

# Champaign County Humane Society

## Bylaws

### ARTICLE I—NAME

The name of this organization is the Champaign County Humane Society, Inc., a non-profit corporation. It will be known here simply as the Society.

### ARTICLE II—PURPOSE, POLICY

#### Section 1—Purpose

The purpose of the Society is to prevent cruelty to animals, to promote animal welfare, and to educate the public about humane care and treatment of animals.

#### Section 2—Policy

The policy of the Society is to give humane care and treatment to all animals in the Society's service area needing shelter, or to try to return animals to their owners or to the wild, to try to find good homes for animals without owners, and to provide euthanasia when necessary. Animals under the Society's control may be disposed of only as specified here. Live animals may not be taken or used for experimentation or vivisection.

### ARTICLE III—MEMBERSHIP

#### Section 1—Eligibility

Anyone interested in the Society's purpose and willing to support its policy can become a member by paying a minimum annual monetary donation as determined by the Board of Directors. A membership will continue by making the annual monetary donation unless the membership is ended as specified in Sections 6 and 7 of this article.

#### Section 2—Classes, Donation

The Board of Directors in its discretion shall determine the classes and categories of membership, the amount of the minimum annual monetary donation payable by persons in each class, and whether a class of membership has the right to vote.

#### Section 3—Term

Membership is from September through August.

#### Section 4—Rights

Voting members have the right to elect the Board of Directors and to serve on committees as specified in ARTICLE VIII. A voting member is any person who has made a minimum annual monetary donation as determined by the board of directors at least 30 days before a membership vote is taken.

#### Section 5—Transferal, Assignment.

Membership is not transferable or assignable.

#### Section 6—Resignation

A member may resign at any time by sending written notice to the recording secretary. No part of the annual donation will be refunded to any resigning member.

#### Section 7—Expulsion

A member may be expelled for good reason by a two-thirds vote of the Board. Expulsion may be appealed to the membership at the next annual meeting by sending notice of appeal to the recording secretary ten days before that meeting. The membership may overrule the Board's expulsion by a majority vote of those present and voting, and their decision is final.

### ARTICLE IV—MEMBERSHIP MEETINGS

#### Section 1—Annual Meetings

The annual meeting will be held during the month of September at a time and place designated by the Board. The purpose of this meeting is to elect directors, to present the annual report, and to conduct other business.

#### Section 2—Special Meetings

Special meetings may be called at any time by the recording secretary at the direction of the president, or by a majority of the Board, or by any 50 voting members, if they file a written statement with the recording secretary explaining the reason for the meeting. At least 30 days, but not more than 60 days, after a request is filed, a special meeting will be held at a time and place designated by the Board.

#### Section 2—Authority

At any meeting, only the members present have the authority to conduct business. Decisions at any meeting will be advisory to the Board and will be made by majority vote of those present and voting. No proxy voting will be allowed.

#### Section 4—Advance Notice.

The recording secretary will give public notice at least ten days before any meeting.

### ARTICLE V—BOARD OF DIRECTORS.

#### Section 1—Purpose, Size, Qualification

An elected board of no more than 15 and not less than 11 directors will govern the Society. A single "appointed director" may be appointed by the president with the approval of the Board. Only voting members may serve as directors.

#### Section 2—Election, Term

Directors will be elected at an annual meeting. Voting will be by secret written ballots cast by voting members present. Votes will be totaled for each candidate. Candidates receiving the most votes will be elected. Elected directors will serve for a three-year term. The appointed director will serve for one year. The president may renew the term of the appointed director for one additional year. An appointed director may not serve more than two consecutive years.

Terms of the elected directors shall overlap such that the terms of one-third of the elected directors will expire each year.

#### Section 3—Nominations

At least 60 days before each annual meeting, the president of the Board will appoint at least three directors to serve on the nominating committee. At least 30 days before each annual meeting, the nominating committee will make at least as many nominations for director as the number of directors to be elected. The number of directors to be elected will be determined by the President with advice from the nominating committee. Voting members may nominate themselves by sending a written statement of qualification and interest, as well as a petition of nomination signed by at least 15 voting members to the nominating committee at least 30 days before the annual meeting.

At least 20 days before each annual meeting, the list of candidates will be posted onto the CCHS website. A statement of interest and qualification will be included for each candidate.

#### Section 4—Vacancies

The Board shall appoint replacements to fill vacancies. The term of the replacement directors will be until the next annual meeting.

#### Section 5—Powers, Responsibilities, Spokesperson

The Board will have full power to do everything necessary to promote the Society's welfare. The Board is responsible of managing the Society's affairs. The president and his or her designee(s) are the only authorized spokespersons for decisions of the Board.

#### Section 6—Volunteer Status, Reimbursement

Directors and committee members serve as unpaid volunteers, but they may be reimbursed, with the approval of the Board, for expenses resulting from their official duties.

### ARTICLE VI—BOARD OF DIRECTORS MEETINGS

#### Section 1—Frequency

An annual organizational meeting will be held not more than 30 days after the annual membership meeting. Regular meetings must be held at least quarterly at times and places designated by the Board.

#### Section 2—Shelter Report

At each regular meeting, a summary of the shelter's activities since the previous meeting will be presented.

#### Section 3—Special Meetings

Special meetings may be called by the president, the executive director, or any three directors if they file a written request with the recording secretary.

#### Section 4—Quorum

A quorum for any meeting is at least a majority of the directors.

#### Section 5—Voting

Except when specified otherwise in these bylaws, decisions at any meeting of the Board executive committee or other committees will be made by majority vote of those present and voting. Each director has one vote. No proxy voting will be allowed.

#### Section 6—Missed Meetings

If any director misses three consecutive meetings, without having been excused by the president or secretary with the approval of the Board, that director will be considered to have resigned.

#### Section 7—Advance Notice

The recording secretary will mail each director advance notice of any special meetings. At least seven days notice will be given before any special meeting. No notice is needed for regularly scheduled meetings.

### ARTICLE VII—OFFICERS

#### Section 1-Election, Officers, Terms

At the organizational meeting of the Board, the directors will elect a president, vice-president, recording secretary, and treasurer. The Board may also elect other officers if necessary. The term of office is from annual election to the next annual election, but officers may be dismissed by the Board before their terms have ended.

#### Section 2—President

The president is chairman of the Board. The president presides at all meetings and is a voting member of all committees. The president has the authority to countersign with the treasurer any papers regarding the Society's interests in the sale of securities or other assets, or in the settlement of estates or trusts.

#### Section 3—Vice-President

The vice-president is to actively assist the president and to perform the duties of the presidency in the president's absence.

#### Section 4—Recording Secretary

The recording secretary is to take the minutes of each executive, membership, and regular Board meeting; to distribute copies of the minutes to each director; to make copies of the minutes available to any other member on request; to keep all non-financial books and records available for inspection; to have custody of the Society's records, bylaws and archives, unless any or all of these are placed in the care of others by the Board; to provide agendas of membership and board meetings to each director, and to give advance notice of meetings and nomination, as specified elsewhere in these bylaws, to each member and director; to receive correspondence, unless directed otherwise by the Board; and to perform other duties as may be assigned.

#### Section 5—Treasurer

The treasurer is to keep and have custody of all financial records; to submit an annual report, audited by an independent accountant chosen by the Board, of income, expenditures, assets, and liabilities to the Board and to the membership at the annual meeting; to deposit in the Society's name in banks or trust companies designated by the Board all money received; to disburse funds as specified in the budget approved by the Board; to countersign with the president any papers regarding the Society's interests in the sale of securities and other assets or in the settlement of estates or trusts; to have the power to appoint, subject to the approval of the Board, an assistant treasurer; and to perform duties generally the same as those of other treasurers in similar organizations.

### ARTICLE VIII—COMMITTEES OF THE BOARD

#### Section 1—Standing and Special Committees, Chairmen, Membership

There are eight standing committees: animal welfare, humane education, executive, development, nominating, editorial board, shelter, and investment. The board may also create special committees for any necessary purpose. Chairmen are appointed by the president and must report on activities at regular Board meetings. Membership on all committees except executive, and nominating is open to any voting member with the approval of the chairman.

#### Section 2—Executive Committee

The members of this committee are the president, who is the chairman; the vice-president; the treasurer; the recording secretary and one other director. The committee meets with the executive director between Board meetings to expedite business and has all the power of the Board, but its actions are subject to confirmation by the Board. The committee prepares the annual budget and advises on financial matters. The committee may not approve or terminate memberships. Meetings are called by the president.

#### Section 3—Nominating Committee

The composition and duties of this committee are specified in Article V, Sections 3 and 4.

### ARTICLES IX—RULES

All membership and Board meetings will be conducted according to the rules in the latest edition of Robert's Rules of Order.

### ARTICLE X—AMENDMENT OF BYLAWS

These bylaws may be repealed, altered, or amended by a majority vote of the membership at any annual meeting or at any special meeting called for that purpose. New bylaws become effective on their adoption and supersede all previous bylaws. The proposed amended bylaws will be posted onto the CCHS website at least 30 days before the meeting at which the vote is taken.