

FOND DU LAC HUMANE SOCIETY, INC. BYLAWS

ARTICLE I

Name

The name of this association shall be the Fond du Lac Humane Society, Incorporated.

ARTICLE II

Purpose

The purpose of the Fond du Lac Humane Society, Inc. shall be the prevention of cruelty to animals, the education of the general public as to the humane treatment of animals, and the enforcement of laws pertaining to the humane treatment of animals.

ARTICLE III

Headquarters and Branches

The principle office and headquarters of the Society shall be in the City of Fond du Lac, Fond du Lac County, Wisconsin. The Society may establish and maintain branches and offices as designated by the Board of Directors.

ARTICLE IV

Membership

Section I – Designation of Classes of Membership

Every person, partnership, corporation, or unincorporated association accepted as a member who pays a fee as determined by the board of Directors, shall be a member. The Board of Directors may establish and change the amount of dues and classes/categories of membership at any meeting of the Board, but no more frequently than once in any calendar year. The membership of this corporation consists of five (5) membership classes/categories:

- a. Individual (adult person 18 years of age or older)
- b. Family
- c. Youth (person 18 years of age or younger)
- d. Corporate
- e. Benefactor (person or organization contributing \$1000 or more in a calendar year).

The Board of Directors may, through an effective vote, award an individual or an entity with an honorary membership.

Section 2 – Membership Approval

No person shall be a member of the Fond du Lac Humane Society, Inc. unless approved by a Humane Officer, Shelter Manager, or the Board of Directors through an effective vote. An application may be rejected for just cause including, but not limited to, mistreatment or mishandling of animals or willfully causing harm to the Humane Society.

Section 3 – Membership Rejection and Termination Process

Any person or entity that is refused membership or expelled from membership may appeal such rejection or expulsion to the Board of Directors at the first Board of directors meeting following rejection or expulsion. Appellant must address a notice of appeal to the Secretary at least 10 (ten) days prior to such meeting. If it is impossible for an appellant to address a notice of appeal at least (10) dates prior to the first meeting following rejection or expulsion, the appeal may be made at the following meeting. If the Board denies membership or upholds expulsion, a final appeal may be presented to membership at the annual meeting. A notice of appeal must be presented to the Secretary at least 10 (ten) days before the annual meeting. At that time the membership may, by effective vote, overrule any such rejection or expulsion. An effective membership decision is final.

Section 4 – Voting Rights and Procedures

All members, except youth and honorary members, in good standing shall be entitled to one vote at any membership meeting of

the Society or in any referendum. A member in good standing is defined as a member who is current on their membership fee and has been a member of the Society for at least three months.

Section 5 – Elections

Elections for Officers and/or Board of Directors shall be by ballot in contested elections and may be by voice or other means in uncontested elections. For an election to be official, the membership vote must be effective as defined in Article IV Section 9.

Section 6 – Annual Meeting/Bi-annual Meeting

The annual meeting of the Society for the purpose of electing Officers and Board members, and for the transaction of any other business as the Board or members authorize, shall be held in April, at such time and place as shall be specified by the Board. Bi-annual meeting shall be held in October on the same date as the Board of Directors meeting.

Section 7 – Special Meetings

Special meetings of the Society may be called at any time by a majority of the Board of Directors or by twenty-five (25%) of the voting-eligible membership or (twenty-five) 25 voting-eligible members, by filing with the Secretary a request for proposed meeting. Special meetings for which written request has been made shall be held not less than 10 (ten) days nor more than thirty (30) days, after the filing of the request. The special meeting shall be held at a time and place designated by the President. Notice of the time, place, and purpose of such meeting shall be mailed to each voting-eligible member of the society not less than 10 (ten) days before the meeting. No business shall be transacted at the special meeting except that for which the meeting has been called.

Section 8 – Quorum

For the transaction of business by voting-eligible members to be effective, a quorum must be established unless otherwise specifically authorized in these Bylaws. A voting-eligible membership quorum is

established when twenty (20) voting-eligible members or 15% of the voting-eligible membership, whichever is less, are present, and vote. Actual business transactions are then determined by a majority of votes entered.

ARTICLE V **Officers**

Section 1 – Member and Title

The officers of the Society shall be a President, a Vice President, a Secretary, and a Treasurer.

Section 2 – Election Term

Society Officers shall be elected by the voting-eligible members of the Society for a term of either 1 or 2 years, as determined by the Board of directors prior to the election, for a maximum of (3) three consecutive terms or until their successors are elected. Terms of office shall begin at the close of the annual meeting at which elections are held.

Section 3 – Vacancies

A vacancy among the Officers, other than that of the President, shall be filled by the Board of Directors by an effective vote, until the next annual meeting of the Society. In the event of a permanent vacancy, as determined by the Board of Directors in the office of President, the Vice President will succeed until the next annual meeting.

Section 4 – Duties

The duties of the offices shall be as stated and such other duties applicable to the office as prescribed by the parliamentary authority adopted by the Society.

a) The President shall preside over all meetings of the Society and the Board, shall be ex officio, with vote, a member of all committees of the Board; and shall deliver to the annual meeting of the members of the Society, a comprehensive report of the program and policies followed by the Board during the preceding year.

- b) The Vice President shall fill all functions of the President when the latter is incapacitated, is unavailable, or for any reason cannot serve. The Vice President shall have such other powers and perform such other duties as designated by the President or Board of Directors.
- c) The Secretary shall take and preserve minutes of all meetings of the members of the Society and of the Board, shall notify members and directors of annual, regular, and special meetings, and perform other duties which may be assigned by the President. The Secretary shall receive and report all correspondence to the Board, shall answer all correspondence, unless otherwise directed by the Board, and shall have custody of all files, records, and other documents and be responsible for their safe keeping.
- d) The Treasurer shall be responsible for monitoring the control, receipt, and custody of all assets of the Society, monitoring disbursements as authorized by the Board of Directors, reporting receipt, use, and disbursements of all assets of the Society. The Treasurer shall be ex officio a member of the Finance Committee, if such committee shall be established by the Board of Directors.

Section 5 – Removal

Any Officer may be removed from office by a two-thirds (2/3) vote of the Board of Directors, whenever in their judgment the best interests of the Society will be served.

ARTICLE VI

Board of Directors

Section 1 – General Powers

The Board of Directors establishes the policies of the Society, approves budgets and reviews actions and programs. Purchase or sale of real property can not be made without two-thirds (2/3) vote of membership.

Section 2 – Eligibility

Only voting members in good standing are eligible for election as members of the Board of Directors, with the following exceptions. No person employed by the Society may be a Director.

Section 3 – Composition

The Board of Directors shall be composed of not less than five (5) nor more than fifteen (15) 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 fifteen (15). At any time when the number of Directors in office shall be less than five (5), the Directors remaining in office shall add to their number until there be not less than five (5) Directors in office, but no act of this Society shall be void at any time merely because there be less than five (5) Directors in office.

Section 4 – Election and Term

The Board of Directors shall be elected at the annual meeting by voting-eligible members who are in good standing as defined in Article IV Section 4, prior to the election. Each member of the Board of directors shall maintain membership in the Society. Non members elected to the Board of Directors shall have 30 days from the date of their election to become a member of the Society or they must relinquish their position on the Board of Directors. The Board of Directors shall be elected to serve for one, two, or three year terms, as determined by the reigning Board of Directors. The reigning Board of Directors will set the term lengths in an effort to have one-third (1/3) of the Board of Directors elected annually.

Section 5 – Vacancies

If any Director shall by death, resignation, incapacity to act, or otherwise cease to be a Director during his/her term, his/her successor, in accordance with the laws of the state, shall be appointed to fill the vacancy until the next annual meeting by an effective vote, as defined in Article 6 Section 10, of the remaining Directors then in office. This shall be done at any special meeting called for that purpose or at any regular meeting of the Board of Directors.

Section 6 – Organizational Meeting

An annual organizational meeting of the Board of Directors shall be held within 30 (thirty) days after each annual meeting of the Society.

Section 7 – Regular Meetings

Regular meetings of the Board of Directors shall be held at such time and place as the Board of Directors may designate or in the absence of the designation by the Board of Directors, as the President may designate. The Board will hold a minimum of six (6) Board meetings, (including the annual meeting) per calendar year.

Section 8 – Special Meetings

Special meetings of the Board of Directors for any purpose or purposes may be called by the President or by three (3) or more members of the Board of Directors. The request for a special meeting shall state the reason or reasons and shall be made in writing, by fax or via email communication to the President or Secretary, who shall schedule the special meeting at the earliest possible convenient date, not less than three (3) days nor more than 30 (thirty) days from the time of request, and no business shall be transacted except that for which the meeting has been called.

Section 9 – Notice of Special Meetings

Notice of the time, place, and purpose of each special meeting of the Board of Directors, other than any meeting of which the giving of notice is otherwise prescribed by law, shall be given to each Director at least twenty-four (24) hours prior to such meeting. For the purpose of this section, notice will be deemed to be duly given to a Director if given to her/him orally (including by telephone), or if such notice be delivered to such Director in person or be mailed.

Section 10 – Quorum

For the transaction of business by the Board of Directors to be effective, a quorum must be established unless otherwise specifically authorized in these Bylaws. A quorum is established when a majority of the members of the Board of Directors are present. Business

transactions are then determined by a majority vote of the board members present.

Section 11 – Absenteeism

If any member of the Board of Directors shall be absent from three (3) consecutive meetings without being excused by the President, prior to the meetings, they 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.

Section 12 – Compensation

Board of Directors 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 justifiable expenses incurred in fulfilling their duties.

Section 13 – Closed Sessions of the Board of Directors

The Board of Directors, upon a motion of the majority of Directors present at such meeting, or upon request by the President, may request a closed session prior to, during, or immediately following any regular or special Board meeting if the purpose of said meeting involves or is related to any of the following matters:

- a) Deliberations or advice concerning any legal matter pending before any judicial, quasi-judicial or government body.
- b) Consideration concerning the hiring, compensation, promotion, dismissal, demotion, discipline, removal or unemployment compensation of any employee, Officer or Director of the organization. The Board may, by motion of the majority, exclude the person involved from the meeting.
- c) Deliberations or negotiations in respect to any contracts for services or purchase of property.
- d) Personnel, Board, Officer evaluations or problems, or investigation of charges against specific persons which, if discussed in public, may or would likely have a substantial adverse effect upon the reputation of any person.

e) Conferring with legal counsel for the organization who is rendering oral or written advice concerning strategy to be adopted by the body with respect to litigation in which it is or may be involved.

ARTICLE VII

Nominating Committee

Section 1 – Composition

There shall be a Nominating Committee of the Society composed of three (3) members of whom only one should be elected from among the members of the Board.

Section 2 – Method of Election, Terms, Vacancies

a) Members of the committee shall be elected by the members of the Society for a term of two (2) years, or until their successors are elected, and shall not be eligible again for the nominating committee until a lapse of one (1) year.

b) Terms of office shall begin at the close of the annual meeting at which elections are held.

c) The terms of office of one (1) or two (2) of the members shall expire at the close of the next annual meeting of the Society. The Board of Directors shall have the power to fill vacancies in the committee until the end of the term of that vacancy.

Section 3 – Selection and Terms of Chairperson

The chairperson of the committee shall be appointed by the President from among the committee members for a term of one (1) year. A vacancy in the office of the chair shall be appointed by the President for the remainder of the unexpired term.

Section 4 – Quorum

Two (2) members of the committee shall be present in person, or through telephone or other electronic media to constitute a quorum for the transaction of business.

Section 5 – Responsibilities

The committee shall present to the membership at the annual meeting:

- a) Nominees for Officers of the Society,
- b) Nominees for members at large of the Board of Directors, and
- c) Nominees for members of the nominating committee.

Two (2) weeks prior to the annual meeting the slate of nominees and a brief biography of each nominee shall be mailed to the membership by the Secretary.

Section 6 – Other Nominations

Nominations may be made from the floor at the meeting of the Society provided the eligibility of the individuals so nominated has been established and is in accordance with the bylaws, and the written consent and short bio of such individuals has been secured, and the bio presented to the Secretary of the Society prior to the Nominating Committee Chairperson's report. The nominee needs to be fully informed of the qualifications, duties, and obligations of the position.

ARTICLE VIII

Amendments

These bylaws may be repealed, altered, or amended by the members at any annual meeting or at a special meeting of the Society for this purpose; provided that any proposed alterations, changes or amendments shall first be submitted in writing to the committee on bylaws and shall be approved by a majority vote of said committee. (This committee shall be appointed by the President and shall consist of not less than three (3) nor more than five (5) members). Following

such approval by the committee on bylaws, a copy of the amendments or changes shall be mailed to each participating member of the Society not less than fifteen (15) days prior to the holding of the annual or special meeting of the Society, the proposed amendments or changes shall be voted upon and a two-thirds (2/3) majority vote of the members present, shall either adopt or reject

them.

ARTICLE IX

Committees, Standing and Regular

Standing or Regular committees may be established by the Board of Directors at their discretion. Each Standing or Regular committee shall include at least one Director of the Society. Such standing or other committees are to act in an advisory capacity only, to the Board of Directors, and shall not have any of the powers of the Board of Directors in the management of the business and affairs of the Society. The President may appoint alternate members of any such committees, subject to the Board's approval, who may take the place of any absent committee member or members at any meeting of such committee. The President will select a chairperson of the committee who will make such reports to the Board of Directors of its activities as may be requested by the Board of Directors. The designation of such committee or committees and the delegation thereto of responsibilities shall not operate to relieve the Board of Directors or any individual Director of any responsibility by law.

ARTICLE X

Shelter Management

The Board of Directors may, by appropriate resolution, hire any and all management personnel, who shall not be eligible for election as a member of the Board of Directors, per ARTICLE VI, Section 2. All such management personnel shall have responsibilities and powers as may be delegated to him/her by the President and Board of Directors, and shall at all times, be subject to the policies, control, and direction of the Board of Directors.

ARTICLE XI

Fiscal Responsibilities of the Board of Directors

Section 1 – Fiscal Year

The fiscal year of the Society shall begin on January 1st and end on December 31st.

Section 2 – Contributions

Any contributions, bequests, and gifts made to the Society shall be accepted or collected only as authorized by the Board of Directors. Guidelines for accepting contributions, bequests, and gifts, must be established by the Board.

Section 3 – Depositories

All funds of the Society shall be deposited to the credit of the Society under conditions and in such banks as shall be designated by the Board of Directors.

Section 4 – Approved Signatures

All contracts, checks, and orders for the payment, receipt or deposit of money, and access to securities of the Society shall be as provided by the resolution of the Board of Directors. All checks will require at least two (2) signatures as determined by the Board of Directors.

Section 5 – Bonding

All persons having access to a major responsibility for the handling of monies and securities of the Society shall be bonded in amounts set forth by resolution of the Board of Directors.

Section 6 – Budget

The annual budget of estimated income and expenditures shall be approved by the Board of Directors. No expenses shall be incurred in excess of budgetary appropriations without prior approval of the Board of Directors.

Section 7 – Accounting Practices

All accounting records shall be kept in accordance with the American Institute of Certified Public Accountants. Only an insured accounting or bookkeeping service shall be used to handle the accounting of the Society.

Section 8 – Financial Reports

A summary report of the financial operation of the Society shall be made at the annual meeting to the membership and to the public in such form as the Board of Directors shall prescribe.

Section 9 – Investments

The Treasurer of the Society shall invest the funds of the Society in accordance with the direction of the Board of Directors, or any committee of the Board appointed for such purpose.

Section 10 – Legal Council

Independent legal council should be retained by the Board of Directors to:

- a) Ensure compliance with the federal and state requirements;
- b) Review and advise on any and all legal investments the Society executes such as leases, contracts, property purchase or sale.
- c) Every Board member shall receive copies of legal correspondence.

Section 11 – Audits

A Certified Public Accountant and/or other independent public accountant shall be retained by the Board of Directors to make an annual examination of the financial accounts of the corporation. A report of all examinations shall be submitted to the Board.

ARTICLE XII

Indemnification

Section 1 - Indemnity of Officers and Directors

Every person who is or was a Director or Officer of the corporation, (together with their heirs, personal representatives, and legal representatives of such person) shall be indemnified by the corporation against all costs, damages and expenses asserted against, incurred by or imposed upon him/her in connection with or resulting from any claim, action, suit or proceeding, including

criminal proceedings, to which he/she is made or threatened to be made a party by reason of his/her being or having been an Officer or Director. This indemnity shall include reimbursement of amounts and expense incurred and paid in settling any such claim, action, suit or proceeding. This Article is not retroactive and will go into effect the date of approval of these By-Laws.

ARTICLE XIII

Parliamentary Authority

Section 1 – Meetings

All meetings of the Society, the Board of Directors, and Committees shall be conducted by the rules contained in the most current edition of Roberts Rules of Order, and shall govern the Society in all cases to which they are applicable and in which they are not inconsistent with these bylaws and any specific rules of order the Society may adopt.

These By-Laws were approved this 25th Day of April, 2005, and most recently amended on the 27th of April, 2009.