

This is the proposed revision of the 2007 bylaws of the Humane Society of Greene County, to be voted on at the membership meeting on 10 September 2021.

**THE HUMANE SOCIETY OF GREENE COUNTY
CORPORATE PURPOSE AND BYLAWS**

This revision adopted by the Board of Trustees and the membership [date].

PURPOSE

The purposes for which said corporation is formed are:

To maintain an association in Greene County, Ohio, of not fewer than seven (7) persons interested in the welfare and protection of animals and the prevention of acts of cruelty to animals.

To perform all duties as provided for under section 1717.05 et seq. of the Ohio Revised Code and do all things incidental and necessary to carry into effect said purpose.

To promote education in the humane care and maintenance of all animals.

To promote programs to prevent animal suffering caused by overpopulation.

CORPORATE BYLAWS

ARTICLE 1

SECTION 1. The Humane Society of Greene County (hereinafter referred to as the Corporation) will hold one (1) general membership meeting annually. The regular meeting of the members may be supplemented by special meetings of the membership to be held at such time and place as may be ordered by the Board of the membership at large.

SECTION 2. The annual general membership meeting will be held each April at a time and place within Greene County to be specified by the Board of Trustees (hereinafter referred to as the Board). The purpose of this meeting is the election of Trustees and the transaction of other business authorized or requested by the members. Should it be impossible to obtain a quorum, the annual meeting will be rescheduled to a date within one month of the original date set by the Board.

SECTION 3. Ten days prior to the annual general membership meeting or any special membership meeting, notice shall be given to each Active member appearing on the books of the Corporation, by duly mailing the same to his or her address, or by publication of notice and purpose in newspapers of general circulation in Greene County and on the Corporation's

website. This notice shall be signed by the President of the Board or the Corresponding Secretary and shall state the purpose of the meeting.

SECTION 4. Election of the Board shall take place at the annual meeting, and nominations from the floor may be made at that time. Board members shall be elected for a three-year term.

SECTION 5. Voting at the annual general meeting and at any special membership meeting will be by Active members present. There will be no proxy vote.

SECTION 6. The Board will meet regularly to conduct the business of the Corporation.

SECTION 7. A Board meeting may be called by order of the President, but the President will be required to call such a meeting if requested by a majority of Board members.

SECTION 8. Any Active member may attend a regularly scheduled Board meeting, except when the meeting has been designated as closed because of confidentiality issues.

SECTION 9. Any Active member shall be allowed to address the Board at any Board meeting. Should the concerns of a member be such that immediate action might be required, the Board may act on those concerns at their meeting or may call a special meeting for the purpose.

ARTICLE II QUORUM

SECTION 1. At all meetings of the general membership, the voting members present will constitute a quorum.

SECTION 2. At all meetings of the Board, three (3) Trustees shall constitute a quorum for the transaction of business.

ARTICLE III BOARD OF TRUSTEES

SECTION 1. The corporate powers, property and affairs of the corporation, subject to the limitations contained in the Ohio Revised Code and the Corporate Bylaws, shall be exercised, conducted and controlled by the Board of not fewer than five (5) or more than seven (7) Trustees. Only Active members are eligible to be elected as Trustees. The Board at any time may add Trustees so long as the total does not exceed seven (7).

SECTION 2. A Board member who misses three consecutive regular Board meetings will be considered to have resigned from his or her seat. The Board may act to either reappoint the member to serve out his or her term or may appoint a new member to serve in place of the member who resigned through failure to participate.

SECTION 3. At any time when the number of Trustees in office shall be less than five (5) the Trustees remaining shall add to their number until there be no less than five (5). A Board member appointed by the Board to fill a vacant seat will serve as a voting member of the Board from the time of his appointment even though continued service must be confirmed by the membership. Whenever the Board increases its number, such additions to the Board must be submitted to the members for approval at the next membership meeting following the appointment.

SECTION 4. Neither a person employed by or receiving remuneration for services from a Humane Society and nor a person who derives his or her livelihood or any significant income from the purchase sale, use or commercial exploitation of animals may be a Trustee. The election or appointment, subject to membership approval, of veterinarians or Greene County Animal Care and Control officers to the Board is not prohibited.

SECTION 5. Trustees shall be volunteers and shall not receive any salaries or fees for their services. They may be reimbursed for any expenses incurred in fulfilling their duties.

SECTION 6. Trustees shall be responsible for the issuance of an annual report. The annual report shall contain a financial statement and a summary of the activities of the past year.

SECTION 7. An Honorary Board may be created by the Board of Trustees. Membership on the Honorary Board will be by a majority vote of the Board, whereby the affected party (or parties) will be so invited. There will be no voting privileges available to this Honorary Board.

SECTION 8. It will be the sole decision of the Board of Trustees to enter into contracts or to cancel same upon legal advice of counsel.

SECTION 9. It will be the responsibility of the Board to authorize the purchase, lease, and operation of buildings, lots, or acreage in order to further the purpose of this Corporation.

SECTION 10. The Board may establish such petty cash funds as deemed necessary.

SECTION 11. The Board will set forth a written policy statement to govern day-to-day operations of the Corporation. This document, which the Board is free to revise as necessary, should cover fiscal procedures, property management, adoption, investigations, and other routine procedures.

ARTICLE IV OFFICERS

SECTION 1. The Executive Officers of the Corporation will be elected annually by the Board at a meeting held within 30 days of the annual meeting. The Executive Officers are: President,

Vice President, Corresponding Secretary, Recording Secretary, and Treasurer. They shall be Active members of the Corporation.

SECTION 2. Whenever an officer of the Corporation resigns or is otherwise unable to serve, the vacancy will be filled through a Board appointment.

SECTION 3. The President must be a member of the Board, and it shall be the duty of the President to preside at all meetings of the members and Trustees. He or she will be an ex-officio member with a vote on all committees of the organization. The President shall perform all duties normally incident to such office, or which may be required by the Board. It shall be the duty of the President to handle the general business needs of the Corporation which have not been assigned to others; to ensure that the instructions of the Board have been carried out; to recommend plans of work and expansion; to have charge of the properties of the Board. He or she is not authorized to incur debts, except for current authorized expenses, unless specifically authorized by the Board. He or she shall submit reports to the Board of his or her actions which will become a part of the records of the Corporation.

SECTION 4. The Vice President shall be a member of the Board. It shall be the duty of the Vice President to perform all the duties of the President in case the latter is incapacitated or for any other serious reason cannot serve. The Vice President will be responsible for management of all contracts and property of the Corporation.

SECTION 5. The Recording Secretary shall record minutes for all membership and Trustee meetings. In addition, he or she shall produce monthly compilations of substantive email and text message communications regarding Corporation activities. He or she shall ensure safekeeping of copies of the minutes and compilations.

SECTION 6. The Corresponding Secretary shall receive and answer all correspondence, unless otherwise directed by the Board. He or she shall ensure the safekeeping of copies of substantive correspondence. He or she shall be responsible for issuance of all notices required of the Corporation.

SECTION 7. The Treasurer shall receive and deposit in a bank designated by the Board all monies and disburse funds in accordance with a budget approved by the Board. He or she shall keep an accurate account of the finance of the Corporation. The Treasurer shall submit a detailed report at each Board meeting, and an audit may be requested at any time.

SECTION 8. The Corresponding Secretary, Recording Secretary, and Treasurer need not be elected Board members but must be Active members of the Corporation.

SECTION 9. Upon leaving office, each officer shall relinquish all monies, records, or other property to his or her successor.

SECTION 10. When an office is relinquished, by resignation at any time or by reason of a new election, the person having held that office shall continue to act in that capacity for a reasonable length of time to enable the Board to elect a successor. In no event, however, will this period of time exceed 30 days following the date of resignation or the annual membership meeting, whichever applies.

ARTICLE V

MEMBERSHIP CLASSIFICATION AND DUES

SECTION 1. Membership shall be of two classifications:

ACTIVE: Any person accepted as a member who has paid active membership fee annually.

LIFE: Any person making a contribution of one thousand dollars (\$1000) or more shall be designated a life member. Life membership confers the same rights and restrictions as Active membership.

SECTION 2. The amount of the annual dues shall be determined by the Board and ratified at a meeting of the membership. A change in the annual dues shall become effective as of the annual membership meeting.

SECTION 3. Dues shall be payable to the Humane Society of Greene County.

SECTION 4. New applicants for Active membership will become active on the date of payment and will continue as paid Active members for one (1) year.

SECTION 5. All Active members shall be entitled to vote at the annual membership meeting or at any special membership meeting.

ARTICLE VI

TERMINATION OF MEMBERSHIP

SECTION 1. The Board may terminate any membership for cause and shall have discretionary powers in so doing. Letters of resignation and/or non-payment of annual dues will automatically terminate membership.

ARTICLE VII

SEAL AND NAME

SECTION 1. The Board 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.

SECTION 2. The name “the Humane Society of Greene County,” “Animal Welfare League of Greene County,” “Paw Prints,” or other names, logos or symbols that customarily represent the Corporation and its activities shall not be utilized by individual members in any way without specific approval of the Board.

**ARTICLE VIII
ORDER OF BUSINESS**

SECTION 1. The proceedings at all meetings shall be governed by the latest edition of *Robert’s Rules of Order*.

SECTION 2. Should a member wish to bring a concern to the Board meeting, the presiding officer will provide a place on the agenda for such business.

**ARTICLE IX
COMMITTEES**

SECTION 1. In addition to any committees covered in other sections of these bylaws, there shall be such other committees appointed as may be required and approved by the Board from time to time. Committee chairpersons shall be appointed by the President and approved by the Board and shall perform such duties and functions as may be prescribed by the President, unless instructed to do otherwise by the Board.

**ARTICLE X
DOCUMENT DESTRUCTION**

SECTION 1. No document shall be destroyed, altered, or falsified to prevent its use in litigation or official proceedings.

SECTION 2. All fiscal documents shall be maintained in the office files for as long as required by the State of Ohio and related federal guidelines.

SECTION 3. Other documentation shall be maintained and preserved as directed by the Board.

**ARTICLE XI
WHISTEBLOWER PROTECTION**

SECTION 1. Any member who suspects illegal activities within the Corporation should contact a member of the Board immediately. The Corporation will not threaten, harass, or in any other manner discriminate against such whistleblower.

**ARTICLE XII
MISCELLANEOUS**

SECTION 1. Decisions at any meeting of the Board where a quorum is present shall be by majority vote of those present and voting.

**ARTICLE XIII
AMENDMENTS**

SECTION 1. These regulations may be amended by the members at any annual or special membership meeting, provided a petition to amend shall be submitted in writing to the Corresponding Secretary with signatures of at least 20 Active Members or the signature of a simple majority of the Board members at least 20 days prior to the meeting. The text of any change shall be made available to any Active member upon request prior to the meeting at which the amendment will be acted upon.