



Bylaws of the Iowa County Humane Society

Revised January 2009

Article I

Purposes and Policy

Section I. The purpose of this society is the prevention of cruelty to animals, the relief of suffering among animals and the extension of humane education.

Section II. It is the policy of the society to provide humane care and treatment for all animals needing protection in Iowa County; to seek to return lost animals to their owners; to seek suitable homes for animals without owners. The Iowa County Humane Society is a no-kill shelter. No animal under control of the society may be disposed of except by recommendation of the Director and a majority of the Executive Board. 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 principle office and headquarters of the society shall be at 3207 Bennett Road, Dodgeville, Iowa County, Wisconsin. The current headquarters at the writing of these bylaws is being leased with the intent to purchase. The society may establish and maintain branches and offices elsewhere.

Article III

Seal

The Executive Board of Directors may prescribe the design for a corporate seal. The seal may be used by causing it or a facsimile thereof to be impressed or affixed or reproduced otherwise. No individual or organization may use the ICHS logo or other designation without the expressed written consent of the Executive Board of Directors.

Article IV

Members

Section I. Members are not required to reside in Iowa County. Individuals eligible for membership shall not engage in commercial exploitation of animals. No person convicted of cruelty or neglect to animals or who engages or has engaged in blood sports involving animals may be a member. Membership must be paid when due.

Section II. The Executive Board of Directors may reject any application or expel any member at any time for reasonable cause.

Section III. Membership options for each calendar year shall be set at the Annual Meeting.

Section IV. *Members:* Any eligible individual shall become a member in good standing of the Iowa County Humane Society by paying the membership fee, and agreeing to abide by the bylaws and practices of the Society. Active members have voting rights provided that their

ICHS membership fees have been paid for the current year. Payment must be paid and recorded at least one month prior to the annual meeting. Voting members shall be 18 years of age.

Section V. All active members shall be entitled to cast one vote at any meeting on issues requiring an open vote or in any referendum, provided however; it is a member in good standing. For the purpose of this section, a person shall be deemed to have become a member if their membership fees have been paid for the current year.

Section VI. *Annual Meeting:* The purpose of the annual meeting of the ICHS is for electing the Executive Board and for the transaction of any other business authorized to be transacted by the members and shall be held at such time and place as specified by the Executive Board of Directors.

Section VII. *Special Meetings:* Special meetings of the members may be called at any time by the Executive Board of Directors or by any 25 members qualified to vote, upon their filing with the secretary a written request for the meeting stating the purpose or purposes of the proposed meeting. Special meetings for which written request is made shall be held not less than 30 days nor more than 60 days after the filing of the request, at a time and place that the president shall designate.

Section VIII. *Notice of Meetings:* Advance notice of special or annual meetings of members shall be given members by the secretary or, in his or her absence, by another officer. All such notices shall be sent by mail, at least 10 days in advance of the date set for the meeting, to the last known post office address of each member of record at the time the notice is sent, and only such members as are in good standing shall be entitled to notice and to vote at such a meeting. The Executive Board Meeting will be held monthly as called by the president.

Section IX. *Nominating Committee:* At each annual meeting the members shall elect a nominating committee of three members to serve for the ensuing year. At least 60 days before the next annual meeting, the nominating committee shall nominate a number of candidates for membership on the Executive Board not less than the number to be elected at the ensuing annual meeting. The committee shall notify the secretary of the nominations, the secretary shall, at least 45 days before the annual meeting, notify the members of the nominations through the official publication of the society or by direct mail addressed to the members at the last known post office address of each member of record at the time the notice is sent. Members in good standing may also nominate one candidate, also in good standing, for membership of the Executive Board by written petition to be filed with the secretary at least 60 days before the annual meeting, and the secretary shall at least 20 days before the annual meeting give notice of these nominations in the same manner as is prescribed for nominations by the nominating committee.

Section X. At any meeting of the society, those members of the Executive Board present in person shall have authority to transact all business that may come before the meeting. Voting by proxy shall not be permitted.

Section XI. *Membership Termination:* Membership in the society shall cease upon failure to pay the membership dues, change in eligibility status, resignation, or failure to abide by the bylaws, policies and rules herein established as determined by act of the Executive Board. Membership fees shall not be refundable.

Article V Directors

Sections I. Subject to the limitations of the articles of incorporation, these Bylaws and the laws of the State of Wisconsin, the affairs for the Corporation shall be managed by the Executive Board of Directors and such committees as approved and empowered by the Executive Board of Directors.

Section II. *Qualifications:* Only active members in good standing are eligible for leadership positions including board of directors, committee chairperson, or leader of a task force. Active

members in good standing are defined as those having a paid membership of the Iowa County Humane Society, are not employed by or receiving remuneration for services from a humane society, do not derive livelihood or any significant income from the commercial exploitation of animals, have not been convicted of cruelty or neglect to animals, and have not engaged in blood sports involving animals.

Additional requirements for a leadership position include:

- membership in the Iowa County Humane Society for at least one year
- volunteer activities in some capacity for at least one year, including but not limited to community outreach, fundraising, shelter work or similar activities
- attendance at a minimum of two board meetings per year
- recommendation by two board members or directors

Section III. *Number of Directors/Terms:* There shall be five directors on the Executive Board. The members of the Executive Board shall be elected at annual meetings by the Active members of the society and shall serve for a term of three years each, except that at the first election following the adoption of these bylaws, three of the members of the Executive Board shall be elected to serve for one year, two for two years, and two shall serve for three years. Thereafter, elections each year will be for members of the Executive Board whose term has expired. 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 this society shall be void at any time merely because there are fewer than five directors in office.

Section IV. *Resignation:* Any Executive Board Member may resign by submitting a written notice of resignation to the Chair or to the Executive Board of Directors, which shall be effective immediately.

Section V. *Removal from Office:* Any Board member may be removed with cause upon affirmative vote of three of the Executive Board of Directors.

Section VI. In case any director shall by death, resignation, removal from office, 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 members. 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 after such meeting, in which event a director shall be elected for a full term by the active members.

In the event that an acting President is unable to fulfill their duties, a replacement shall be elected from the remaining board members.

Section VII. *An annual organizational meeting of the Executive Board of Directors of the Society shall be held not more than 30 days after each annual meeting of the members of the Society.* Regular meetings of the Board shall be held at such times and places as shall be fixed by the Board provided that the Executive Board of Directors shall meet at least quarterly for the transaction of business.

Section VIII. *Special meetings of the Board:* Special meetings of the Executive Board of Directors may be called by the president or by the secretary when requested to do so by any three directors.

Section IX. A majority of the members of the Executive Board of Directors shall constitute a quorum.

Section X. If any member of the Executive Board of Directors shall be absent from three regular meetings of 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 Executive Board of Directors.

Section XI. Except as otherwise prescribed in these bylaws, decisions at any meeting of the Executive Board of Directors 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 XII. Directors, as such, and members of committees, shall be classed as a 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 VI Officers

Section I. At each annual meeting of the Executive Board of Directors, the Board shall elect a president, a secretary, a treasurer, a Fundraising Coordinator, and a Public Relations Coordinator by the majority vote of the Executive Board members present and voting. 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 Executive Board of Directors but in no case beyond the time when their respective successors shall be elected and shall qualify.

Section II. Whenever a vacancy shall occur in any office of the society by death, resignation, or otherwise, the vacancy shall be filled by the Executive Board of Directors. In the event that an acting President is unable to fulfill their duties, a replacement shall be elected from the remaining board members.

Section III. *President:* The president will share the direction of the board with the shelter directing manager and will assist in implementing said direction. The president of the executive board will be the motivator of the board, board members, and shelter director(s). The president will foster connections to the community, coordinate connections with large donators, and organize board meetings.

Section IV. *Secretary:* The secretary shall take and preserve minutes of all executive board meetings of the society, notify members and directors of annual, regular and special meetings, and perform other duties assigned by the Board. The secretary shall cause the minutes of all Executive Board meetings to be published in a form which shall be available, upon request, to all members. The secretary will work with the shelter director(s) to oversee the updating of the mailing list, adopter list, email list, membership list, donator list and any other list developed for the shelter. The secretary will also work with the director(s) to oversee the sending out of thank you notes for adoptions, donations, and memorial acknowledgments.

Section V. *Treasurer:* The treasurer will take in all shelter money, pay all bills, and oversee the book keeper. The treasurer will partake in putting together a budget, present monthly financial reports and an annual financial report to the board, make and foster connections with donators and negotiate government contracts. The treasurer will have the financial records audited.

Section VI. *Fundraising Coordinator:* The fundraising coordinator will oversee coordination and planning of fundraisers, attend fundraisers or appoint a board member to attend, work with the shelter director(s) to recruit volunteers to help with fundraisers and provide strategic guidance for fundraising.

Section VII. *Public Relations Coordinator:* Will work with the shelter director(s) to provide strategic guidance for public relations. The PR coordinator will ensure that a database of media contacts is kept, assist in identifying opportunities to publicize ICHS events and provide direction or guidance as needed to write public service announcements, press releases and contact organizations for ICHS presentations.

Article VIII Amendments

Section I. These bylaws may be amended by the members at any annual meeting provided that a proposal to amend shall be submitted in writing to the secretary at least 40 days prior to the annual meeting. The secretary shall include notification of proposed amendment in the notice of the meeting. Amendments are ratified by majority vote of members present and voting.

Article IX Dissolution

Section I. The society may be dissolved by not less than a two-thirds majority vote of the members in good standing.

Section II. *Distribution of Funds and Property:* Upon dissolution of the society, no funds or property shall be distributed to any member or other individual. All funds and property shall, after payment of all outstanding obligations of the society be donated to a Wisconsin Humane society that abides by and has the same purpose and policy as stated in Article I of these bylaws.

Article X

Section I. Article I Section II cannot be changed without 100% approval from the Executive Board of Directors and membership.