

SEBASTIAN COUNTY HUMANE SOCIETY

BY-LAWS

ARTICLE I

Purposes and Policy

SECTION 1. The purpose of this society is the prevention of cruelty to animals, the relief of suffering among animals, placement of animals in responsible homes, and the extension of humane education.

SECTION 2. It is the policy of the society to provide humane care and treatment for all animals needing protection in the area served by the society; to seek to return lost animals to their owners; to seek responsible homes for animals without owners; to educate the public about the need for pets to be spayed or neutered; to provide euthanasia when necessary. No animal will be released from the Humane Society for purposes of laboratory testing and/or research. No animal under control of the society may be disposed of except by euthanasia administered by certified personnel of the Humane Society. In its care and disposition of animals, the society shall maintain the minimum standards prescribed by the Humane Society of the United States.

ARTICLE II

Headquarters and Branches

The principal office and headquarters of the society shall be 3800 Kelley Highway, Fort Smith, Sebastian County, Arkansas. The society may establish and maintain branches and offices elsewhere.

ARTICLE III

Members

SECTION 1. Every person who shall pay \$25.00 or more annually shall be classed as an Active Member.

SECTION 2. The annual meetings of the society for the purpose of electing Directors and for the transaction of any other business authorized to be transacted by the members, shall be held at such time and place as shall be specified by the Board of Directors. All meetings of the Board of Directors are open to the membership.

ARTICLE IV

Directors

SECTION 1. The concerns, direction, and management of the affairs of this society shall be vested in the Board of Directors.

SECTION 2. Only Active Members are eligible for election as Directors. No person employed by or receiving remuneration for services from a humane society, and no person who derives his livelihood or any significant income from the purchase, sale, use, care or commercial exploitation of animals, may be a Director.

SECTION 3. The members of the Board of Directors shall be elected at annual meetings held in June each year by the Active Members of the society and shall serve for terms of three years each. Nominations to the Board must be received by the President no later than 30 days prior to the annual meeting. *Each director can serve for a maximum of two consecutive three - year terms. At the end of the second three year term, the Director is limited and must be off the Board of Directors at least one year until the Director is eligible to be re-appointed. This limitation does not apply if Director is elected to any three year office, then the term limit would coincide with the term of that office as set forth in Article V, Section 1. For example, Director A has served five years and is then elected to serve a three year term position as President; Director A/President-Elect will now have three more years on the Board instead of the original remaining year of that Directors original Board Membership.*

SECTION 4. The Board of Directors shall be composed of not less than 10 nor more than 25 members. The Board of Directors shall have the power to add to their number such additional members as shall be necessary to increase their number to 25. At any time when the number of directors in office shall be less than 10, the directors remaining in office shall add to their number until there be no less than 10 directors in office, but no act of this society shall be void at any time merely because there are less than 10 directors in office.

SECTION 5. In case any director shall by death, resignation, incapacity to act, or otherwise cease to be a director during his or her term, his or her successor shall be chosen by the Board to serve until the next annual meeting of the Board and membership. At such meeting the Active Members shall elect a director to fill the unexpired term of the director, unless the unexpired term of the director whose vacancy is to be filled expires at such meeting, in which event a director shall be elected for a full term by the Active Members.

SECTION 6. Regular meetings of the Board of Directors shall be held at such times and places as shall be fixed by the Board; provided, that the Board of Directors shall meet at least quarterly for the transaction of business.

SECTION 7. Special meetings of the Board of Directors may be called by the President, or by the Secretary when requested to do so in writing by any three directors.

SECTION 8. *For meetings called by the President, five day notice by mail, email, or verbal notification shall be given. For meetings called at the request of Directors, ten days notice by mail, email or verbal notification shall be given. No notice shall be required for any meeting at which all of the Directors are present.*

SECTION 9. Any meeting may be held without notice provided every director has been contacted and consents to same.

SECTION 10. A majority of the members of the Board of Directors shall constitute a quorum.

SECTION 11. If any member of the Board of Directors shall be absent from three consecutive regular meetings, without being excused from attendance by the Board, shall be deemed to have resigned from office and the vacancy so caused shall be filled as herein provided for the filling of vacancies in the membership of the Board of Directors.

SECTION 12. All members of the Board of Directors are encouraged to volunteer at the shelter whenever possible.

SECTION 13. Except as otherwise prescribed in these By-Laws, decisions at any meeting of the Board of Directors, the Executive Committee, or other committees shall be by majority vote of those present and voting. Each director shall have one vote and no voting by proxy shall be permitted.

SECTION 14. The Executive Committee shall be composed of President, Vice President, Treasurer, and Secretary. The Executive Committee shall have and may exercise all of the powers of the Board of Directors when the Board is not in session, except such powers, if any, as the Board may specifically reserve to itself, or as may be specifically assigned to any other committees or any officer by the society. The Executive Committee shall adopt such rules and regulations as it may deem prudent for its management.

SECTION 15. Directors, as such, and members of committees, shall be classed as volunteers and shall not receive any salaries or fees for their services but may be reimbursed for any expenses incurred in fulfilling their duties.

ARTICLE V

Officers

SECTION 1. At each annual meeting of the Board of Directors, or in default of election at such meeting, then at an adjournment thereof, or at any meeting of the Board of Directors called for the purpose of election of officers, the Board of Directors shall elect a President, Vice President, Treasurer, and Secretary. It may choose such other officers as the business of the society may require. All the officers shall hold office at the pleasure of the Board of Directors, but in no case beyond the term of three years, for the respective office held.

SECTION 2. Individuals elected to a position on the Executive Committee must have served at least two (2) years on the Board of Directors.

SECTION 3. Whenever a vacancy shall occur in any office of the society by death, resignation, or otherwise, the vacancy may be filled by the Board of Directors.

SECTION 4. The President shall preside over all meetings of the society, the Board, and the Executive Committee; shall make committee appointments; shall be *ex-officio*, with vote, a member of all committees of the Board; shall deliver to the annual meeting of the members of the society a comprehensive report of the program and policies followed by the Board in the preceding year.

SECTION 5. The Vice President shall perform all functions of the President when the latter is incapacitated, is unavailable, or for any reason cannot serve.

SECTION 6. The Secretary shall take and preserve the minutes of all meetings of the members of the society and of the Board of Directors, shall notify members and Directors of annual, regular, and special meetings, and perform all duties assigned by the Board. The Secretary shall cause the minutes of all society meetings to be published in a form which shall be available upon request to all members.

SECTION 7. The Treasurer shall sign all checks for the society, and review at least on a quarterly basis all checks written during that period of time. The Treasurer shall submit to the Board and to the annual meeting of the society an annual report, audited by an independent accountant selected by the Board of the income and expenditures of the society for the preceding year, and of the liabilities and assets. In the absence of the Treasurer, the President is authorized to sign checks on behalf of the society.

ARTICLE VI

Executive Director

SECTION 1. The Board of Directors shall employ an Executive Director to manage daily operation of the society.

SECTION 2. The specified duties and salary of the Executive Director shall be established by the Board of Directors.

SECTION 3. The Executive Director shall report directly to the President. Any expenditures outside the normal realm of business, contracts for service, etc., must be presented to the President for approval.

ARTICLE VII

Miscellaneous

SECTION 1. All meetings of the members of society, the Board of Directors, Committees, shall be conducted pursuant to Roberts Rules of Order set forth in the last published revision thereof.

SECTION 2. The fiscal year of the society shall be January 1 of each year.

ARTICLE VIII

Amendments

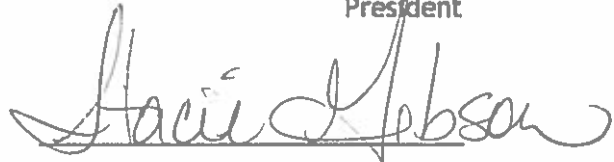
These By-Laws may be amended by the members and/or Board of Directors at any regular or annual meeting. The Secretary shall include the text of the proposed amendment in the notice of the meeting, and upon any amendment to the By-Laws, the text shall be included in the minutes of the meeting at which the amendment was approved.

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By-Laws adopted this 9 day of February, 2017 by the Board of Directors of the Sebastian County Humane Society.



President



Secretary