

HUMANE SOCIETY OF BARRON COUNTY, INC.
BY-LAWS

Adopted by general membership January 10, 1995

I. NAME

The name of this organization shall be: HUMANE SOCIETY OF BARRON COUNTY, INC.

II. PURPOSE

The purpose of this organization shall be:

The prevention of cruelty to animals, education of the general public as to the humane treatment of animals, enforcement of laws pertaining to humane treatment of animals, and any other charitable, religious, educational, or scientific purpose, including, for such purposes, the making of distributions to organizations which are concerned with the welfare of animals and which qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law).

III. FISCAL YEAR

The fiscal year of this organization shall end on December 31.

IV. MEMBERSHIP

(A) There shall be two (2) classes of membership as follows:****

(1) Extended Membership 5 years (voting rights; must be at least 18 years of age; will receive quarterly newsletters), \$100.00.

(2) Supporting Membership 1 year (voting rights; must be at least 18 years of age; will receive quarterly newsletters), \$25.00.****

(B) Memberships are valid from the date they are paid for the appropriate time period based on the type of membership purchased.****

(C) Any person who donates the equivalent of a membership fee at any single time, and desires membership, must do so by filling out a membership request form. Membership will no longer be automatic for donations of twenty-five or one hundred dollars received at a single time. However, donors of these amount will automatically receive the quarterly newsletter.****

(D) No member whose dues are not paid for the current year may vote.

(E) Each new member shall, upon request, receive a copy of these by-laws and any amendments thereto.

- (F) Any member may be expelled by a vote of two-thirds of the members present and voting at any meeting, provided written charges are presented to the Board of Directors at least two weeks previously and the person charged has been given written notice of an opportunity to be heard before the voting membership of the association and the Board of Directors at least one week (7 days) prior to the meeting when the vote to expel will be taken. ****
- (G) Membership shall be open to any humane person including employees of the association; however, no employee who is a member may vote on any matter affecting employment at the shelter.

V. MEETINGS

- (A) The Board of Directors meeting shall be monthly. The March meeting shall be the Annual meeting. And election of Directors shall be held with the Directors officially taking office at the April meeting of the Board of Directors. ****
- (B) Notice: Not less than seven (7) nor more than thirty (30) days before each meeting, written notice of the time and place of the meeting shall be given to the members, personally, by mail to their last known address as shown on the records, or by publishing a Class II legal notice.
- (C) Special meetings
- (1) The president may call a special meeting of the association upon giving notice to the members in a manner herein described for a meeting, except the notice shall also specify the purpose of the special meeting.
 - (2) Upon written demand, signed by at least twenty (20) percent of the members, the president shall call a special meeting for which the purpose of the demand relates, in the manner herein described.
- (D) Quorum: A quorum at a member meeting shall shall be ten percent (10%) of the first one hundred (100) voting members plus five percent (5%) of additional voting members , present in person. A quorum shall never be more than fifty (50) voting members nor less than five (5) voting members, or a majority of all voting members, whichever is smaller. Plus a quorum of the board. ****
- (E) Voting: Each voting adult (eighteen years or older) member is entitled to one and only one vote on each question. Voting by proxy is not allowed. ****
- (F) Order of Business:
- (1) The order of business at the election meeting, and so far is applicable at other meetings, shall be substantially as follows:

- (a) Registration of voting members (or board members in the case of a board meeting).****
- (b) Public or member comments. ****
- (c) Secretary minutes of all previous meetings including Board of Directors' meetings and treasurer's reports shall be available to voting members present.
- (d) Reports of officers and committee chairmen if needed.
- (e) Unfinished business.
- (f) New Business.
- (g) Election of Directors (except during regular board meetings).****
- (h) Additional public comment. ****
- (i) Adjournment.

(2) Rules of Order: All meetings shall be conducted according to and governed by Robert's Rules of Order (revised), except as otherwise provided by these by-laws. ****

VI. Board of Directors

- (A) The Board of Directors shall consist of at least seven (7) and not more than nine (9) Members.
- (B) Directors shall be elected by voting members on a written ballot at the annual meeting. There can be no proxy voting. The nominating committee of three (3) persons, appointed by the President, shall recommend a slate of directors. Additional nominations may be made from the floor.
- (C) No person engaged in any endeavor of questionable humaneness or, in the opinion of the Board of Directors presents any possible conflict of interest, shall be eligible for election to the Board of Directors. ****
- (D) At each Annual Meeting there shall be elected Directors equal in number to those whose terms have expired. Each Director shall serve for a term of three (3) years, except that the initial Board of Directors shall serve for staggered terms of three (3) years, two (2) years, and one (1) year; three directors to serve for each term. Directors may serve not more than two (2) consecutive terms totalling no more than six years. Directors completing their term limit may not again serve on the Board of Directors until at least one year has passed from the end of their previous tenure on the Board. The past President may remain as an ex-officio member on the board for up to one year after their term as President has ended, depending on their wishes. ****

- (E) The Board of Directors shall hold monthly meetings. The only exception will be when the date of a previously posted meeting falls on a day when the weather, at the discretion of the President, is too dangerous for people to travel. In that rare instance, a previously posted meeting will be cancelled, and postponed until the next regularly scheduled monthly meeting. A meeting may also be cancelled due to other extenuating circumstances at the discretion of the President. Cancellation will be announced on the HSBC Facebook page. The President may call additional meetings from time to time, pursuant to language found in Section 5 (C) of this document.****
- (F) Vacancies: Vacancies occurring on the Board of Directors shall be filled by the remaining Board members, using an elective process, until the Annual Meeting of the association next following the vacancy. At that annual meeting, the Director filling the vacancy may be elected to a term of either one (1), two (2), or three (3) years. The length of the term dependant on preserving the staggering of terms as outlined in section VI (D) above.****
- (G) Absence from Meetings: Failure of a director to attend two (2) consecutive regular meetings of the Board of Directors will automatically terminate his/her term of office and the position will be vacant. However, a Director will be considered in attendance if they participate via speakerphone, or some other technological method, when circumstances require them to be elsewhere during a regularly scheduled meeting time.****
- (H) Immediate family (spouse, child, parent, sibling) of Humane Society employees shall not serve on the Board of Directors. Likewise, a past employee of HSBC may not be eligible to be elected or appointed to the Board until one (1) year from their last date of employment at HSBC.

VII OFFICERS

- (A) Election: The Directors shall elect from their number a President, Vice-President, Secretary, and Treasurer to serve for one (2) year term.* At the end of their two year term, officers may again serve as officers provided the next office they fill is different from that whose term has just expired. No officer may repeat a specific office until they have vacated that position for at least one term.****
- (B) Duties of Officers
- (1) The principal duties of the President shall be to preside at all meetings of the Board of Directors and all regular meetings and special meetings of the members, and to have general supervision of the affairs of the organization. The President shall sign all contracts or other documents on behalf of the organization.
 - (2) The principal duties of the Vice-President shall be to discharge the duties of the President in the absence or disability for any cause whatever of the President.

- (3) The principal duties of the Secretary shall be to keep a record of the proceedings of the Director's meetings and the members' meetings. The Secretary shall be responsible for the posting of all meetings, as well as securing the meeting room on an annual basis. ****
- (4) The principal duties of the Treasurer shall be to keep, in association with the accounting office, an accurate count of all funds received and disbursed and report to the Board of Directors and General Membership with a printed report at the monthly meeting. ****
- (C) Vacancies: The Directors shall elect any eligible Board member as an officer to the unexpired term for which there is a vacancy.

VIII Committees

The Board of Directors shall establish and maintain the following committees when the need exists and when chairpersons are available to assume these responsibilities. A review of committee will be made each April by the Board of Directors. Committees shall be chaired by a member of the Board of Directors, and may include voting members of the association.

- (A) Finance Committee: this committee is to have the function of constantly studying the budgetary needs of the association. The committee will plan the budget and supervise expenditures. ****
- (B) Fundraising Committee: this committee is a fundraising committee. It will be engaged constantly in raising funds to carry out the program of the association and the expansion of facilities. ****
- (C) Membership and Publicity Committee: this committee will carry on a constant campaign to increase the number of members and contributors, and shall keep an up-to-date file of memberships and contributors. ****
- (D) Nominating Committee: this committee, appointed by the President each year, shall recommend a slate of Directors to fill any vacancies on the Board which will occur as a result of expiring terms. ****
- (E) Education Committee: this committee will promote educational programming on humane subjects and animal care. ****
- (F) Shelter Committee: this committee shall have the function of seeing to it that the shelter policies, contracts with collateral organizations, and agreements with veterinarians are carried out by shelter staff, and in general, give whatever assistance necessary to maintain humane, efficient, and effective shelter operations. ****

(G) Endowment Committee: this committee, established pursuant to the distribution agreement made with the Robert A. Ritchie Living Trust, shall oversee this and all endowment funds created on behalf of the Humane Society of Barron County. This committee will be made up of three members as outlined in the Ritchie Endowment Fund Agreement.****

(H) Other: Additional committees may be appointed by the President as needed.

IX Capital Structure

- (A) All dues and fees levied and collected shall be income to the association.
- (B) Adequate unallocated reserves for depreciation, obsolescence, and losses for bad accounts shall be established and maintained.
- (C) Any net earnings after payment of all costs and expenses, together with reasonable reserves, may be retained by the organization as unallocated surplus.
- (D) None of the earnings shall be distributed to or applied to the benefit of any member, officer, director, firm, or corporation.
- (E) In the event of dissolution, any remaining assets shall be distributed to organizations organized and operated exclusively for charitable, educational, or scientific purposes under Section 501 (c)(3) of the Internal Revenue Code of 1954, and which organizations are primarily concerned with the welfare of animals.

X Amendment of By-laws

To amend the By-laws, a motion must be made and seconded at any general business meeting, a copy of the motion made available to each voting member, either through the mail, online, or in person at the shelter, and the action voted on at the next general business meeting.****

XI Audits

At the close of each fiscal year and at such times as the Board of Directors shall make or cause to be made, an accurate written statement of the financial condition of the association, including an accurate inventory of all its property and assets.

*Amendments pertaining to length of time for officers, membership fees, and discontinuing committees approved in 2009. Amendment filed at HSBC

** Amendment addressing "General Board Meetings approved in 2013. Amendment filed at HSBC.

*** Amendment pertaining to Endowment Committee approved in 2014. Amendment filed at HSBC.

**** All sections so marked approved for amendment in 2019. Amendment filed at HSBC.

Note: Some amendments approved in past years may have once again been amended. Therefore, all previous amendments may not appear in the most current By-laws document.