

BYLAWS
OF
WHATCOM HUMANE SOCIETY

ARTICLE I
Name

The name of this organization, as established in the articles of incorporation, shall be Whatcom Humane Society, hereinafter referred to as WHS.

ARTICLE II
Purposes

The purposes of WHS, a non-profit organization, as stated in the articles of incorporation shall be:

1. To advocate for and promote humane treatment toward all living creatures through planned activities of education, inspiration, and services; to prevent cruelty to and neglect of animals; and to encourage responsible ownership of animals.
2. To provide services to city and county governments, including but not limited to investigation, reporting and prosecution of those who violate statutes and regulations pertaining to animal welfare.
3. To operate and maintain an open-admission shelter for animals within Whatcom County that meets or exceeds recognized standards for animal care and control; to find responsible homes for animals whenever possible; to humanely euthanize animals when such a measure is necessary.

ARTICLE III
Membership

Section 1. Eligibility. Membership is open to any person who supports the objectives and purposes of WHS.

Section 2. Becoming a Member. Any eligible person may become a member by completing an application and paying dues.

Section 3. Dues. Membership dues shall be set by the board of directors.

Section 4. Member in good standing. A member who has paid dues for the current membership year shall be in good standing and entitled to vote at any annual or special membership meeting, provided that such payment of dues is at least 30 days before such annual or special meeting.

Section 5. Privileges of Membership. Members of WHS shall be able to:

- A. Attend and participate in annual and special meetings;
- B. Attend meetings of the board of directors;
- C. Be nominated to the board of directors;
- D. Elect members of the board of directors;
- E. Remove members of the board of directors;
- F. Serve on committees.

Section 6. Termination of Membership. Membership shall cease by resignation, non-payment of dues, or removal for cause.

- A. Resignation. A member in good standing may resign by sending a written resignation to the secretary of WHS at the WHS address. The resignation shall be effective upon receipt unless otherwise specified.
- B. Non-payment of dues.
 - a. Persons, whose dues are not paid by 30 days before the annual or any special membership meeting, shall be removed from the membership rolls.
 - b. Persons who pay their dues within the 30 days before the annual or any special membership meeting or any time thereafter, shall be added to the membership rolls after that meeting.
- C. Removal for cause. A member may be removed from membership by a two-thirds (2/3) vote of the board of directors for failure to follow the bylaws of WHS, or for conduct detrimental to the organization.

ARTICLE IV Membership Meetings

Section 1. Annual Meeting. The annual meeting shall be held in May.

- A. The annual meeting shall be held at a suitable location designated by the board of directors.
- B. The annual meeting shall include annual reports from WHS, election of directors, and other such business as may be brought to the meeting by the board of directors.

Section 2. Special Meetings.

- A. Special meetings may be called:
 - 1. On the authority of the president.
 - 2. By a majority vote of the board of directors
 - 3. Upon receipt of a petition signed by 5% of the membership in good standing.
- B. Upon the call of the meeting, the board shall set the meeting time and place and send notice to members.
- C. The purpose of the special meeting shall be limited to the purpose specified in the call of the meeting.

Section 3. Notice of annual or special meeting. Notice of the time and place of the meetings of members shall be given at least 10 days, and not more than 50 days, prior to the meeting by personal delivery, mailing, or emailing if permission has been granted to email.

Section 4. Quorum. The quorum for membership meetings shall be 5% of members in good standing.

Section 5. Voting. All members in good standing are entitled to vote at any membership meeting.

- A. There shall be no voting by proxy.
- B. Voting by mail ballot may be authorized by the Board of Directors.

ARTICLE V

Board of Directors

Section 1. Powers. The board of directors shall have full power and authority over the affairs of WHS. Such powers and duties include:

- A. Strategic leadership and long term planning for WHS;
- B. Establishment of policies for WHS including any needed to ensure continuation of non-profit status and IRS designation;
- C. Selection and oversight of the executive director who shall be responsible for the day-to-day operations and administration of WHS pursuant to guidelines established by the board; and
- D. Any other powers and duties, allowed by law, that are necessary for effective management of WHS.

Section 2. Composition. The board of directors shall consist of twelve members. The board may still act if there are fewer than twelve members, provided there is a quorum (at least seven).

Section 3. Term of Office.

- A. The term of office shall be for three years or until a successor is elected.
- B. There shall be three groupings of directors, so that approximately 1/3 of the positions are up for election each year, thus providing for board continuity.
- C. A director may serve a maximum of two (2) consecutive three-year terms and may stand for election or be appointed to the board after a one (1) year absence from the board.
- D. Terms shall begin immediately upon adjournment of the meeting where the directors are elected.

Section 4. Meetings of the Board of Directors.

- A. Regular meetings of the board of directors shall be held monthly unless otherwise ordered by the board. An annual schedule of meetings distributed to board members shall constitute notice for the meetings.
- B. Special board meetings may be called by the president with two days notice.
- C. The board of directors may permit a director to participate in a meeting or may conduct a meeting through the use of any means of communication including but not limited to telephone or video conferencing as long as directors can participate and communicate simultaneously with each other during the meeting. A director participating in a meeting by such means shall be considered present in person at the meeting.
- D. A majority of the board membership shall constitute a quorum.
- E. All meetings of the board of directors shall be open to WHS members. The board may go into executive session to discuss threatened, pending or possible litigation or personnel matters.

Section 5. Suspension and Removal of Directors.

- A. If any member of the board of directors is absent from more than three (3) meetings in succession or four meetings in any twelve (12) month period without just cause, the board of directors may declare his/her office to be vacant.
- B. The board may, by a two-thirds (2/3) affirmative vote, suspend a board member at any time for behavior which impedes the ability of the board to function, or for conduct detrimental to WHS. Such suspension shall remain in effect until a regular or special meeting of the membership is held to vote on removal of the suspended board member.
- C. A board member may be removed at any regular or special meeting of the WHS membership, at which a quorum is present, by a two-thirds (2/3) vote of the members in good standing present and voting at the meeting, provided that the board and the board member whose removal is being

considered has been notified of such intention at least 30 days before the scheduled meeting.

Section 6. Filling of Vacancies. Any vacancy occurring in the board of directors may be filled by a majority vote of the board of directors. A director appointed to fill a vacancy shall serve until the next annual meeting, where directors will be elected by the membership to fill unexpired vacant terms.

Section 7. Constraints on Directors.

- A. No director shall receive salary or receive loans from WHS.
- B. All board members must sign and abide by conflict of interest and code of ethics policies.

ARTICLE VI
Nomination and Election of Board of Directors

Section 1. Nominations and Elections Committee. The nominations and elections committee, consisting of at least two (2) directors whose terms will not expire at the next general membership meeting, shall be selected by the board of directors. The committee will review applications for membership and shall nominate those eligible members it deems qualified for open board positions

Section 2. Eligibility for Election. Any WHS member in good standing is eligible to submit an application to be considered for nomination.

Section 3. Nominations.

- A. The nominating committee shall submit a slate of nominees to the secretary no less than sixty (60) days prior to the annual meeting.
- B. An eligible member who wishes to be a candidate but who was not nominated by the nominating committee may submit a petition of nomination signed by 1% of the membership forty-five (45) days prior to the annual meeting for inclusion on the ballot.
- C. Nominations shall be submitted to the membership in the notice for the annual meeting.

Section 4. Elections. Voting for the board of directors by the membership shall be conducted using a mail-in ballot process. To validate the election, the number of ballots received must meet quorum requirements. In the event the number of ballots received does not meet quorum requirements, the Board of Directors may elect the board members.

ARTICLE VII
Officers

Section 1. Officers. The officers of the WHS shall be a president, vice president, secretary and a Treasurer.

- A. Officers shall be elected by the Board of Directors at the first board meeting following the annual meeting.
- B. Officers shall be elected for terms of one year or until their successors are elected.
- C. Any two or more offices may be held by the same person, except the offices of president and secretary.

Section 2. Duties of the officers.

- A. President: The president shall preside at all meetings of the board of directors and the membership, shall have general supervision of the affairs of WHS, and shall perform such others duties as are appropriate to the office or are directed by the board.

- B. Vice-president: The vice-president shall, in the absence or disability of the president, perform the duties of the president, and shall perform such other duties as are appropriate to the office or directed by the board. In the event the presidency is vacated, the vice-president shall become the president.
- C. Secretary: The secretary shall be responsible for required notification of meetings, shall keep minutes of board and membership meetings, shall have charge of the corporate records, and shall perform such other duties as are appropriate to the office or directed by the board.
- D. Treasurer: The treasurer shall act as custodian over funds, securities, books of account, report to the board on their status at regular intervals, and perform such other duties as are appropriate to the office or directed by the board.

Section 3. Vacancies. Vacancies in offices other than the president shall be filled by the board of directors. In the event the vice-president is unable to succeed to a vacancy in the presidency, the board of directors shall fill that vacancy.

Section 4. Removal. An officer may be removed by a two-thirds (2/3) vote of the directors present at any regular or special meeting of the Board of Directors.

ARTICLE VIII Executive Committee

Section 1. Composition. The executive committee shall be composed of the president, vice-president, secretary, and treasurer.

Section 2. Duties.

- A. The executive committee has the full authority of the Board to act in its capacity in the event a meeting of the Board cannot be timely called and a delay in making a decision will endanger human or animal health or safety or the fiscal health of WHS.
 - 1. All actions of the executive committee shall be reported to the board at the next regular meeting.
 - 2. Actions of the executive committee are final unless revised or modified by formal action of the full board.
- B. The executive committee shall review and make recommendations to the board on all complaints regarding the executive director.

Section 3. Meetings.

- A. Meetings of the executive committee shall be called by the president or any two members of the executive committee with at least 24 hours notice.
- B. A majority of the members of the executive committee shall constitute a quorum.
- C. The executive committee may permit a director to participate in a meeting or may conduct a meeting through the use of any means of communication including but not limited to telephone or video conferencing as long as directors can participate and communicate simultaneously with each other during the meeting. An executive committee member participating in a meeting by such means shall be considered present in person at the meeting.

ARTICLE IX Committees

Section 1. General Parameters of Committees.

- A. The president shall appoint, with approval of the board of directors, the chair and members of standing and special committees.
- B. All committees shall have at least one member of the board of directors on the committee.
- C. Each committee shall be responsible to the board of directors and shall make such reports as the board may require or direct.
- D. No committee with members other than board members may be delegated powers to act for the board.

Section 2. Standing Committees. The standing committees of WHS shall be the finance committee, the fundraising committee, and the nominations and elections committee.

Section 3. Other Committees. Other committees, standing or special, shall be appointed as the Board of Directors shall from time to time deem necessary to carry on the work of WHS.

ARTICLE X Indemnification.

WHS shall indemnify its officers, directors, employees, and agents to the greatest extent permitted by law. WHS shall have the power to purchase and maintain insurance on behalf of any person who is or was a director, officer, employee, or agent of the corporation or who is or was serving at the request of the corporation as an officer, employee, or agent of another corporation, partnership, joint venture, trust, other enterprise, or employee benefit plan, against any liability asserted against such person and incurred by such person in any such capacity or arising out of any status as such, whether or not the corporation would have the power to indemnify such person against such liability under the provisions of this article.

ARTICLE XI Parliamentary Authority

The rules contained in the current edition of Robert's Rules of Order Newly Revised shall govern WHS in all cases to which they are applicable and in which they are not inconsistent with law, these bylaws, and any special rules of order WHS may adopt.

ARTICLE XII Amendment of Bylaws

These bylaws may be amended at any board meeting by two-thirds (2/3) vote of the directors, provided that proposed amendments are brought to the board and then made public at least 45 days prior to the vote, to allow time for comments from the membership
