



**WHITMAN COUNTY HUMANE SOCIETY, INC.
Bylaws (effective 2017)**

**ARTICLE I
Name**

The name of the corporation shall be the Whitman County Humane Society, Inc., hereinafter referred to as “WCHS, Inc.”

**ARTICLE II
Mission and Policy**

Section 1. The mission of the WCHS, Inc. is to value the human/animal bond, provide stewardship for homeless pets and promote compassionate treatment of all companion animals.

Section 2. It is the policy of the WCHS, Inc. as a no-kill animal shelter to provide humane care and treatment for all companion animals needing protection in the area served by the WCHS, Inc.; to seek to return lost animals to their owners, to seek suitable homes for animals without owners; and to only euthanize companion animals when necessary according to Board of Directors-approved policy. In its care and disposition of animals, the WCHS, Inc. shall maintain the minimum standards prescribed by The Humane Society of the United States.

**ARTICLE III
Restrictions**

WCHS, Inc. is organized exclusively for religious, charitable, scientific, literary or educational purposes within the meaning of Section 501c3 of the Internal Revenue Code.

Notwithstanding any other provision of these articles, WCHS, Inc. shall not carry on any other activities not permitted to be carried on by an organization exempt from federal income tax under Section 501c3 of the Internal Revenue Code.

**ARTICLE IV
Members**

Section 1. Membership is open to any person, corporation, association, or agency. Membership is maintained by payment of current dues.

Section 2. The amount of annual dues will be set by a majority vote of the Board of Directors. Annual dues are due by the close of the twelfth month following the previous membership renewal date (i.e., in the same month, one year later).

Section 3. If annual dues are not paid within sixty days of the due date membership shall cease.

Section 4: The Board of Directors shall have full discretionary power to terminate any membership for cause at any time by a majority vote.

ARTICLE V
Board of Directors

Section 1. The concerns, direction, and management of the affairs of the WCHS, Inc. shall be vested in the board of directors.

Section 2. Only active members in good standing are eligible for election as directors. No person who derives his or her livelihood or any significant income from the purchase, sale, use, or commercial exploitation of animals; and no person convicted of cruelty to animals may be a director.

Section 3. The board of directors shall be composed (until the first annual meeting of the WCHS, Inc.) of not fewer than five nor more than thirteen members. The board of directors, until such first annual meeting, shall have the power to add to their number such additional members as shall be necessary to increase their number to thirteen. At any time when the number of directors in office shall be fewer than five, the directors remaining in office shall add to their number until there be not fewer than five directors in office, but no act of the WCHS, Inc. shall be void at any time merely because there are fewer than five directors in office.

Section 4. During the May board meeting, the existing Board members will vote upon a slate of proposed new Board member candidates to replace outgoing board members. The slate of candidates will be presented to the WCHS membership via mail by the end of May or in the summer newsletter, whichever is later. WCHS members shall have until the end of July to vote upon the new Board members via exception (i.e., all proposed new board members on the slate will be elected unless a significant complaint(s) is received via membership vote against a given candidate). When a WCHS member fails to submit his/her vote, this shall be considered a vote FOR a given candidate. New members shall begin their terms, and retiring members shall relinquish their terms, on the date of the August board meeting. Should a proposed new Board member be voted down by the WCHS membership, that slot will remain open for appointment by the Board (Section 6 of the Bylaws) and such position will come up again for election the following year.

Section 5: Members of the Board shall serve for terms of three years each, except that at the first election following the adoption of these bylaws, one-third of the members of the board of directors shall be elected to serve for one year, one-third for two years, and one-third for three years. Thereafter, one-third of the board of directors shall be elected annually. After serving up to two full terms, board members must take a year off before serving again.

Section 6. In case any director shall by death, resignation, incapacity to act, or otherwise, cease to be a director during his or her term, the board may, by vote, choose a successor or leave the position open until the next election.

Section 7. An annual organization meeting of the board of directors shall be held in August for the purpose of electing officers.

Section 8. 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 9. Two thirds of the members of the board of directors constitutes a quorum.

Section 10. If any member of the board of directors shall be absent from three consecutive regular meetings without being excused from attendance by the board, he 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 11. Except as otherwise prescribed in these bylaws, 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 12. The board of directors may appoint an executive committee composed of five or more of their number, and such committee shall include the president, the treasurer, and such other members as may be elected by the board at its annual organization meeting or at any meeting by a majority of the members of the entire board of directors. 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 of the WCHS, Inc. The executive committee shall adopt such rules and regulations as it may deem prudent for its management. The board of directors may provide for such other committees as the board deems desirable and may delegate to such committees such duties and powers from time to time as it shall deem necessary or desirable.

Section 13. Members of the board of directors are expected to comply with the prescribed Code of Conduct that encourages the development of a spirit of collective decision-making, shared objectives and shared ownership of and respect for Board decisions. The Code of Conduct shall be made available to those seeking election as members of the Board of Directors prior to their election.

Section 14. Members of the Board of Directors receive a copy of the Whitman County Humane Society By-Laws and the Oath of Office and Confidentiality Agreement upon taking office in August of the year they are elected by the membership or, if elected by the Board of Directors, at the Board of Directors meeting after which the vote was held. The Oath of Office and Confidentiality Agreement must be signed and returned to the WCHS administrative office to be kept on file within 30 days of the Director receiving the document. It is the Director's responsibility to submit this document. Should the Oath of Office and Confidentiality Agreement fail to be returned to the WCHS administrative office within one month of taking office, said Director will receive a single reminder that the document is not on file and will have 30 days after the date of the reminder to submit the signed document. Should the Oath of Office and Confidentiality Agreement fail to be returned within 30 days of the reminder, the Director will be considered to have resigned his/her position and will no longer be a member of the Board of Directors.

Section 15. The Board of Directors shall have full discretionary power to terminate any directorship for cause by a majority vote after an opportunity for hearing before the Board of Directors.

*Section 16. Indemnification: WCHS shall, by resolution of the Board of Directors, provide for indemnification by WCHS of any and all current or former officers, directors and employees against expenses actually and necessarily incurred by them in connection with the defense of any action, suit, or proceeding in which they or any of them are made parties, or a party, by reason of having been officers, directors or employees of WCHS, except in relation to matters as to which such individuals shall be adjudged in such action, suit or proceeding to be liable for negligence or misconduct in the performance of duty and to such matters as shall be settled by agreement predicated on the existence of such liability of negligence or misconduct.

ARTICLE VI Officers

Section 1: At the August meeting of the board of directors, or in default of election at such meeting, then at an adjournment thereof, or any meeting of the board of directors called for the purpose of election of officers, the board of directors shall elect a president, a vice president, a secretary, and a treasurer. It may choose such other officers as the business of the WCHS, Inc. may require. All the officers shall hold office at the pleasure of the board of directors but in no case beyond the time when their respective successors shall be elected and shall qualify.

Section 2. Whenever any vacancy shall occur in any office of the society by death, resignation, or otherwise, the vacancy may filled by a majority vote of the board of directors.

Section 3. The president shall preside over all meetings of the WCHS, Inc., the board and the executive committee; 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 WCHS, Inc. a comprehensive report of the program and policies followed by the board in the preceding year.

Section 4. The vice president shall fill all functions of the president when the latter is incapacitated, is unavailable, or for any reason cannot serve.

Section 5. The treasurer shall receive and deposit in a bank designated by the board all monies and securities, disburse funds in accordance with a budget approved by the board of directors, and submit to the board and to the annual meeting of the society an annual report, reviewed by an independent accountant selected by the board, of the income and expenditures of the WCHS, Inc. for the preceding year, and of liabilities and assets.

Section 6. The secretary shall give due notice of the time and place of all meetings, preserve the records of the proceedings of the WCHS, Inc. and its board of directors. The Secretary shall have the custody of the bylaws, records, and general archives of the WCHS, Inc. except as they may be expressly placed in the care of others by order of the board. The Secretary shall be responsible for all correspondence unless otherwise directed.

Section 7. Officers' terms of office shall begin at the close of the August meeting of the board of directors at which they are elected. Officers shall serve for a period of one year. No member shall hold more than one office at a time, and no member shall be eligible to serve more than three consecutive terms in the same office.

ARTICLE VII Meetings

Section 1. Regular meetings of the board shall be held monthly on the third Monday of the month. These meetings shall be open to the public. Any change of meeting date shall be posted on the website at least ten days prior to the meeting.

Section 2. The annual meeting of the WCHS, Inc. for the public presentation to the WCHS membership of the new officers and committees, the presidential presentation of the state of the Society, and for the transaction of any other business authorized to be transacted by the members shall be held at the normal October board meeting or at such time and place as shall be specified by the board of directors.

Section 3. Special meetings may be called by the President, by a majority of the board of directors, or upon the written request of 10 members of the WCHS, Inc. The purpose of the meeting shall be stated in the call. Except in cases of emergency, at least three day's notice shall be given.

Section 4. A two-thirds majority of the Board of Directors shall constitute a quorum for the transaction of any business.

Article VIII Pooch Park

Section 1. Pooch Park's purpose is to support and promote the development and sustainability of an off-leash dog park to encourage the well-being of dogs and their owners, which includes socialization, good health, exercise, and a community spirit among dog owners. The Pooch Park from its inception was designed and built to be a first-class facility. This includes good sanitation, all amenities maintained in good order, landscaping well maintained and replaced or added to as appropriate, and meeting the needs and wants of our clients: the members of the Pooch Park and their dogs.

Section 2. Pooch Park (PP) is a unit of Whitman County Humane Society (WCHS) relies upon the WCHS for land, non-profit status and support. The park is an off-leash dog park that is part of the WCHS campus, and shares its 501(c)3 status. The land is owned by WCHS.

Section 3. The PP committee will provide guidelines which include setting membership fees to ensure long-term maintenance of the park, establishing dog park rules and dealing with the violation of the rules or misuse of the park facilities.

Section 4. A WCHS Board member will chair the Pooch Park committee. In the event of co-chairs, at least one of the chairs must be a WCHS Board member. Chair(s) will be voted on annually at the September meeting.

Section 5. Meetings will be held on a monthly basis. Location and time will be determined by the majority of the committee members at the September PP meeting.

Section 6. Committee members do not need to be voted onto the committee to participate. Members must attend two consecutive meetings, and at their third meeting their voting rights will be granted. If a member has two unexcused consecutive meetings, then their voting

privileges will be considered inactive. Resuming attendance at meetings will reinstate voting privileges. A member of the PP committee may be removed by majority vote of the committee.

Section 7. The WCHS Business Manager and the WCHS Director of Shelter Operations are non-voting members of the PP committee. A member of the PP committee will provide a monthly income, expense and net balance report at each monthly meeting from the WCHS Business Manager.

Section 8. Fifty percent of the members of the committee constitutes a quorum. Over half present will represent majority vote. If an issue needs to be acted upon between meetings, then an email vote will be taken and a majority of responses will be considered a pass.

Section 9. The PP funds will be under a separate account from general WCHS operations accounts. All Pooch Park membership funds must be allocated to the PP account. All donations designated to PP must be allocated to the PP account.

Section 10. The net balance figure must not go below \$6000 in reserves at any time during the year to ensure there are annual funds for yearly maintenance. If amount fall below the minimum reserves, PP will suspend payment to WCHS. WCHS will accrue all charges to be repaid by PP. A PP meeting will be scheduled with the WCHS board if the amount falls below \$7000 to discuss a payment schedule. If costs to maintain the park increases the committee will increase the minimum reserves to meet the new need.

Section 11. Average costs incurred by to the WCHS in running the PP each month will be reimbursed on the following basis: 20% of membership income each month will be transferred to general operations. Transfers will take place once a month based upon that month's membership by the 5th day of the following month.

Section 12. As of March 1, 2016 PP owes WCHS \$13,334 for parking lot grading, graveling and paving. Pooch Park will return \$110 per month to the WCHS building fund for 120 months after an initial payment of \$134. If funds allow, extra payments may be made on a case-by-case basis. Amounts due will be adjusted/postponed if minimum threshold of required bank balances comes close being breached.

Section 13. Any sub-committee formed to raise funds for PP will be an ad hoc committee of the PP Committee. The chair of the ad hoc committee must be a member of the PP committee and report back to the PP committee. Any member of the ad hoc committee may or may not be members of the PP committee. The ad hoc committee will notify the PP committee, who by majority vote (email or in person) will decide on estimated expense, general budget and distribution of net funds.

Section 14. All committee members, with voting privileges, will be emailed a copy of submitted incident report and get a 50% response from current active members how to proceed. Committee members have three days to respond, which will allow for a committee response to be drafted and sent to the involved parties within seven (7) days. We expect that if the committee member has a personal relationship that could induce bias, he or she will abstain from the proceedings.

Section 15. Additional Documentation: See Waiver, Application, and Park Rules. PP By-Laws will be reviewed annually at the February committee meeting. The PP by-Laws will be provided to the WCHS if there any there are changes.

ARTICLE IX
Committees

Section 1. The Board of Directors shall have the power to appoint such committees as it may deem necessary. All committees must be chaired or co-chaired by a board member.

ARTICLE X
Parliamentary Authority

The rules contained in the current edition of *Robert's Rule of Order Newly Revised* shall govern the WCHS, Inc. in all cases to which they are applicable and in which they are not inconsistent with these bylaws and any special rules of order the WCHS, Inc. may adopt.

ARTICLE XI
Amendment of Bylaws

These Bylaws may be amended at any regular meeting of the board of directors of WCHS, Inc. by a two-thirds majority of those present.

ADOPTED October, 2017.

WHITMAN COUNTY HUMANE SOCIETY, INC.

Kelly Sebold, Secretary