

BYLAWS
of the
HUMANE SOCIETY OF ELMORE COUNTY, INC.

ARTICLE I

Name

The name of this Society shall be as stated in the Articles of Incorporation as filed in the Probate Office, Elmore County, Alabama (September 7, 1984) Roll 33-Frames 000177, 000178: HUMANE SOCIETY OF ELMORE COUNTY, INC.; and hereinafter referred to as the HSEC.

ARTICLE II

Object

The object of the HSEC shall be to provide for: “The relief of suffering among animals through the provision of shelter, the prevention of cruelty, the reduction of pet over-population, and the provision of humane education through available resources.”

ARTICLE III

Members

Section 1. Member classes shall be defined as single adult membership, family membership of at least one adult, lifetime membership, and honorary life memberships as defined in Section 5 below. All persons expressing a desire to support the purposes of the HSEC to uphold the mission, goals and values of the HSEC shall submit a completed Membership Application to the HSEC Board of Directors. Upon acceptance by the Board of Directors, membership is established and all rights and privileges are continued until terminated by the member or for just cause, such as, but not limited to, non-payment of dues by March 1 and any activity of an illegal nature as determined by the Board of Directors.

Section 2. Privileges of Membership. Membership provides each adult member with one vote at the annual meeting, an opportunity to serve on the Board of Directors, and an opportunity to serve on Board committees.

Section 3. Membership fees for all classes of members **are nonrefundable and** shall follow the calendar year expiring December 31 each year. The Board of Directors shall determine the annual membership fees. Membership fees paid after October constitute payment of membership fees for the following year. Donations to the HSEC by governmental bodies, organizations, businesses, et al without membership obligations and/or privileges shall be encouraged.

Section 4. HSEC full-time employees, after successfully completing their 90-day probationary period, shall hold membership in the HSEC by virtue of their employment (at no cost) providing them with only the privilege to vote at annual meetings. HSEC membership ends upon termination of employment.

Section 5. Honorary Life Memberships may be granted to those individuals who have contributed greatly to the furtherance of the purposes of the HSEC as determined by a two-thirds vote of the Board of Directors after receiving a signed recommendation by one member and seconded by another. Honorary Life Members shall have all privileges of membership, except for payment of dues and holding an office.

ARTICLE IV

Officers

Section 1. The officers of the HSEC shall be the: 1) President, 2) First Vice President, 3) Second Vice President; 4) Treasurer, and 5) Secretary. These officers shall perform the duties prescribed in these bylaws, those prescribed by the parliamentary authority adopted by the HSEC within these bylaws, and are not limited to the duties described herein.

Each officer is expected to serve in a 90-day transition period at the end of their term of office.

President: The President shall preside at all regular and special meetings of the HSEC Board of Directors and Executive Committee meetings, and make arrangements for all meetings and special meetings. The President serves as an ex officio member (without voting privileges, does not count toward a quorum) of all committees except the Nominating Committee.

First Vice President: The First Vice President shall assist the President in handling the details of the HSEC Board of Directors and Executive Committee and shall serve in the absence or vacancy of the President.

Second Vice President: The Second Vice President promotes membership and shall serve in the absence or vacancy of the First Vice President and the President.

Treasurer: The Treasurer shall collect all Membership Applications with fees, turn in fees for deposit, develop organizational financial policies, shall serve as the Chair of the Budget Committee, and shall make a report of the finances at each monthly and any special meetings of the Board of Directors. The Treasurer shall provide the Membership Applications to the secretary.

Secretary: The Secretary shall have charge of the records of the meetings and shall furnish a copy of the minutes to each member within the month of the meeting via email (if email is not available, the minutes shall be mailed). The Secretary shall maintain the membership listing of the Board of Directors as well as the general membership listing, shall maintain the general membership roster, send out membership cards with annual renewals. The Secretary shall provide all members notice of the annual membership meeting.

Section 2. The officers shall be a member of the HSEC for six (6) months prior to election by ballot at the annual membership meeting in each odd numbered year to serve a full term beginning on January 1 after the annual membership meeting and ending December 31 in the next odd year, or until their successors are elected/appointed and take office.

Section 3. When more than two (2) candidates are on the ballot for election to the same office, and neither candidate receives a majority of the votes cast, the top two candidates shall constitute a run-off election. When a ballot vote for an office has only one candidate, a voice vote may validate that election.

Section 4. Vacancies in office shall be filled by appointment of the President with approval of the Board of Directors. In the event that an officer is unable to fulfill the term of office (either by resignation or by missing six (6) consecutive meetings), the vacancy shall be filled within ninety (90) days by appointment of the President with approval of the Board of Directors. Any member in good standing shall be eligible to serve.

Section 5. No member shall hold more than one office (or Board position) at a time and no member shall be eligible to serve more than two (2) full consecutive terms in the same office. Serving for less than a full term shall not count as a full term served.

Section 6. The officers of the HSEC shall constitute the Executive Committee. **The Executive Committee is responsible for managing personnel matters concerning the Executive Director, as approved by the Board of Directors. The Personnel Section of the HSEC Standard Operating Procedures (SOP) manual will be used as a guide concerning matters disciplinary in nature.** The Executive Committee shall act on behalf of the Board of Directors, between Board meetings, if opportunity/need arises that will benefit the HSEC. The President shall call meetings of the Executive Committee as the need arises, with a quorum being a majority of the membership of the Executive Committee. Any action taken by the Executive Committee must be ratified at the next monthly meeting of the Board of Directors by a majority vote of the members present.

ARTICLE V

Area Representatives

Section 1. The HSEC shall have as many Area Representatives as there are governmental bodies **contracting for services with the HSEC.** Representatives shall be members of the HSEC and shall be responsible for upholding the ideals of the HSEC.

Section 2. Area Representatives are appointed by the President of the HSEC with approval of the Board of Directors, the President shall furnish written notification to the municipality.

Section 3. Area Representatives are eligible to serve as one of the five officers of the HSEC. Upon relinquishing the position of Area Representative and upon election or appointment, Area Representatives may serve as officers on the Board of Directors.

ARTICLE VI

Board of Directors

Section 1. The current elected officers of the HSEC, a countywide representative for Elmore County, the appointed Area Representatives, and **at least six (6) but not more than twelve (12)** at-large members appointed by the President and approved by majority vote of the Board shall constitute the Board of Directors.

Section 2. Board members shall serve unlimited two-year terms upon appointment or reappointment by the President with Board approval.

Section 3. The Board of Directors shall have supervision of the affairs of the HSEC, establish operational policies, and oversee their implementation between its annual membership meetings, fix the time and place of the annual membership meeting, and make recommendations to the HSEC. No actions by the Board of Directors shall conflict with actions taken by the HSEC.

Section 4. Three officers and two non-officers present at Board of Directors meetings constitute a quorum. The President and the Secretary, or their proper replacements, must account for two (2) of the three (3) required officers.

ARTICLE VII

Humane Shelter Executive Director

The Humane Shelter Executive Director serves at the discretion of the HSEC Board and reports to the HSEC Board in writing on a monthly basis either in person or by a member appointed by the Executive Director.

ARTICLE VIII

Meetings

Section 1. Regular meetings of the Board of Directors shall be held on a routine basis as established by vote of the Board of Directors and at a time and place specified by the President. Special meetings of the Board may be called by the President or upon written request of three (3) members of the Board with the time and place being specified by the President.

Section 2. The annual membership meeting of the HSEC shall be at a time and place determined by the Board of Directors and shall be for the purpose of receiving reports, the election of officers (odd years only), and any other pertinent business.

Section 3. Special membership meetings may be called by the President, by the Board of Directors, or by written request of five regular members. The purpose of the meeting shall be stated in the call. Except in cases of emergency, at least seven (7) days notice shall be given.

Section 4. The required officers according to Roberts Rules of Order Newly Revised and all other members present at the annual membership meeting constitute a quorum.

Section 5. Notice of any regular, special or annual meeting of the HSEC Board shall consist of email notices, website notices, local media notices, and/or postal notices.

Section 6. VOTING. All issues shall be decided by majority vote of members present at meetings of the Board of Directors, annual meetings, or special meetings, unless otherwise stated in these bylaws or in Roberts Rules of Order Newly Revised. A vote by e-mail on topics that have been discussed in person or by teleconference is acceptable and should be ratified by vote of the Board at its next regularly scheduled meeting.

Section 7. The voting members present with a Board quorum shall constitute a quorum for the conduction of business at the annual meeting and any special called membership meetings.

ARTICLE IX

Committees

The following shall be the Standing Committees of the HSEC. The Chair of each committee shall be a Board member either by default or as appointed by the President after each annual membership meeting. Committee members may be chosen by the Committee Chair from the full membership of the HSEC and are not limited to just Board members; however, all committee members must be a member in good standing, and approved by the Board. In the event of a vacancy of a Chairperson, the President will appoint a Chair from the Board to fill the term remaining. Members who vacate a committee shall be replaced by the Chair of the committee.

Committee meetings may be held through teleconference means as long as all members can hear every other member at the same time. Committees may conduct a vote by e-mail on topics that have been discussed in person or by teleconference.

The President shall be an ex-officio member of all committees except the Nominating Committee without being counted toward a quorum.

Such other committees, standing or Ad Hoc, shall be appointed by the President as the Board of Directors deems necessary to carry out the needs of the HSEC.

Refer to Article IV, Section 6, for the configuration and responsibilities of the Executive Committee.

Finance Committee shall have three to five members including the Treasurer whose duties shall be to prepare a budget for the ensuing year to submit to the Board of Directors for its review and approval, and develop financial policies for the operations of the Board and the HSEC. Amendments to the budget shall be adopted by a majority vote of the Board of Directors.

Audit/Review Committee shall have three to five members whose duties shall be to audit/review the Treasurer's accounts and to report at the annual membership meeting.

Fundraising Committee shall have five to seven members whose duties shall be to develop fundraising opportunities. Fundraising opportunities may require, at the appropriate time, individual ad hoc committees requiring appointment of additional committee members for that specific fundraising opportunity.

Media and Publications Committee shall have three to five members whose duties shall be to prepare and cause to be disseminated through newsletters, brochures, news articles, and other means, information concerning the affairs of the HSEC.

Volunteer Committee shall have three to five members whose duties shall be to develop a comprehensive list of volunteers and enlist and schedule volunteers to assist at fundraising events, thrift store work days, supply drives and any other opportunities of benefit to the HSEC.

Thrift Store Committee shall have three to five members whose duties shall be to assist in the comprehensive and day-to-day planning, development, and growth opportunities of the business to benefit the HSEC.

Animal Health and Welfare Committee shall have two to four members **one of which shall be a licensed veterinarian** whose duties shall be to monitor the operations of the Humane Shelter and to make recommendations to the Board of Directors.

Nominating Committee shall have five members appointed by the Board of Directors at least sixty (60) days prior to the annual membership meeting; committee operates in odd years only as officers are elected in those years **at the annual meeting**. Nominations from the floor shall be permitted. Only members in good standing are eligible to be nominated for office.

ARTICLE X

Parliamentary Authority

The rules contained in the current edition of Roberts Rules of Order Newly Revised shall govern the HSEC in all cases to which they are applicable; and in which they are not inconsistent with these bylaws; and any special rules of order adopted by the HSEC; and to any higher authority to which it may be subject.

ARTICLE XI

Amendment of Bylaws

These bylaws may only be amended or revised at any annual membership meeting of the HSEC by a two-thirds vote of the eligible voting members present, provided the amendment, or revision has been submitted in writing to and recommended by the Board of Directors at least fifteen (15) days prior to the annual membership meeting at which they are to be considered.

Notice of proposed amendments or revisions to the bylaws may be provided via website, email, social media, published news articles, and/or postal services at least 15 days prior to the annual meeting.

PROVISO

The adoption of this revised set of bylaws of HSEC replaces all other bylaws heretofore adopted. The Secretary, or person or persons responsible for preparing this document for presentation, publication, or distribution is hereby authorized to make such technical, editorial, or conforming changes as may be necessary without in any way changing the intent of the original or proposed wording contained herein.

ARTICLE XII

Corporation Dissolution

The HSEC is a 501 (c)(3) corporation, incorporated in Elmore County, Alabama.

In the event of the dissolution of the Corporation, any division or distribution of its remaining property or proceeds shall follow those procedures referred to in the Articles of Incorporation and the laws of the State of Alabama in force at the time of dissolution. Dissolution must be approved by a vote of 4/5 of the membership present at the meeting at which dissolution is considered.

THESE REVISED BYLAWS WERE REVIEWED AND APPROVED THIS SIXTEENTH DAY OF NOVEMBER, 2010, BY THE BOARD OF DIRECTORS OF HSEC FOR RECOMMENDATION TO THE MEMBERSHIP AT THE NEXT ANNUAL MEETING.

_____, President, Lana Hankins

_____, First Vice President, Francis R. Harris

_____, Second Vice President, Lucia Penland

_____, Treasurer, Patricia Kaleta

_____, Secretary, Sandra M. Faulk

November 16, 2010
Revised Bylaws Approved: Date of Annual Membership Meeting