Heart of the Catskills Humane Society
www.heartofthecatskills.org
PO Box 88, Delhi, NY 13753
Phone: 607-746-3080 Fax: 607-746-7896
E-mail: info@heartofthecatskills.org
Website: www.heartofthecatskills.org

BYLAWS

ARTICLE I – NAME, PURPOSE, MISSION STATEMENT

1.1 Name: The name of the Corporation shall be The Humane Society of Central Delaware County, Inc. (doing business as "Heart of the Catskills Humane Society").

1.2 Purpose: The Corporation is organized exclusively for charitable and educational purposes, as specified in Section 501(c)(3) of the Internal Revenue Code, to serve Delaware County and other regions to which the Corporation is contracted.

1.3 Mission Statement: The Corporation shall promote and advance humane and protective care and treatment of animals by positive community interaction through education, spay-neuter programs and other activities that enable people of all ages and in all circumstances to enjoy animal companionship.

The Corporation shall act as a protective association primarily in the care and disposition of lost, strayed, or homeless dogs and cats, and as incident thereto, shall maintain shelter for such animals and operate the same.

ARTICLE II – OFFICES

2.1. Principal Office: The principal office is located at 46610 State Hwy 10, Delhi, NY, where the shelter (the "Shelter") operated by the Corporation is located. The mailing address is P.O. Box 88, Delhi, New York, 13753.

2.2. The Board of Directors may change the principal office from one location to another within Delaware County by noting the changed addresses and effective date below, and such changes of address shall be approved by vote of the Board and shall not require an amendment of these bylaws:

_____ Dated: _____.20___

_____ Dated: _____.20___

_____ Dated: _____.20___

2.3. The Corporation may also have offices and agents at such other places, within its state of incorporation where it is qualified to do business, as its business and activities may require and as the Board of Directors may designate.

ARTICLE III – RECORDS

3.1 Membership Roster – The Corporation shall keep at its principal office, or such other place or places within the United States as the Board of Directors may determine, a membership roster, recording the names and addresses of the members.

3.2 Records to be Kept at Principal Office – The Corporation shall keep the following records at its principal office at all times:

a) The original or copies of its Bylaws and minutes of the regular meetings with amendments thereto, monthly and annual financial reports, and reports made to any member within the preceding three (3) years;

b) A statement of the names and post office addresses of its principal officers and Board of Directors; and

c) Daily journal of Shelter activities.

3.3 Members' Right to Examine Such Records - Every member of the Corporation has the right to examine, in person or by agent or attorney, for any proper purpose and at the place or places where usually kept, the books of account, and the minutes of the regular meetings by contacting the Shelter's Director of Shelter Operations for an appointment.

3.4 A request to copy any of the above material must be made in writing to the Secretary of the Corporation specifically stating the item(s) to be copied. A fee of ten cents ($.10) per copy will be charged.

ARTICLE IV – MEMBERSHIP

4.1 Classes of Membership - There shall be ten (10) classes of membership:

a) Individual Membership – Any person may become an Individual member with an annual payment of a membership fee of $15.00.
b) Family Membership – Any family may hold a Family membership for an annual payment of a membership fee of $25.00.
c) Contributing - any person may become a Contributing member with an annual payment of a membership fee of $50.00.
d) Supporting - any person may become a Supporting member with an annual payment of a membership fee of $100.00.
e) Sustaining - any person may become a Sustaining member with an annual payment of a membership fee of $250.00.
f) Patron - any person may become a Patron member with an annual payment of a membership fee of $500.00.
g) Benefactor – Any person may become a Benefactor member by donating $1,000.00 or more.
h) Adoption Membership – Any person adopting a pet from the Corporation for the first time shall be given a one-year free membership, renewable at the end of that year upon payment of a membership fee.
i) Honorary Membership – The Board may, by simple majority vote, confer Honorary Membership on any individual or organization whose contributions to the Corporation in terms of money, goods or services warrant it. Honorary memberships shall be for one-year duration and shall require no dues. Honorary members are not entitled to vote.

j) Life Membership – The Board may, by simple majority vote, confer Life Membership on any member whose services to the Corporation warrant it. Life Members shall pay no dues and shall retain voting privileges.

4.2 Membership dues are payable annually.

4.3 The Board of Directors may change the amount of dues or change the classes of membership by a simple majority vote of its members.

4.4 Membership will expire or lapse on non-payment of annual dues.

4.5 Any member who is attempting to damage or defame the Corporation or who, by every appearance, does not support the purposes of the Corporation , may have his/her membership terminated by two-thirds (2/3) vote of the Board of Directors.

4.6 Any membership may be terminated, with statement of cause, by two-thirds (2/3) vote of the Board of Directors or by written resignation of the member. (See Article IX).

4.7 Any member who was terminated may be reinstated by a majority vote of the total membership present at a Special Meeting. (See Article VI.)

4.8 Nothing in these bylaws shall affect the status of any person who has acquired "Life" or "Honorary" membership under previous bylaws.

ARTICLE V – RIGHTS AND PRIVILEGES OF MEMBERS

5.1 Voting – Individuals must be members in good standing for at least three (3) months before they are entitled to vote. Approval of an issue requires a simple majority vote of those members (in person or by proxy), other than Honorary, in attendance at a meeting.

5.2 At any meeting of the membership, each member, other than Honorary, shall be entitled to one vote on each issue before the group.

5.3 Voting by proxy shall be permitted if the President or Secretary receives the signed and sealed vote from an entitled member (see Section 5.1 above) before the beginning of the meeting in which a vote shall take place. Proxy ballots may be obtained by contacting the Shelter.

5.4 No person under the age of 18 shall be entitled to vote or serve as a Director.

5.5 To be a candidate for election to the Board of Directors, a person must be a member in good standing for more than six (6) months.

5.6 Members in good standing, other than Honorary, may nominate candidates for the Board of Directors by filing a written petition with the Nominating Committee between July 1 and August 31. Notice of members' opportunity to do so shall be published in advance of such period through local media and/or direct mailing.

5.7 No member shall have any interests whatsoever in the money, property or assets of the Corporation, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and make payments and distributions to further the purposes described in Article I above.

5.8 No committee or individual shall contract any indebtedness or obligation on behalf of the Corporation without authorization from the President and Treasurer, or their designees.

ARTICLE VI – MEETINGS OF THE MEMBERS

6.1 The Annual Meeting of the Corporation shall be held during the month of October of each year at such place as the Board of Directors shall designate, and will be scheduled by the Secretary after consultation with the Board of Directors. At the Annual Meeting, the Board of Directors shall make their annual reports, the new Board of Directors shall be elected by the membership, and any other business required by these bylaws or deemed necessary or advisable by the Board of Directors shall be transacted.

6.2 Notice of the Annual Meeting shall be posted at the principal office and announced in local public media at least thirty (30) days prior to the meeting. The Secretary shall also email, or cause to be emailed, notice of the Annual Meeting to all members on the then current email distribution list of members maintained by the Corporation at least thirty (30) days prior to the meeting. All notices of the Annual Meeting shall set forth the place, date, time and purposes of the meeting.

6.3 Special Meetings – Special Meetings may be called by the President, by the Executive Committee, or by the filing of a written notice with the Secretary by ten (10) of the Corporation's members at least thirty (30) days before the meeting stating the reason for the meeting. The Board shall be included in Special Meetings, and only the issue stated may be discussed at such meeting. Announcement of the time and place of each Special Meeting shall be made through local public media, direct mailing and/or email.

6.4 Order of Business for Special Meetings – The following shall be the Order of Business for Special Meetings of the Corporation:

a) Call to Order
b) State the Objective of the Meeting
c) Business for Which the Meeting was Called
d) Roll Call
e) Adjournment

ARTICLE VII – BOARD OF DIRECTORS

7.1 Board Role – The Board of Directors shall manage all of the activities, policies, property and affairs of the Corporation. A list of responsibilities of individual Board members shall be promulgated and maintained by the Nominating Committee. The Board may appoint committees or agents, as it deems necessary to carry out the business of the Corporation, and may prescribe their functions and duties. The Board of Directors shall appoint the Director of Shelter Operations or hire staff responsible for carrying out Corporation activities. Job descriptions, duties, budgets, delegated powers and salaries of the Director of Shelter Operations and staff shall be by simple majority vote and entered in the minutes of the Board by the Secretary. Board members shall be provided with appropriate training and orientation to fulfill their duties.

7.2 Board Size - The number of Directors shall not be less than 9 or more than 15 and shall always be an odd number.

7.3 Board Compensation – Board members shall not be paid by the Corporation, or by any other sources, for services rendered to the Corporation except for pre-approved expenses.

7.4 Election of Members of the Board of Directors - All candidates for the Board must be members of the Corporation, in good standing at least six (6) months before their election to the Board, and no employee of the Shelter shall be eligible for nomination or election to the Board of Directors. Directors shall be elected by simple majority vote of the general membership attending (in person or by proxy) the Annual Meeting. (See Article V1.)

7.5 Terms – Each Director shall hold office for one year, effective beginning at the October Annual Meeting.

7.6 Meetings of the Board of Directors – The Board will meet a minimum of six (6) times per fiscal year, to include September and November, plus attend the Annual Meeting in October. Board meetings will be pre-scheduled at the beginning of the fiscal year after the election of the Officers and approved by the Board. Meetings of the Board may be called at any time by the President or any member of the Executive Committee and shall follow the same order of business as Special Meetings. Fifty-one (51) percent of the membership of the Board shall constitute a quorum at any Board meeting.

7.7 Voting by Electronic Mail - Between meetings of the Board, votes of the Board may be taken by electronic mail *provided* that (i) the matter to be voted upon is proposed to the Board by a member of the Executive Committee or his or her designee, (ii) reasonable efforts are made to give each Director notice by electronic mail or otherwise of the matter to be voted upon, and (iii) the Secretary maintains a record of each vote cast and reports the results of the vote to the entire Board, and *provided further* that an affirmative vote of at least fifty-one (51) percent of the membership of the entire Board shall be required for any vote taken by electronic mail to pass.

7.8 Absences and Termination - When a Director cannot attend a meeting, a valid excuse must be given in writing (including by electronic mail) or by phone to the President and Secretary prior to any meeting. Any Director may be removed from office, with cause or for unexcused absence from three (3) meetings in one fiscal year, upon the vote of the majority of the Directors present at a duly held meeting, *provided* there is a quorum, and the notice of the meeting at which removal is to be considered states such purpose. The membership of the Corporation may initiate recall or reinstatement of a member of the Board of Directors by calling a Special Meeting for such purpose, as provided in these bylaws, and remove such Director with a two-thirds (2/3) majority vote of the membership present at such Special Meeting. (See Article VI.)

7.9 Resignation – Resignation from the Board must be in writing and received by the Secretary.

7.10 Vacancies – The Board of Directors shall elect some member in good standing to fill any vacancy in the membership of the Board to keep the membership at an odd number until the next Annual Meeting. (See Section 7.2.)

7.11 Indemnification - Each Director and each Officer of the Corporation shall be indemnified by the Corporation against any and all claims and liabilities which he or she has or shall become subject to by reason of serving or having served as such director or officer. The Corporation shall reimburse each such person for all legal expenses reasonably incurred by him or her in connection with any such claim or liability, *provided* that no such person shall be indemnified against, or be reimbursed for any expense incurred in connection with any claim or liability arising out of his or her willful misconduct or gross negligence. The right of indemnification provided herein shall not be exclusive of any rights to which any Director or Officer of the Corporation may otherwise be entitled by law.

7.12 Director Conflict of Interest – No contract or other transaction between the Corporation and one or more of its Directors, or between the Corporation and any other corporation, firm, association or entity in which one or more of the Directors are directors or officers or have a material

financial interest, shall be entered into by the Corporation, unless the fact of such relationship or interest is disclosed to the Board of Directors beforehand. The Board of Directors must approve such contract or transaction by a 2/3-majority vote without counting the votes of such interested Directors. Interested Directors shall not be counted in determining a quorum at a meeting of the Board which authorizes, approves, or ratifies such a contract or transaction.

ARTICLE VIII - OFFICERS

8.1 Officers – The Officers of the Corporation shall include a President, Vice President, Secretary, and Treasurer, and any other Officers the Board of Directors may designate.

8.2 Election – Immediately following the Annual Meeting, the newly elected Board shall meet to elect officers for the ensuing year, terms to begin immediately upon election. Each Officer shall hold office for a period of one year, or until such Officer's successor shall have been duly elected and qualified. Only Directors may be elected and serve as Officers. Election as an Officer shall not of itself create contract rights.

8.3 Removal of Officers – Any Officer may be removed from office by a two-thirds (2/3) majority vote of the Board of Directors present at a duly held meeting, *provided* there is a quorum, whenever in their judgment the best interests of the Corporation will be served thereby. The membership may initiate recall of an Officer by calling for a Special Meeting for such purpose, as provided in these bylaws, and remove such Officer with a two-thirds (2/3) majority vote of membership present at such Special Meeting. (See Article VI)

8.4 Vacancies – A vacancy occurring in any office may be filled for the unexpired portion of the term of that office by a majority vote of the Directors present at a duly held meeting, *provided* there is a quorum.

8.5 Duties of the Officers

a) President – The President shall be the chief executive officer and shall:

(1) Preside at all meetings of the Corporation.

(2) Appoint all committees.

(3) Arrange all meetings of the Corporation.

(4) Deliver to the membership at the Annual Meeting a comprehensive report of programs and policies followed in the preceding year.

(5) Be properly bonded and sign all documents on behalf of the Corporation.

(6) Have the authority, with the consent of the Board, to sign along with the Treasurer such papers as may be required in the sale of securities or other assets belonging to the Corporation or in connection with the settlement of estates or trusts in which the Corporation may have interests.

(7) Perform such other duties as may be necessary.

(8) Chair the Executive Committee and be a member *ex officio* of all other committees.

The President may direct other Directors or agents of the Corporation to carry out his or her duties and/or to preside at each meeting in the following order: Vice-President, Secretary, and Treasurer.

b) Vice President – The Vice President shall assist the President in the discharge of duties, and shall:

(1) Be properly bonded.

(2) If the President is absent, resigns, is removed, is temporarily or permanently incapacitated, or should the office otherwise become vacant, shall assume the duties until that office is filled according to these bylaws.

(3) Assure the proper training of employees and Directors in policies and procedures of the Corporation.

c) Secretary – The Secretary shall perform, or direct the performance of the following functions.

(1) Be properly bonded.

(2) Certify and keep at the principal office of the Corporation the original or a copy of its Articles of Incorporation and Bylaws as amended to date.

(3) Keep at the principal office of the Corporation or such other place as the Board of Directors may direct, a book of minutes of all the meetings of the Directors of the Corporation and its membership. The minutes shall show the time and location of meetings, whether they were regular or special; and, if special, how authorized, the notice given and the names of those present at the meeting.

(4) See that all notices are duly given in accordance with the provisions of these bylaws or as required by law.

(5) See that the reports, statements and all other documents required by law are properly kept and filed at the principal office.

(6) Exhibit for inspection upon request the relevant books and records of the Corporation to any member according to provisions in Article III.

(7) Distribute copies of minutes of Board or regular membership meetings to members attending such meetings, and display them at the principal office of the Corporation. Board discussions relating to pending or potential litigation; labor, purchasing, or personnel negotiations; or employee evaluations or grievances that are not open to the public shall not be included in the minutes on display.

(8) Notify members and Directors ten (10) days in advance of all meetings. Notice shall be given by phone, mail, electronic mail and/or public media.

(9) Keep copies of official membership and assure that membership rosters are kept and updated at the principal office of the Corporation.

(10) In general, perform other duties as may be assigned to the Secretary by the Board of Directors

d) Treasurer – The Treasurer shall perform, or direct the performance of the following:

(1) Be properly bonded.

(2) Have charge and custody of, and be responsible for, all funds and securities of the Corporation and the deposit of all such funds in the name of the Corporation in such banks, trust companies or other depositories as shall be selected by the Board of Directors.

(3) Sign, along with the President or such other persons authorized by the Board, such papers as may be required in the sale of securities or other assets belonging to the Corporation or in connection with the settlement of estates or trusts in which the Corporation may have interests.

(4) Keep and maintain adequate and correct accounts of the Corporation's properties and business transactions, including accounts of its assets, liabilities, receipts, disbursements, gains, losses and fund balances.

(5) Exhibit for inspection upon request the relevant books and records of the Corporation to any member as prescribed in Article III.

(6) Submit the financial records of the Corporation for audit to an auditor selected annually by the Board during the last quarter of each fiscal year.

(7) Render interim statements of the condition of the finances of the Corporation to the Board of Directors upon request, and render full financial report within 30 days of the end of each fiscal year.

(8) Receive and give receipt for moneys due and payable to the Corporation from any source whatsoever.

(9) In general, perform other duties as may be assigned to the Treasurer by the Board of Directors.

ARTICLE IX – DISCIPLINARY PROCEDURES

9.1 The following steps shall be followed for any disciplinary action of members or Directors:

a) Verbal reprimand, with proper documentation, by the President or designee.
b) Written warning, via certified return-receipt mail, approved by 2/3-majority vote of Directors present at a Special Meeting called according to Article VII (Section 7.6) of these bylaws.
c) Termination.

9.2 Disciplinary actions of employees shall be as provided in the Corporation's personnel policies, as approved by the Board of Directors.

9.3 Termination of Members or Directors

a) Directors may be terminated for three (3) unexcused absences from meetings or other reasons given in Article VII.

b) Members and Directors may be terminated for abuse of alcoholic beverages or use of illicit drugs while on Corporation business or when a Director or member is representing the Corporation at a function or event.

c) Members and Directors may be terminated for the willful violation of these bylaws.

ARTICLE X - COMMITTEES

10.1 There shall be four (4) standing committees: Executive, Financial, Nominating and Bio-Ethics. Other special committees may be appointed by the President with approval of the Board by simple majority vote.

10.2 The Executive Committee shall consist of the President, the Vice President, the Secretary and the Treasurer. The Executive Committee shall act between meetings of the Board and, except for the power to amend the Articles of Incorporation and the bylaws, shall possess all the powers of the Board in the conduct of routine business of the Corporation. Conduct of special business of the Corporation, including hiring of Shelter employees and non-routine business requiring immediate action, shall be subject to ratification of its actions by the Board. It shall have no power to terminate memberships or official positions or fill positions on the Board or in offices. It shall meet on call of the President whenever business of the Corporation may require.

The Executive Committee shall be responsible for the direction of standing subcommittees for the Corporation and personnel policies and procedures, and for special subcommittees for bylaws and other issues as the Board deems necessary.

10.3 The Financial Committee shall consist of the President, the Treasurer, at least two (2) other members of the Board appointed by the President, and the Director of Shelter Operations. The Board may choose one or more additional members of the Committee from the general membership of the Corporation. The Treasurer shall be the Chair of the Committee.

Fiscal year - The fiscal year shall be October 1 through September 30.

Responsibilities -The Finance Committee is responsible for developing and reviewing fiscal procedures, a fund-raising plan and the annual budget for the next fiscal year. The Board must approve the budget. Any change in the budget must be approved by the Board or the Executive Committee. Annual Reports must be submitted to the Board showing income, expenditures and pending income. The financial records of the Corporation are public records and shall be made available to the membership, Board members and the public as specified in Article III. The Committee shall meet on the call of its Chair or the President.

10.4 The Nominating Committee shall be appointed by the President and shall consist of at least three (3) members of the Board. In addition, the President shall make reasonable efforts to add at least one (1) member of the general membership of the Corporation; *provided, however*, that there shall always be an odd number of members of the Nominating Committee.

Responsibilities - It is the Nominating Committee's responsibility to present a slate of nominees to the Board of Directors at the September meeting and to take any and all actions necessary to ensure the timely election of Board members.

10.5 Bio-Ethics Committee – The Bio-Ethics Committee shall consist of the President (*ex officio*), two Board members, at least one non-Board member and the Director of Shelter Operations.

Responsibilities - The Bio-Ethics Committee is responsible for developing and reviewing issues regarding intake, care, and adoption procedures with Shelter staff and other Board members.

Annual reports are required to be submitted to the Board regarding policies and actions of this committee. Records of committee discussions are public information and shall be made available to the membership, Board members and the public as outlined in Article III.

ARTICLE XI - ELECTIONS

11.1 Any member of the Corporation may make nominations for members of the Board by submitting the following information to the Nominating Committee within the time period specified by that Committee in its call for nominations: (a) the name and address of the person being nominated; (b) the name of the person making the nomination; (c) a statement that the nominee has agreed to serve if elected; (d) a brief resume or biography form of the nominee's background, including any experience with animals and with humane organizations. The Committee may make nominations of its own, following the same procedure.

11.2 The Nominating Committee shall determine that all nominees were members of the Corporation at least six (6) months prior to the election and then prepare a list of nominees and present it to the membership at the Annual Meeting.

11.3 Voting – Voting shall be by secret, written ballot and the candidates receiving the most votes of a simple majority of the voting members will become members of the Board.

ARTICLE XII – AMENDMENTS

Amendments to these bylaws, not in conflict with the Articles of Incorporation, may be adopted by two-thirds (2/3) vote of members present, other than Honorary, at any Annual or Special Meeting of the Corporation called for that purpose, *provided* that any proposed alteration in the bylaws shall first have been submitted to the Board of Directors and approved by the Board prior to the holding of such Annual or Special Meeting, and *provided, further*, that Section 4.8 cannot be deleted by amendment or otherwise. The proposed amendments to the bylaws, as approved by the Board of Directors, shall be made available at the principal office of the Corporation for review by general membership at least thirty (30) days prior to the Annual or Special Meeting. (See Article VI.) Notice of a meeting at which amendment of the bylaws is to be considered must include a statement that such a proposal is on the agenda.

CERTIFICATION

The undersigned Secretary of the Corporation hereby certifies that the foregoing bylaws were properly adopted by the membership of the Corporation present at a duly announced meeting on

September 17, 2012
Date of meeting

at

Delhi, NY
Location of meeting

September 18, 2012
Date

Amanda Fucci-Bortsyek
Secretary