

HUMANE SOCIETY OF BARRON COUNTY, INC.
BY-LAWS

Adopted by general membership Jan. 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 the 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 three (3) classes of membership as follows*:

- (1) Extended Membership (voting rights; must be at least 18 years of age; will receive published newsletter), \$100.00.
- (2) Supportive Membership (voting rights; must be at least 18 years of age; will receive published newsletter), \$25.00.
- (3) Associative Membership (no voting rights; will receive published newsletter), \$10.00.

(B) Memberships, other than extended memberships, are valid for one year from the date they are paid.

(C) Any person who donates the equivalent of a membership fee at any single time shall have all the privileges of membership assigned to that class of membership.

(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 for an opportunity to be heard before the voting membership of the association or Board of Directors.

- (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 Director's meeting shall be held monthly.* The January meeting shall be the Annual Meeting and election of Directors shall be held with 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 addresses 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 the manner herein described for a meeting, except that 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 the purpose to which the demand relates, in the manner herein described.
- (D) Quorum: A quorum at a member meeting shall be ten percent (10%) of the first one hundred (100) members plus five percent (5%) of additional members, present in person. A quorum shall never be more than fifty (50) members nor less than five (5) members, or a majority of all members, whichever is smaller.
- (E) Voting: Each voting adult (18 years or older) member is entitled to one and only one vote on each question. Voting by proxy is not allowed in the society.
- (F) Order of Business:
- (1) The order of business at meetings, and so far as applicable at other meetings of the members, shall be substantially as follows:
 - (a) Registration of voting members
 - (b) Secretary's minutes of all meetings including Board of Directors' meetings and treasurer's reports shall be available to voting members present
 - (c) Reports of officers and committee chairmen, if needed
 - (d) Unfinished business
 - (e) New business
 - (f) Election of directors
 - (g) Adjournment
 - (2) Rules of Order: Meetings of the members and of the Board of Directors shall be conducted according to and governed by Roberts 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. 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 that, 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 (3) directors to serve for each term. No directors shall be eligible for re-election in the year that his/her term expires, except the immediate past president, whose term would otherwise expire, shall remain on the board for a term of one year as a non-voting advisory member.
- (E) The Board of Directors shall hold monthly meetings. The President may call additional meetings from time to time, and must do so upon the demand of a majority of the Directors.
- (F) Vacancies: Vacancies occurring on the Board of Directors shall be filled by the remaining Board members, using an elective process, until the general meeting of the association next following the vacancy. Any member filling an unexpired term of less than one (1) year may be elected to a succeeding three (3) year term. At the general meeting next following the vacancy, a director must be elected to fill the unexpired portion of the term vacated.
- (G) Absence from Meetings: Failure of a director to attend three (3) consecutive regular meetings of the Board of Directors will automatically terminate his/her term of office and the position will be vacant.
- (H) Immediate family (spouse, child, parent, sibling) of Humane Society employees shall not serve on the Board of Directors.

VII. OFFICERS

- (A) Election: The Directors shall elect from their number a President, Vice-President, and Secretary and Treasurer to serve for one (2) year 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 Directors' meetings and of the members' meetings. The Secretary shall also keep all books, papers, and records pertaining to the business of the association. In addition, the Secretary shall handle all the correspondence of the organization, retain all correspondence received, and keep copies of all correspondence sent.
 - (4) The principal duties of the Treasurer shall be to keep an accurate count of all funds received and disbursed.
- (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 every June by the Board of Directors.

- (A) Finance Committee is to have the function of constantly studying the budgetary needs of the association. The committee will plan the budget and supervise expenditures. Any committee or department of the association that wishes to spend in excess of their individual budget must consult the Finance Committee before doing so and have the Finance Committee refer the expenditure to the Board of Directors. The Finance Committee is to meet a minimum of four (4) times a year and to prepare records for audit at the end of the fiscal year.
- (B) Fundraising 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 & Publicity 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. This file shall be kept by the Chairman. This committee shall release general publicity for the association and publish a newsletter. This committee shall keep all newspaper and magazine items relating to this organization. Guidelines for this committee shall be established and enforced by the Board of Directors.
- (D) Nominating Committee shall consist of three (3) voting members, appointed by the president at the beginning of each year to serve for one year, and shall recommend a slate of directors. The committee shall select one of its number to be its Chairperson.
- (E) Education Committee will provide an education program on humane subjects and animal care through public schools, other organizations, newspapers, radio, and television. These programs should include proper care and treatment of animals, as well as the functions and

policies of the association. This committee can be sub-divided into more than one group.

- (F) Shelter Committee shall have the function of seeing to it that the shelter policies, contracts with municipalities, and agreements with the veterinarians are carried out to the letter by the shelter personnel, and, in general, give whatever assistance necessary to maintain humane, efficient, and effective shelter operations. The committee shall keep informed on nationally accepted humane practices and routine animal care and make decisions pertaining to same consistent with shelter policies, by-laws, contracts, and agreements in all matters affecting shelter operation. In addition, they shall attend to minor repairs, replacements and upkeep and report to the Board of Directors any major repairs or upkeep necessary to keep the building and equipment in good repair. The committee shall have a minimum of three (3) members, with one member of the Board of Directors serving.
- (G) Endowment Committee.*** An Endowment Committee (EC) shall be established, pursuant to a distribution agreement made with the Robert A. Ritchie Living Trust. The EC will oversee the Robert A. Ritchie HSBC designated fund. The EC shall be comprised of three members of the HSBC Board of Directors who are not employees of HSBC. So long as HSBC is under contract with Barron County to manage, house, adopt or euthanize animals in Barron County, one member of the EC shall be a Barron County Board Member.

If HSBC is no longer under contract with Barron County to provide services to manage, house, adopt or euthanize animals in Barron County, HSBC would no longer be required to have a Barron County Board Member serve on the EC. The HSBC Board shall in any event select the member of the EC.

The fund shall be established as a long term investment. The EC may accept additional gifts and donations to the fund from third-parties for the use and benefit of HSBC.

The HSBC will make available to the EC all of HSBC's monthly and annual financial statements and shall keep and maintain its own financial statements.

- (H) Other 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, or any other person, 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 as shall at the time qualify 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 sent to each voting member, and the action voted on at the next general business meeting.

XI. AUDITS

At the close of each fiscal year and at such other times as the Board of Directors shall determine, the officers 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.

NOTE: Original (excluding amendments) By Laws filed at HSBC.