal year.

#### **ARTICLE IV**

Section 4.1 Board of Directors: The affairs of the Corporation shall be managed by its Board of Directors consisting of no less than six (6) individuals and no more than nine (9) individuals. Directors need not be residents of the State of Ohio. Members of all classes, except Honorary Members and Junior Members, are eligible to serve on the Board of Directors. Directors shall serve without compensation. Directors shall be elected at the annual meeting from persons nominated, and who accept nomination, from the list of members of all classes except Honorary Members and Junior Members. Directors shall serve until their successors are duly elected and qualified. To be qualified to vote and/or to hold a director's position, a person must be a paid member three months prior to the annual meeting. A person who was employed and terminated from the HSOV is not permitted to be a director. Nominations for directors shall be made to the Nomination Committee no less than 30 days prior to the annual meeting, and shall be made known to the membership no less than fourteen (14) days prior to the annual meeting. Members must be personally present at any regular, special or annual meeting in order to cast a vote at that meeting. Votes shall be cast by paper ballot. Votes by gesture or voice shall not be utilized. Each Director shall hold office for a term of three (3) years or until his/her successor has been duly elected. Term limits for Directors will be no more than two consecutive terms. Directors who have served these limits may be re-elected to the board after a one -year absence.

Section 4.2 Meetings: There shall be an annual meeting of the HSOV, to be held in December of each year, the time and place to be determined by the Board of Directors, and notice shall be emailed or sent through regular mail to all members and to the Board of Directors, at least fourteen (14) days prior to the annual meeting. Regular meetings of the Board of Directors shall be held every month, time and place to be determined by the Board of Directors. Special meetings of the Board of Directors may be held either within, or outside the State of Ohio, and upon such notice as these Bylaws prescribe. Special meetings of the Board may be called by the President, or if the President is absent, or is unable to act, by the Vice President, or by any two (2) directors. Executive session of the Board may be called by the President/Chair only for the purpose of dealing with matters related to specific employees of the HSOV. Such matters deal with pay, work assignments, performance evaluation and disciplinary questions.

Executive session may be called for no other reason. Meeting procedures and protocols shall be governed by the Bylaws and the then current edition of Robert's Rules of Order.

Section 4.3 Standing Committees: The Board of Directors by the February meeting each year shall designate the chairperson of the standing committees. The make-up and duties of each standing committee shall be determined by the Board of Directors according to the needs of this society during any particular period of time.

Section 4.4 Notice: Notice of any regular meeting of the Board of Directors shall be given at least five (5) business days prior thereto and notice of any special meeting of the Board shall be given at least two (2) business days prior thereto by written notice, such notices to be delivered personally, by mail, or e-mail to each director at his or her address as shown on the records of the Corporation.

Section 4.5 Quorum: A majority of the Board of directors shall constitute a quorum for the transaction of any business at any meeting of the Board; but if less than a majority of the directors are present at any meeting, a majority of the directors present may adjourn the meeting from time to time without further notice.

Section 4.6 Vacancy: A vacancy on the Board of Directors may be appointed by the majority vote of the Board of Directors, whose appointment shall run until the next annual meeting. That person shall be eligible for election to hold office for two (2) consecutive three (3) year terms.

Section 4.7 Informal Action By Directors: Any action which may be taken or which may be required by Ohio law to be taken at a meeting of the Board of Directors or a committee of the Board, may be taken without a meeting if a majority of the directors or members of the committee, as the case may be, upon being polled by the President, Vice-President, or the Committee Chair agree to sign written consent or provide email consent setting forth the action taken or to be taken, at any time before or after the intended effective date of such action. Such consent shall be filed with the minutes of the directors meetings or committee meetings, as the case may be, and shall have the same effect as a unanimous vote of the directors or committee members.

Section 4.8 Attendance: All Board Members are required to attend 2/3 of all scheduled Board Meetings during each term year. Members of the Board may be excused from 1/3 of all scheduled Board Meetings during each term year with advance notice to the Chair and/or Secretary. No more than two unexcused absences during any term year will be allowed. Failure to abide by these attendance rules shall be cause for dismissal of the Board Member from the Board of Directors. Upon notice from the Secretary, this issue shall be placed on the agenda by the Chair for the following meeting.

4.81 Leave of Absence: Any Board Member may request a leave of absence for up to three consecutive months during each term year. The request should be made to the Board as soon as practical. Upon approval by the Board, the leave is granted and is exempt from the existing attendance rules and therefore not counted against the Board Member.

Section 4.9 Removal: Any Director elected or appointed as provided in the Articles of Incorporation or these Bylaws may be removed by a minimum 2/3 majority of the persons authorized to elect or appoint such director whenever, in their judgment, the best interests of the corporation will be served thereby.

## **ARTICLE V**

### **Officers**

Section 5.1 Election and Term: The officers of this corporation shall consist of a President, Vice President(s), a Treasurer, a Secretary, and such other officers and assistant officers as may be deemed necessary by the Board of Directors. All Officers shall be elected at the first meeting following the annual meeting by the Board of Directors. Any two or more offices may be held by the same person unless otherwise provided in the Articles of Incorporation. New officers may be created and filled at any meeting of the Board of Directors. Each officer shall hold office for a term of one (1) year or until his/her successor has been duly elected.

Section 5.2 Removal: Any officer elected or appointed as provided in the Articles of Incorporation or these Bylaws may be removed by the persons authorized to elect or appoint such officer whenever in their judgment the best interests of the corporation will be served thereby.

Section 5.3 Vacancies: A vacancy, however occurring, in any office may be filled by the majority vote of the Board of Directors.

Section 5.4 President: The President shall have general supervision of the affairs of the corporation, shall preside at meetings of the Board of Directors when present, and generally shall perform the duties usually incident to his or her office as prescribed by law or the vote of the Board of Directors.

Section 5.5 Vice President(s): The Vice President(s) shall perform the duties usually incident to his or her office as prescribed by law or vote of the Board of Directors. In the absence of the President or in the event of his or her inability or refusal to act, the Vice President(s) shall perform the duties of the President, and when so acting, shall have all the powers and duties of the President.

Section 5.6 Treasurer: The Treasurer shall be responsible for all funds and securities of the corporation, shall oversee the receipt for monies due and payable to the corporation from any source what so ever, and shall monitor the deposit and accounting of all such monies in the name of the corporation and at such bank, trust companies or other depositories as shall be elected; and in general shall perform all the duties incident to the office of Treasurer and such other duties as from time to time may be assigned to the Treasurer by the President or Vice President or by the Board of Directors.

Section 5.7 Secretary: The Secretary shall notify all members of the Board of Directors of all regular and any duly called special meetings of the Board of Directors. Notice shall be furnished in the manner provided by these Bylaws. The Secretary shall faithfully and impartially record the actions taken at each meeting of the Board of Directors and the Executive Committee, if so requested by the Executive Committee. The Secretary shall have custody of the corporate records and the corporate seal, if applicable and shall be sworn to the faithful performance of his or her duties.

Section 5.8 Executive Director: The Board may appoint an Executive Director, who shall hold the position at the pleasure of the Board, and under the supervision and direction of the President. The Executive Director shall conduct the affairs of the HSOV, with the authority to hire and fire all employees under

his/her direction. The Executive Director shall report his/her activities at each Board Meeting and, in the absence of the Secretary, take minutes of the meetings, except as the President shall direct otherwise. The Board is empowered to employ an Executive Director for such compensation as the Board may designate. Additional duties of the Executive Director are designated in the current job description and the HSOV employee manual. The Executive Director is an ex officio member of all committees, except where specifically described otherwise, but does not vote.

Section 5.9 Shelter Manager: The Executive Director shall have the authority to hire a Shelter Manager at the direction of and with the Board approval, to conduct daily affairs of the HSOV. The duties of the Shelter Manager are specified in the current job description and HSOV employee manual. The Shelter Manager shall normally report directly to the Executive Director.

## **ARTICLE VI**

Section 6.1 Contracts: The Board of Directors may authorize any officer(s) or agent(s) of the corporation, in addition to the officers so authorized by these Bylaws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the corporation, and such authority may be general or confined to specific instances.

Section 6.2 Checks, Drafts, Etc.: All checks, drafts, or orders for the payment of money, notes or other evidences of indebtedness issued in the name of the corporation, shall be signed by such officer, or officers, agent or agents of the corporation and in such manner as shall from time to time be determined by a resolution of the Board of Directors, such instrument shall be signed by the Treasurer and countersigned by the President or a Vice President.

Section 6.3 Deposits: All funds of the corporation shall be deposited from time to time to the credit of the corporation in such banks, trust companies or other depositories as the Board of Directors may select.

Section 6.4 Gifts: The Board of Directors may accept on behalf of the corporation any contribution, gift, bequest, or device for the general purpose or for any special purpose of the corporation.

## **ARTICLE VII**

Books and Records: The corporation shall keep correct and complete books and records of account and shall keep minutes of the proceedings of the Board of Directors and Executive Committee, if applicable. All books and records of this corporation may be inspected by any officer, director or his/her agent or attorney for any proper purpose at any reasonable time.

## **ARTICLE VIII**

Fiscal Year: The fiscal year of the corporation shall be the calendar year from January 1<sup>st</sup> through December 31<sup>st</sup>.

## **ARTICLE IX**

Section 9.1 Prohibition Against Sharing Corporate Earnings: No director, officer, employee or person connected with the corporation, or any other private individual shall receive at any time any of the net earnings or pecuniary profit from the operations of the corporation; provided, that this shall not prevent the payment to any such person of such reasonable compensation for services rendered to or for the corporation in effecting any of its purposes as shall be fixed by the Board of Directors; and no such person or persons shall be entitled to share in the distribution of any of the corporate assets upon dissolution of the corporation. Upon the dissolution or winding up of the affairs of the corporation, whether voluntary or involuntary, the assets of the corporation, after all debts have been satisfied, may be distributed by the Board of Directors or by a court of competent jurisdiction upon application of the Board of Directors, exclusively to charitable, scientific, literary, or educational organizations which would then qualify under provisions of Section 501(c)3 of the Internal Revenue Code of 1986, as amended and its regulations as they now exist or as they may hereafter be amended.

Section 9.2 Conflict of Interest: Any possible conflict of interest on part of any member of the Board, Officer, or Employee of the Organization, shall be disclosed in writing to the Board and made a matter of record through an annual procedure and also when the interest involves a specific issue before the Board. Where the transaction involving a Board Member, Trustee, or Officer exceeds five hundred (\$500) but is less than five thousand (\$5,000) in a fiscal year, a 2/3 vote of the disinterested directors is required. Where the transaction involved exceeds five thousand (\$5,000) in a fiscal year, then a 2/3 vote of the disinterested directors and publication in the required newspaper is required. The minutes of the meeting shall reflect that a disclosure was made, the abstention from voting, and the actual vote itself. Every new member of the Board will be advised of this policy upon entering the duties of his/her office, and shall sign a statement acknowledging understanding of, and agreeing to this policy. The Board will comply with all requirements of Ohio law in this area and the Ohio requirements are incorporated into and made part of this policy statement.

## **ARTICLE X**

Investments: The corporation shall have the right to invest and reinvest any funds held by it, according to the judgment of the Board of Directors, provided, that no action shall be taken by or on behalf of the corporation if such action is a prohibited transaction, or would result in the loss, or in any manner impair, the tax exempt status of the corporation.

## **ARTICLE XI**

Exempt Activities: Notwithstanding any other provisions of these Bylaws, no director, officer, employee, or representative of this corporation shall take any action or carry on any activity by or on behalf of the corporation not permitted to be taken or carried on by an organization exempt under section 501(c)3 of

the Internal Revenue Code of 1986, as amended and its regulations as they now exist or as they may hereafter be amended.

## **ARTICLE XII**

Amendment of Bylaws: These Bylaws may be amended, revised, or repealed in the following manner:

1. By the Board by a majority vote, if the amendment/revision/repeal does not relate to the number of directors, the composition of the Board, the term of the office of the directors, or the method or way in which directors are elected or selected; or
2. By the members, with 2/3 of the votes cast or a majority of the voting power, whichever is less.

The Board shall give notice to all membership that a meeting is for the purpose of a Bylaws change at least 10 days if by first-class mail, or at least 30 but no more than 60 days if by any other means of notice, prior to the meeting. The Board shall make available to the membership the proposed changes as soon as possible, but at least 15 days prior to the meeting. Notice shall include the provision to be amended as well as a copy or summary of the amendment to be proposed.

## **ARTICLE XIII**

Indemnification: The Corporation shall have the power to indemnify and, without formal action by the directors or other persons, shall indemnify any person, whether officer, director, employee, agent or other person acting for or in behalf of the corporation, in respect of any and all, matters or actions for which indemnification is permitted by the laws of the State of Ohio, including without limitation, liability for expenses incurred in any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative. The corporation may purchase and maintain insurance on behalf of any person who is or was a director, officer, or agent of the corporation, or who is or was serving at the request of the corporation as director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise against liability asserted against such person and incurred by such person in any of the above stated capacities, or his/her status as such, whether or not the corporation would have the power to indemnify such person.

## **ARTICLE XIV**

Dissolution of the Corporation: Upon the dissolution of the corporation, the Board of Directors shall, after paying or making provision for payment of all liabilities of the corporation, dispose of all residual assets of the corporation by turning them over to one or more animal welfare organizations, as described in section 501(c)3 and 170(C)(2) of the Internal Revenue Code or of the tax code of the federal, state, or local government.

**ARTICLE XV**

Effective Date: These Bylaws are effective upon date of their adoption, this \_\_\_1\_\_\_ day of \_\_\_\_\_October\_\_\_\_\_, 2013.

2013 Board of Directors being:

President Janie Snell

Vice President Kelly McGilton

Treasurer Becky Johnston

Secretary Teresa Cunningham

Celeste Ridgeway

Chad Skinner

Adam Johnson

Above Bi-Laws were voted on and passed unanimously by the HSOV membership in attendance.

Meeting for above vote was properly notified to all current members and copies of all proposed changes were included in mailing through USP. Mailing included date, time and location of said meeting and purpose of meeting.