

**THE TAYLOR COUNTY, WI HUMANE SOCIETY, INC.  
BYLAWS**

**ORGANIZATION**

The Taylor County, WI Humane Society, Inc. was organized September 12, 2006, incorporated February 8, 2007, and shall be governed by a Board of Directors.

**BYLAWS**

**ARTICLE I – NAME**

The name of the organization is Taylor County, WI Humane Society, Inc. (TCHS).

**ARTICLE II – OBJECTIVES**

The objectives of the TCHS are as follows:

1. To bring together individuals who care for and about animals.
2. To discuss, formulate, and carry out plans for the welfare and prevention of cruelty to domestic animals.
3. To take whatever lawful action is deemed necessary or desirable in all cases of actual or suspected cruelty to animals and to report all such cases to the proper authorities.
4. To expend all reasonable efforts to find good homes for animals.
5. To have animals euthanized only when they are deemed unadoptable due to illness, injury, temperament, or other special considerations.
6. To exercise the activities of this organization within Taylor County, Wisconsin and those surrounding communities deemed acceptable by the Board of Directors.
7. To educate the citizens of Taylor County and the surrounding area about the harmful effects of the overpopulation of domestic animals.

**ARTICLE III – MEMBERSHIP**

**Eligibility:** Membership shall be open to persons:

1. Who have an interest in the welfare of animals
2. Who abide by these bylaws
3. Who pay their dues in a timely manner

**Conduct of Members:** The Board of Directors may ask for the resignation of any member who does not conduct him/herself in accordance with these bylaws after that member is given an opportunity to respond to concerns about his/her behavior.

**Member in Good Standing:** Any individual who is current in dues paid, and has been a member for 60 days is considered to be a member in good standing. Any member in good standing has certain voting and election eligibility privileges as noted in Article IX.

#### **ARTICLE IV – BOARD OF DIRECTORS**

**Officers:** The Elected Officers of the TCHS shall be: President, Vice-President, Secretary, and Treasurer. Officers are elected or, under certain circumstances, appointed by the Board of Directors for a one-year term.

**Compensation:** The Board of Directors shall serve without compensation.

**Composition:** The Board shall consist of ten elected at large members. Only Members current in their dues are eligible for election to the Board. No person receiving remuneration for services as an employee of TCHS may be a member of the Board of Directors.

**Manner of Election:** TCHS shall be governed by a Board of Directors that, except for the Immediate Past President, shall be elected by a majority of votes cast by the general membership at an annual meeting. If necessary, balloting will continue until a majority of votes is obtained. The Board shall elect its own officers.

**Terms of Office:** All Board Members will serve for two-year terms. Board members terms are staggered such that 5 positions are up for reelection each year. This is done to ensure continuity in the board after each election and to allow for a smooth transition to new Board Members and new Officers. Immediate Past President shall be a nonvoting advisory role to the Board and shall serve after completing his/her complete term of office until the next qualifying Past President is available.

**Vacancies:** Vacancies on the Board of Directors may result from resignation, death, relocation, or failure to attend three consecutive Board Meetings. When a vacancy occurs, the President will appoint a replacement with the consent of a majority of the Board Members at a future meeting of the Board.

#### **ARTICLE V – OFFICERS’ DUTIES**

**President:** The President shall preside at meetings of the general membership and the Board of Directors. The President shall, with the approval of the Board of

Directors, appoint all committee chairs, who in turn shall select the members of their respective committees. The President shall also perform such other duties as are necessary to his/her office. The President shall only vote to make or break a tie.

**Vice-President:** In the absence of the President, the Vice-President shall perform the duties of that office. The Vice-President shall assist the President in the performance of his/her duties and shall also perform such other duties as are necessary to the office of the Vice-President.

**Secretary:** The Secretary shall take and keep minutes of all meetings of the general membership and the Board of Directors. The Secretary shall also keep a register of TCHS's Board of Directors and committee chairs. The Secretary shall issue notices of meeting, conduct correspondence on society matters, and inform the Board of Directors of such correspondence. The Secretary shall also keep a list of the current members of the TCHS and shall notify the general membership of any proposed Amendments to these Bylaws in a timely fashion. The Secretary shall also perform such other duties as are necessary to his/her office.

**Treasurer:** The Treasurer shall maintain accounts in the name of the society in such banks as the Board of Directors designates. The Treasurer shall deposit all monies in appropriate accounts; pay all disbursements by check, and co-sign checks. The Treasurer shall report the condition of the treasury at monthly meetings and present to the membership semi-annual statements showing balances as of March 31<sup>st</sup> and September 30<sup>th</sup> of each year. The Treasurer shall, upon request of the Board of Directors, furnish detailed information concerning all receipts and expenditures. All checks shall be co-signed by two of the following officers: President, Vice-President or Treasurer. No money shall be expended without prior approval of the Board of Directors except when an immediate payment must be made of less than \$500. In the case of such immediate payment, the Board of Directors will be asked to approve the expenditure at its next meeting. The Treasurer shall also perform such other duties as are necessary to his/her office.

**Terms of Office:** All elective Officers shall serve for a term of one year and not more than 4 consecutive 1-year terms.

**Required Attendance:** The President shall declare the board seat vacant of any Officer or Board Member who absents him/herself from three consecutive meetings without prior notification to the President.

## **ARTICLE VI – DONATIONS**

**Acceptance of Donations:** The TCHS will accept donations of money and real property other than money. Except for a donation of land or a building that can be used as a shelter, real property donations will be converted to cash and used to further the Objectives of the TCHS as outlined in Article II of these bylaws.

**Refusal of Donations:** The TCHS reserves the right to refuse any donation that is not in conformance with the Objectives of the TCHS as outlined in Article II of these bylaws.

## **ARTICLE VII – FISCAL YEAR**

The fiscal year shall be October 1<sup>st</sup> through September 30<sup>th</sup> of the following year.

## **ARTICLE VIII – MEETINGS**

1. The annual meeting and election of board members shall be held during the month of September and shall coincide with the regular quarterly meeting of the general membership.
2. The Secretary shall mail or email meeting notices to the general membership no later than ten (10) days prior to the meeting. Notices in The Star News and announcements on WIGM/WKEB may also be used to notify members of meetings.
3. Regular meetings of the general membership shall be the first Thursday of each September, December, March, June.
4. The President may call, cancel or postpone meetings at his/her discretion.
5. Board meetings shall be held monthly.
6. The President may call special meetings of the general membership or the Board of Directors when necessary.

## **ARTICLE IX – ELECTIONS**

1. The general membership shall elect Members of the Board of Directors by simple majority at the annual meeting.
2. All votes shall be in person; proxy votes are not allowed.
3. Any member in good standing at the time of election is eligible to vote as well as to serve as a board member if so elected.
4. Any member may nominate another member for a board seat by delivering notice to the chairperson of the Nominating Committee not less than two weeks prior to the election. This notification may be made by phone, email or letter.

5. Newly elected Board Members and their selection of Officers shall take office October 1<sup>st</sup> and continue in office until September 30<sup>th</sup> of the following year.
6. Outgoing officers shall turn over all TCHS documents, files, accounts and other information on or before September 30<sup>th</sup> in a cordial and supportive manner to provide for a smooth transition and in keeping with the mission.

## **ARTICLE X – COMMITTEES**

1. The newly elected President shall present a list of standing committee chairs to the Board of Directors for approval at their first meeting following the election.
2. Ad hoc committees may be authorized at any time as needed.
3. The following is a list of standing committees:
4. Each committee shall consist of two or more members or deemed inactive.

**Animal Welfare:** This committee shall work in conjunction with the Shelter Director to establish policy to prevent and/or alleviate cruelty to animals and the management and care of abandoned, stray and unwanted animals. Further, this committee shall decide if euthanasia is required for any animal in the care of the TCHS. The attending veterinarian may preempt such decision to prevent undue or needless suffering on the part of any animal. Policies established by this committee and the Shelter Manager shall be approved by the Board of Directors.

**Personnel:** This committee, consisting of the Board of Directors, shall handle matters regarding employees and volunteers at the shelter as necessary. They shall also provide direct oversight over the Shelter Manager, but not micro manage in day to day matters.

**Membership:** This committee shall work to increase the membership in the TCHS and to retain those individuals who are already members.

**Education:** This committee shall provide educational materials and information regarding the welfare of animals. It shall also develop various youth groups that are dedicated to the proper care of all animals.

**Fundraising:** This committee shall conduct all fundraising activities as directed by the Board of Directors.

**Nominating:** This committee shall work to secure a slate of candidates for vacant Officer and Board posts.

**Building and Maintenance:** This committee shall plan, design, and oversee the construction of the Taylor County Humane Society Shelter. This committee is also responsible for the upkeep and maintenance of the shelter building and its grounds.

**Public Relations:** This committee shall prepare and distribute communications to the public promoting Taylor County Humane Society objectives and services. This may include, but is not limited to, print, media and electronic distributions to the public.

## **ARTICLE XI – ANIMAL SHELTER**

**Operation:** The TCHS may operate an animal shelter to carry out the Objectives of the Society as outlined in Article II of these Bylaws.

**Director:** The Shelter Manager shall manage the TCHS Shelter and shall abide by the policies developed by the Animal Welfare Committee and approved by the Board of Directors.

## **ARTICLE XII – DUES**

**Regular Dues:** After October 1, 2007, regular dues will be paid annually at the following rates:

Student	\$5
Individual	\$10
Family	\$25
Lifetime	\$250

## **ARTICLE XIII – AMENDMENTS**

These Bylaws may be amended at any general membership meeting by a vote of two-thirds of the total members in attendance who are in good standing (see Article III). Proposed amendments must be submitted to the Secretary fourteen (14) days prior to the general membership meeting at which the vote on the amendment will

be taken. The Secretary must notify members ten (10) days prior to that meeting. This notification to the general membership may be by mail or email.

#### **ARTICLE XIV – PARLIAMENTARY PROCEDURE**

All meetings of the TCHS shall follow a briefed version of Roberts Rules of Order as written in Appendix 1: Meeting Protocol and Procedures.

#### **ARTICLE XV – PURPOSE AND COVENANTS;**

- a. Said organization is organized exclusively for charitable, religious, educational, and scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501 (c) (3) of the Internal Revenue Code, or corresponding section of any future federal tax code.
- b. No Part of the net earnings of the organization shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that the organization shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in the purposes clause hereof. No substantial part of the activities of the organization shall be carrying on of propaganda, or otherwise attempting to influence legislation, and the organizations shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of this document, the organization shall not carry on other activities not permitted to be carried on (a) by and organization exempt for federal income tax under section 501 (c) (3) of the Internal Revenue Tax Code, or corresponding section of any future tax code, or (b) by an organization, contributions to which are deductible under section 170 (c) (2) of the Internal Revenue Code, or corresponding section of any future federal tax code.
- c. Upon the dissolution of the organization, assets shall be distributed for one or more exempt purposes within the meaning of section 501 (c) (3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government or a public purpose. Any such assets not disposed of shall be disposed of by the court of Common Pleas of the county in which the principal office of the organization is then located, exclusively for such purpose or to such organization, as said Court shall determine which are organized and operated exclusively for such purposes.

**ARTICLE XVI – CONFLICT OF INTEREST POLICY**

The TCHS shall adhere to a strict Conflict of Interest Policy as written in Appendix 2: Taylor County, WI Humane Society, Inc. Conflict of Interest Policy and officially amended on 11/01/07 in accordance with Sec. 181.1004 Wis. Stats.

Date Adopted: November 1, 2007

President: \_\_\_\_\_  
(Frank C. Frasher)

Vice-President: \_\_\_\_\_  
(Lynette Binns)

Secretary,  
Treasurer: \_\_\_\_\_  
(Katie Hoffman)

Amendment March 5, 2009

President: \_\_\_\_\_  
(Doris Kiefer)

Amendment June 4, 2009

President: \_\_\_\_\_  
(Doris Kiefer)

Amendment December 2, 2010

President: \_\_\_\_\_  
(Jane Darnell)

Secretary: \_\_\_\_\_  
(Tom Steen)