

## **Bylaws of the Natchez-Adams County Humane Society**

P.O. Box 549  
Natchez, MS 39121

### **Article I – Name and Location**

The name of this organization shall be Natchez-Adams County Humane Society. The physical location of the Natchez-Adams County Humane Society is 392 Liberty Road Natchez, Mississippi.

The Natchez -Adams County Humane Society is a non-profit organization under Section 501(C)(3) of the Internal Revenue Code created on March 18, 1974.

### **Article II – Purpose**

It shall be the purpose of the Natchez-Adams County Humane Society to promote the humane treatment of animals.

#### **Objectives:**

To provide shelter and care for lost, hurt, abandoned or abused animals

To place animals into humane environments whenever possible through adoption and fostering

To implement educational programs to promote responsible pet ownership

To advocate for humane and ethical treatment of animals

### **Article III – General Membership**

#### **Section 1: Definition**

Any person in support of the purpose and objectives of this organization who pays the annual dues shall be eligible for membership.

#### **Section 2: Dues**

A. The Board of Directors shall set the membership dues for this organization.

B. All dues shall be paid annually.

C. The membership year will be annually from January 1-December 31.

D. Any member may resign their membership by notifying the Board of Directors in writing. There will be no refund of dues.

E. The Board of Directors may drop any member for non-payment of dues ninety days past the renewal due date.

F. Any member whose behavior is in violation of the Bylaws or contradictory to the purpose and objectives of the organization may be dropped from membership by a majority vote of the Board of Directors.

#### **Section 3: Membership Meetings and Voting Rights**

A. This organization shall hold an Annual General Membership Meeting each November for the purpose of Humane Society business and the election of Directors as stated in these Bylaws.

- B. Notice of the Annual General Membership Meeting will be made available to all members in good standing at least ten (10) days prior to the date of the meeting. Notice may be sent by letter, email and/or posted on the organization's website.
- C. Single membership is entitled to one vote.
- D. Family memberships are entitled to two votes.
- E. Voting privileges are effective thirty (30) days after the payment of dues. In order to vote at the Annual General Membership Meeting, dues must have been paid at least thirty (30) days prior to the meeting date.
- F. No member may exercise voting privileges while their dues remain in arrears.
- G. The Board of Directors or its President may call Special General Membership Meetings if the need arises. Notice of said Special Meetings will be given by electronic means or by posting on the organization's website seven (7) days prior to the date of said meeting. Notice of Special Meetings may be posted in the newspaper for convenience sake, but is not a requirement for holding a special meeting.

#### **Section 4: Rights and Privileges**

- A. Membership rights in this organization are not transferrable.
- B. Membership rights and voting privileges are reserved only for those members in good standing with paid dues.

### **Article IV: Board of Directors**

#### **Section 1: Authority**

The Board of Directors shall have control of and be responsible for all business and property of the organization. The Board shall have full power, within the dictates of the law, to do or require to be done, everything deemed necessary or expedient for the purposes and objectives of the organization.

#### **Section 2: Number of Directors**

The Board of Directors shall consist of no less than nine (9) and no more than twelve (12) persons.

#### **Section 3: Terms of Service**

- A. Each Director shall be a member in good standing whose dues are paid in full.
- B. Directors shall serve on a volunteer basis without pay.
- C. Directors shall serve a three (3) year term from the date of election. Re-election may be sought for a subsequent three (3) year term. No Director may serve more than two (2) consecutive terms or six (6) consecutive years.
- D. Terms of service shall be staggered so that there is continuity of leadership. Any board member whose term has expired must either run for re-election or wait for one year to be considered for re-election. One-third of the Directors will be elected annually by a plurality of votes cast by ballot at the Annual General Membership Meeting.

- E. Any Director may resign by giving written or verbal notice of resignation to the Board of Directors. A resignation shall be effective immediately upon receipt of the notice by the Board of Directors or any of the officers.
- F. Any vacancy in the Board of Directors may be filled for the un-expired portion of the term by a majority vote of the remaining directors.

#### **Section 4: Meetings**

- A. The Board of Directors shall hold a minimum of six (6) regular Board meetings each year. Requests to meet with the Board of Directors should be submitted to the Board President by the 10<sup>th</sup> day of the month in order to be added to the agenda.
- B. As soon as possible following each election, the newly elected Board of Directors shall hold an Organizational Meeting for the purpose of organization and election of Board Officers, appointment of Committee Chairmen, and the transaction of any necessary business. The Board of Directors shall elect, by majority vote of the Directors present at the meeting, a President, Vice President, Treasurer, and Secretary, and such other Officers as it deems appropriate.
- C. A quorum consists of at least half of the Directors plus one and should include at least two members of the executive board. A quorum shall have full powers to transact all pertinent business. In the absence of a quorum, no formal action shall be taken except to adjourn the meeting to a subsequent date. Use of a written proxy vote is permitted for a Board Member unable to attend any regular, special or Annual General Meeting, but only as it pertains to a specific issue previously discussed by the Board, not to new issues brought up at the unattended Board meeting. Electronic participation during a Board Meeting is deemed acceptable for Directors who are unable to attend the meeting.
- D. Special meetings of the Board shall be held at the discretion of the Board. Notice of regular meetings and special meetings shall be sent to Directors by mail, email or telephone by the President or the Secretary not less than five days prior to the meeting.

#### **Section 5: Conflicts of Interest**

- A. Whenever a Director or Officer has a financial or personal interest in any matter before the Board of Directors, the affected person shall fully disclose the nature of the interest and withdraw from the discussion or lobbying, and abstain from voting on the matter. The minutes of the meeting at which such votes are taken shall record such disclosure, abstention and rationale for approval.

#### **Section 6: Officers**

The officers of this organization shall be President, Vice President, Treasurer, and Secretary. These four officers constitute the Executive Committee of the organization. Officers are elected for a one year term, but can serve longer than one year if elected by majority vote of the Directors during the Organizational Meeting.

**A. President**

The President of the Board of Directors shall be the Chief Executive Officer of this organization. The President shall preside at all meetings of the Board and of the organization, maintaining order and insuring fairness and protocol observance. The President is the Chairman of the Executive Committee, and an ex-officio member of all other committees. The President oversees all other Board officers to assure their responsibilities are duly executed. The President has the authority to sign any contractual agreement on behalf of the Natchez-Adams County Humane Society with the approval of the Board of Directors. The President has the authority to initiate any legal proceedings necessary.

**B. Vice President**

The Vice President shall perform all duties and exercise all powers of the President when the President is absent. The Vice President will automatically replace the President in the event of resignation, incapacitation or death of the President for the remainder of the President's term. The Vice President shall act as an aide to the President.

**C. Treasurer**

The Treasurer shall manage all financial records including receipts, deposits, tax information, and payment of debts in a timely manner using standard accounting procedures for the organization.

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

Funds may be withdrawn from any depository by such persons as the Board of Directors designates. The President, Vice President, Treasurer, and Treasurer's designee shall have the authority of signing all checks and withdrawal of funds from the accounts of the organization in order to conduct the business of the organization.

The Treasurer will make a report to the Board of Directors at each regular meeting and to the membership at the Annual Membership Meeting, or at any other meeting of the Board at the request of any Director made at least five (5) days prior to the meeting date.

**D. Secretary**

The Secretary shall keep and preserve minutes and records of the proceedings of the organization, meetings of the Board of Directors, the Executive Committee, and perform such other duties as are expected of such an officer. The Secretary shall have custody of the corporate seal, bylaws, records, contractual agreements, correspondence and general archives of the organization except as they may be placed in charge of others by order of the Board. The Secretary shall send notice of the time and place of all meetings. The Secretary will prepare and distribute general correspondence as needed.

#### **Article V: Shelter Committee**

The President shall appoint a Shelter Committee to handle the specific matters of the animal shelter. The authority of such committee shall be delegated by a quorum vote action of the Board of Directors. The Shelter Committee reports directly to the Board of Directors, as well as working closely with the Treasurer or Business Manager to remain within budget. The Shelter Committee Chairman will make a report to the Board of Directors at each meeting concerning shelter operations.

#### **Article VI: Executive Committee:**

- a. The Executive Committee shall consist of the President, Vice President, Treasurer, Secretary, and immediate Past President if still a member of the Board of Directors. The President serves as the chairman, and will call meetings of the Executive Committee as needed.
- b. The Executive Committee shall act between meetings of the Board of Directors as needed, and shall possess all the powers of the Board in regard to routine business of the organization. However, any action taken by the Executive Committee must be confirmed by the Board.

#### **Article VII: Committees**

The Board of Directors shall appoint the following standing committees and any ad hoc committees deemed necessary:

1. Finance Committee
2. Nominations Committee
3. Bylaws Committee
4. Shelter Committee
5. Education Committee
6. Events/Fundraising Committee
7. Rescue Committee
8. Public Relations Committee

#### **Finance Committee:**

- a. The Finance Committee shall consist of at least five persons including the President, Treasurer, and up to three members of the Board of Directors.
- b. The Treasurer serves as the chairman of the Finance Committee and along with the President may call for the committee to meet as needed.
- c. The Finance Committee shall be responsible for the preparation and monitoring of the annual budget; general management, investment, and sale of the assets of the organization; conducting appropriate due diligence for the purpose of accepting or declining all gifts offered to the organization, except gifts of cash, goods or services that will be used in the regular business of the organization; and making recommendations to the Board of Directors for approval when necessary.

**Nominations Committee:**

- a. The Nominations Committee shall consist of three (3) members of the Board of Directors and (2) two members from the general membership. The Committee shall elect one of its members to serve as chairman.
- b. At least sixty days prior to the Annual General Membership Meeting, the Nominations Committee shall begin the process of gathering self-nominations and recruiting qualified candidates who are members in good standing for open Board of Director positions.
- c. The Nominations Committee shall interview qualified candidates and shall present a slate of nominees to be considered for election at the regular Board Meeting one month prior to the Annual General Membership Meeting. The report of the Nominating Committee shall be made available to all of the members in good standing after the Committee's report has been presented to the Board of Directors. Notice may be sent by letter, email and/or posted on the organization's website. **Additional candidates for the positions to be filled may be placed in nomination by petition signed by at least 25 members who are eligible to vote. The petition shall be filed with the Secretary at least 2 weeks before the election. The Secretary may give notice of such additional nominations by letter, email and/or posted on the organization's website.**
- d. The Nominations Committee shall present a slate of candidates for Board Directors at the November Annual General Membership Meeting for election by the members of this organization. All members in good standing will receive a written ballot to vote for the number of candidates needed to fill the open Director positions.

**By-laws Committee** (amend society by-laws, as needed)

**Shelter Committee** (operation of the animal shelter)

**Education Committee** (educational outreach)

**Events Committee** (parties, fundraisers)

**Rescue Committee** (guidelines for rescues, legal authority for seizure of animals, etc.)

**Public Relations Committee** (authority to speak to the press, newsletter, website)

**Article VIII: Rules of Order**

The rules and procedures common to "Robert's Rules of Order" shall constitute the parliamentary guidelines for procedure followed by the Board of Directors at its meetings, as well as during the Annual Meeting of the Natchez-Adams County Humane Society. The president shall appoint a parliamentarian during the Organizational Meeting each year.

**Article IX: Amendment of Bylaws**

These Bylaws may be repealed, altered or amended at any Board of Directors meeting or Special Meeting called by the Board of Directors for that purpose, provided any proposed changes have been submitted to the Board of Directors and approved by a 2/3 majority vote. Following Board approval, copies of the proposed changes shall be distributed to members of the Board of Directors, officers and committee chairpersons.

**Article X: Effective Date**

These Bylaws, effective upon their adoption, stand as the regulatory wills and wishes of the Board of Directors of the Natchez -Adams County Humane Society, until such time as the Board of Directors deems it necessary to make changes or additions as are required to fulfill the purpose and objectives of this organization.

These bylaws were initially adopted October 16, 2012 and most recently amended on August 3, 2015.

Sources used for these Bylaws revisions:

Original Bylaws of NACHS written in 1974

Suggested revisions by current Board Directors

Suggested revisions by NACHS legal counsel

Suggested revisions by Tony Byrne, Becky Morris, and Brent Bourland

Sample Bylaws provided by the ASPCA

Sample Bylaws for non-profit organizations

Sample Bylaws of other non-profit humane societies