

OLYMPIC PENINSULA HUMANE SOCIETY BYLAWS - INDEX

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OLYMPIC PENINSULA HUMANE SOCIETY BYLAWS

(Ratified by Membership August 17, 2017)

ARTICLE 1

NAME

The name of the Corporation shall be the Olympic Peninsula Humane Society, hereinafter referred to as the "Society".

ARTICLE 2

HEADQUARTERS AND BRANCHES

The principal office and headquarters of the Society shall be in or near Port Angeles, Clallam County, Washington. The Society may establish and maintain branches and/or offices elsewhere in Clallam County.

ARTICLE 3

PURPOSES AND POLICY

Section 3.1. Purpose: The purpose of this Society shall include, but not be limited to, prevention of cruelty to animals, relief of suffering among animals, advancement of humane education, promotion of spay/neuter programs for dogs and cats, promotion of animal welfare, support of enforcement of anti-cruelty laws and promotion of proper legislation to assist in the just enforcement of all cruelty laws of the county of Clallam in the State of Washington.

Section 3.2. Policy: It is the policy of the Society to provide humane care, handling, and shelter for all animals needing protection in the area served by the Society; to return lost animals to their owners; to seek suitable homes for animals without owners; and to provide humane euthanasia when necessary.

Section 3.3. Definitions: For purposes of this document, the titles of Board of Trustees and Board of Directors are interchangeable.

Section 3.4. Non-discrimination: The Board of Directors affirms that it is the policy of this Society that no person shall be discriminated against, denied the services of, or denied employment in the Society, or be harassed on the grounds of race, color, creed, national origin, religion, sex, sexual orientation, age, veterans status, or physical or mental disability.

ARTICLE 4

NOMINATION, ELECTION, AND TERMS OF OFFICERS AND DIRECTORS

Section 4.1. Nominating Committee: There shall be a nominating committee chosen by the Board of Directors, composed of at least three (3) current members of the Board. No member of the nominating committee shall run for an elected Board position for the current year. The nominating committee shall serve for one year and shall appoint a chair. See Appendix A (*Amended 09/22/2016*)

OLYMPIC PENINSULA HUMANE SOCIETY BYLAWS

(Ratified by Membership August 17, 2017)

Section 4.2. Officers:

- a. **Nomination:** The nominating committee chair shall announce the nominees for the offices of President, Vice President, Secretary and Treasurer to the Board of Directors at the regularly scheduled December meeting or as otherwise directed by the Board.
- b. **Election:** These nominees shall be presented for Board approval at the Annual Meeting in January and may be elected by a majority vote.
- c. **Terms:** The President's term shall be for two years but may be extended to three years by a majority vote of the Board. Upon completion of the President's term of office, he/she may serve a one-year term as the immediate Past President in the capacity of an ex-officio board member. The terms of the remaining officers will be one year but may be extended by a majority vote of the Board. All terms become effective immediately following the close of the annual meeting. If a Director's term ends (either at the end of two consecutive full three-year terms or, following a year's absence, at the end of the third full three-year term) while serving as an Officer, the Director shall remain on the Board until the position is replaced at the next annual meeting. *(Amended 07/20/2017; 11/15/2018)*
- d. **Removal of Officer from the Board:** Officers may be removed from the Board, with or without cause, by a **2/3 vote of Directors** present at any meeting called in whole or part for that purpose. While Officers may be removed with or without cause, some reasons for removal with cause include, but are not limited to: unexcused absence from three consecutive Board meetings, excused absence from six Board meetings within a twelve month period, or incapacity or failure to fulfill Officer's duties.

Section 4.3. Directors:

- a. **Nomination:** The nominating committee shall also accept and review applications for open Board positions at any time during the year. In order to maintain a Board of Directors with a diverse skill base which will best serve the mission and function of the Society, eligibility to serve on the Board will be open to any qualified individual. The committee chair may make a recommendation to the Board to approve a candidate at any regularly scheduled Board meeting.
- b. **Terms:** Newly elected Directors will begin serving their terms at the next regularly scheduled Board meeting. A Board of Director's term shall be for a period of three (3) years. Each Director shall serve no more than two consecutive full three-year terms but may reapply for Board membership after an absence of one year. A maximum of three (3) full three-year terms may be served. If a Director's term ends (either at the end of two consecutive full three-year terms or, following a year's absence, at the end of the third full three-year term) while serving as an Officer, the Director shall remain on the Board until the position is replaced at the next annual meeting. *(Amended 07/20/2017)*

OLYMPIC PENINSULA HUMANE SOCIETY BYLAWS

(Ratified by Membership August 17, 2017)

- c. **Number of Directors:** The Board of Directors shall consist of a minimum of seven and a maximum of thirteen individuals. The Executive Director shall be an ex-officio member of the Board.
- d. **Ineligibility for Board positions:** No current employee of the Olympic Peninsula Humane Society shall be a Director of the Society.
- e. **Conflict of Interest:** Any Director who has a conflict of interest with a matter pending before the Board, or in a private business relationship with the Society shall disclose the conflict of interest to the other Directors prior to taking part in any discussion and/or voting on any issue. All such disclosure (including abstentions from voting by reason of conflict of interest) shall be recorded in the minutes.
- f. **Removal of Director from the Board:** Directors may be removed from the Board, with or without cause, by a 2/3 vote of Directors present at any meeting called in whole or part for that purpose. While Directors may be removed with or without cause, some reasons for removal with cause include, but are not limited to: unexcused absence from three consecutive Board meetings, excused absence from six Board meetings within a twelve month period, or incapacity or failure to fulfill Board duties.
- g. **Resignation:** Board Directors may resign their positions at any time by notifying the President, in writing, of their intent to resign.

ARTICLE 5

DUTIES OF THE BOARD OF DIRECTORS AND OFFICERS

Section 5.1. Duties of the Board of Directors: The Board of Directors shall control and manage the property and business affairs of this Society. The Board's duties include, but are not limited to:

- a. Adopt all Society policies and procedures and review annually.
- b. Adopt an annual budget;
- c. Approve expenditures exceeding the spending authorities;
- d. Adopt a policy governing investment of surplus funds;
- e. Employ and annually evaluate the performance of the Executive Director and Animal Care Manager-Veterinarian; adopt and revise, as necessary, a description of the their duties and responsibilities;
- f. Authorize and approve the negotiation and execution of all contracts entered into by the Society;

OLYMPIC PENINSULA HUMANE SOCIETY BYLAWS

(Ratified by Membership August 17, 2017)

- g. Adopt and annually review the goals and long-range plan for the Society;
- h. Make provisions for comprehensive, independent audits of the Society's finances and financial controls whenever ordered by a majority vote of the Board; review the findings and recommendations of the auditor and take whatever action recommended whenever possible. In addition, an annual review of the Society financial records shall be conducted; *(Amended 09/22/2016)*
- i. Adopt a policy governing care of animals which, at a minimum, takes into account the requirements of state law and of the Society's agency contracts, the potential for returning animals to their owner(s), the health and adoptability of unclaimed animals, and the availability of Society resources for food and shelter;
- j. Check at least annually to verify that the Society is operating and conforming within the scope of Washington State Laws as they apply to non-profit Corporations, Society Bylaws, Articles of Incorporation and the county and city ordinances in Clallam County;
- k. Amend Bylaws as necessary. These Bylaws may be altered, amended, or repealed by the affirmative two-thirds (2/3) vote of the Board of Directors at any regular meeting of the Board. Proposed changes shall be presented at a regular meeting of the Board of Directors and shall be voted on at the next regular meeting of the Board.
- l. In the absence of an Executive Director, the Executive Officers of the Board of Directors shall assume control of the duties of the Executive Director. The Officers may designate one or more Board member to assume the duties as needed.

Section 5.2. Committees: The Board of Directors may provide for such committees as it deems necessary or desirable to further the purposes of the Society. The President may delegate to such committees any duties, powers, and reporting obligations consistent with these Bylaws, which are deemed appropriate to the committee's purposes.

Section 5.3. Classification of Directors: Officers and Directors shall be classed as volunteers and shall not receive salaries (or fees for these services) but may be reimbursed compensation in a reasonable amount for services rendered as per RCW 24.03.030(4).

Section 5.4. Duties of the Officers: Duties of the Society's officers shall include, but are not limited to:

- a. **Duties of the President:** The President shall preside over all meetings of the Board. The President shall be responsible for setting the order of all meeting agendas. The President shall also serve as the Board's contact person for communications with the Executive Director.

OLYMPIC PENINSULA HUMANE SOCIETY BYLAWS

(Ratified by Membership August 17, 2017)

- b. **Duties of the Vice President:** The Vice President shall perform all duties of the President in the absence of the President and perform all duties assigned to him or her by the Board of Directors or by the President.
- c. **Duties of the Secretary:** The Secretary shall take and preserve minutes of all meetings of the Board. The Secretary shall perform other duties assigned by the Board or by the President. At the completion of term of office, the Secretary shall provide the President with a complete set of minutes taken while serving as Secretary. The Secretary shall have in his or her possession at all meetings copies of Articles of Incorporation , Bylaws, and a current version of Robert's Rules of Order and RCW Title 24.03.
- d. **Duties of the Treasurer:** The Treasurer shall collect, disburse and have custody of all Society funds, keep a complete and accurate record of all transactions and submit an up-to-date report to the Board on the financial condition of the Society each month. The treasurer shall handle all accounts receivable and send proper statements for same. The Treasurer is also responsible for all required external financial reporting to government agencies.

Section 5.5. Authority to sign checks: Following the annual election of officers, the Board will review and approve a policy regarding check signature authority.

ARTICLE 6 BOARD OF DIRECTORS' MEETINGS

Section 6.1. Regular Board Meetings:

- a. **Scheduling:** The Board shall schedule regular meetings at times and in locations that best meet the needs of its Directors. Executive meetings may be called as necessary.
- b. **Agenda:** The President of the Board shall preside over the meeting and prepare the agenda, which shall be sent to the Directors.
- c. **Notification:** Any necessary changes of a meeting's time or place shall be provided to the Board of Directors with as much notice as possible. *(Amended 07/20/2017)*
- d. **Attendance:** Board Directors, including the Immediate Past President, the Executive Director, and invited guests only may attend OPHS Board Meetings. *(Added 7/20/2017; amended 11/15/18)*

OLYMPIC PENINSULA HUMANE SOCIETY BYLAWS

(Ratified by Membership August 17, 2017)

Section 6.2. Annual Meeting:

- a. **Purpose:** The purpose of the Annual Meeting of the Board of Directors shall be for the delivery of annual reports summarizing the past year's finances and activities of the shelter; for the election of officers for the upcoming year; and for any other business that may arise. The Annual Meeting may be combined with the regular monthly meeting of the Board of Directors
- b. **Scheduling:** The Annual meeting shall be held in January of each calendar year. The date and place shall be at the discretion of the Board.
- c. **Agenda:** The President of the Board of Directors shall preside over the Annual Meeting and shall establish the meeting agenda.

Section 6.3. Special Board Meetings:

- a. **Scheduling:** Special meetings of the Board of Directors may be called at any time by the President, Secretary or Executive Director or when requested to do so in writing by any Board Director.
- b. **Agenda:** The content of a special meeting shall be determined by the person(s) calling the meeting.
- c. **Notification:** Reasonable notice of such a special meeting and its purpose shall be given to each Director.

Section 6.4 Quorum: A majority of the members of the Board of Directors shall constitute a quorum of the Board. Provided a quorum is present, and except as otherwise prescribed in these Bylaws, decisions at any meeting of the Board of Directors or other committees shall be by majority vote of those present and voting.

Vote by E-Mail. The business of the Board of Directors may be conducted by e-mail when no meeting is in session. Any motion that is made requiring a vote shall be sent to each Director's e-mail address. All votes will be made in such a manner that every other Director is aware of the vote. If a majority of all serving Directors vote in favor of the motion, the motion shall pass. At the next board meeting the motion and the vote thereon shall be recorded in the minutes under old business.

Section 6.5. Requirement for parliamentary procedure: Meetings shall be conducted under the current version of Robert's Rules of Order.

OLYMPIC PENINSULA HUMANE SOCIETY BYLAWS

(Ratified by Membership August 17, 2017)

ARTICLE 7

MISCELLANEOUS ARTICLE 7

MISCELLANEOUS

Section 7.1. Members: There shall be no members of this Society.

Section 7.2. Meeting Protocol and Acts of the Society: All meetings of the Society and the Board of Directors and of committees shall be conducted pursuant to these Bylaws, the Articles of Incorporation, the current version of Robert's Rules of Order and RCW Title 24.03. No act of this Society shall be void solely because there are fewer than four (4) officers.

Section 7.3. Society Fiscal Year: The fiscal year of the Society shall be from January 1 to December 31.

Section 7.4. Indemnification of the Board: The Society shall indemnify the elected Board Members and the employees for actions or decisions taken on behalf of the Society when such actions or decisions are made in good faith and are within the scope of their responsibilities. The Board of Directors shall adopt by resolution the detailed circumstances of such indemnification and shall secure appropriate insurance coverage.

Section 7.5 Society Dissolution: Upon dissolution of this Society all assets shall become the property of animal welfare organizations located in Clallam County at that time as required by law, consistent with RCW Title 24.03 and other applicable laws.

ARTICLE 8

SEVERABILITY OF BYLAWS

Severability – If, by a court of law any section, sub-section, paragraph or word of these Bylaws or its application to any person or circumstance is held unlawful, the remainder of these Bylaws or the application of the sections, subsections, paragraphs or words to other persons or circumstances shall not be affected.

OLYMPIC PENINSULA HUMANE SOCIETY BYLAWS
(Ratified by Membership August 17, 2017)

ARTICLE 9
EFFECTIVE DATE

Amended Bylaws shall take effect immediately upon adoption by the Board of Directors. These Bylaws rescind all earlier Bylaws adopted by the Society.

These revised and amended By-laws were adopted by the Olympic Peninsula Humane Society Board of Directors on August 17, 2017

President _____ Date _____

Secretary _____ Date _____

APPENDIX A
OLYMPIC PENINSULA HUMANE SOCIETY
NOMINATING COMMITTEE PROCESS

While it is the duty of the full board to search for qualified new Directors and to be willing to serve as Officers, the Nominating Committee (NC) is responsible for organizing the recruitment process throughout the year, and for submitting a slate of new officers to the board for the annual election in January.

The committee:

- Assesses current and anticipated needs for board composition
- Identifies, recruits, and nominates well-qualified candidates to the full board
- Identifies appropriate and willing Officer candidates for the slate

A. The Process for selecting new Directors:

1. Each potential candidate is contacted by the Chairman of the NC to attend an informal meeting with the NC. The intent is to gather initial information from the interested individual and share information about OPHS and board service.
2. If both parties wish to proceed, the candidate will be given an application and a packet of information about OPHS.
3. After reviewing the completed application, the NC will forward it along with its recommendation to the full board prior to the board meeting.
4. The committee chair presents the candidate to the full board. Board members may ask the candidate questions, and the candidate is encouraged to ask questions as well.
5. The board votes to accept or decline the nomination.
6. The committee chair informs the candidate of the results.
7. If elected to the board, the board President will coordinate the new board director's orientation process and select a mentor for each new board director.

B. The Process for selecting new Officers:

1. The NC chair will request names to be submitted to the committee by any person wishing to be considered for office. Names must be submitted by the November Board meeting.

2. The NC chair shall present nominees for Officers at the regularly scheduled December Board or as otherwise directed by the Board. The nominees must have agreed to accept the nomination.
3. Those nominations shall be presented for approval at the Annual Meeting in January. If there is more than one person seeking a particular office, that office will be voted upon separately. Otherwise, the entire slate may be voted upon as a whole.

OLYMPIC PENINSULA HUMANE SOCIETY BYLAWS

Amendments to By-Laws Since February 26, 2015

September 22, 2016

ARTICLE 4 NOMINATION, ELECTION, AND TERMS OF OFFICERS AND DIRECTORS

Section 4.1. Nominating Committee: There shall be a nominating committee chosen by the Board of Directors, composed of at least three (3) current members of the Board. No member of the nominating committee shall be an officer or run for an elected Board position for the current year. The nominating committee shall serve for one year and shall appoint a chair. See Appendix A

Amended to read:

Section 4.1. Nominating Committee: There shall be a nominating committee chosen by the Board of Directors, composed of at least three (3) current members of the Board. No member of the nominating committee shall run for an elected Board position for the current year. The nominating committee shall serve for one year and shall appoint a chair. See Appendix A

September 22, 2016

ARTICLE 4 NOMINATION, ELECTION, AND TERMS OF OFFICERS AND DIRECTORS

Section 4.2. Officers:

- c. **Terms:** The President's term shall be for two years but may be extended to three years by a majority vote of the Board. The terms of the remaining officers will be one year but may be extended by a majority vote of the Board. All terms become effective immediately following the close of the annual meeting.

Amended to read:

Section 4.2. Officers:

- c. **Terms:** The President's term shall be for two years but may be extended to three years by a majority vote of the Board. The terms of the remaining officers will be one year but may be extended by a majority vote of the Board. All terms become effective immediately following the close of the annual meeting. If an officer's term ends prior to the January Annual Meeting, that term will be extended until the officer is replaced at the Annual Meeting.

OLYMPIC PENINSULA HUMANE SOCIETY BYLAWS

Amendments to By-Laws Since February 26, 2015

September 22, 2016

ARTICLE 5 DUTIES OF THE BOARD OF DIRECTORS AND OFFICERS

Section 5.1. Duties of the Board of Directors:

- h. Make provisions for comprehensive, independent audits of the Society's finances and financial controls not less than once every three years or whenever ordered by a majority vote of the Board; review the findings and recommendations of the auditor and take whatever action recommended whenever possible. In addition, an annual review of the Society financial records shall be conducted;

Amended to read:

- h. Make provisions for comprehensive, independent audits of the Society's finances and financial controls whenever ordered by a majority vote of the Board; review the findings and recommendations of the auditor and take whatever action recommended whenever possible. In addition, an annual review of the Society financial records shall be conducted;

July 20, 2017

Article 4: NOMINATION, ELECTION AND TERMS OF OFFICERS AND DIRECTORS

Section 4.2: Officers:

- c. **Terms:** The President's term shall be for two years but may be extended to three years by a majority vote of the Board. The terms of the remaining officers will be one year but may be extended by a majority vote of the Board. All terms become effective immediately following the close of the annual meeting.

Amended to read:

- c. **Terms:** The President's term shall be for two years but may be extended to three years by a majority vote of the Board. The terms of the remaining officers will be one year but may be extended by a majority vote of the Board. All terms become effective immediately following the close of the annual meeting. If a Director's term ends (either at the end of two consecutive full three-year terms or, following a year's absence, at the end of the third full three-year term) while serving as an Officer, the Director shall remain on the Board until the position is replaced at the next annual meeting.

OLYMPIC PENINSULA HUMANE SOCIETY BYLAWS

Amendments to By-Laws Since February 26, 2015

July 20, 2017

Article 4: NOMINATION, ELECTION AND TERMS OF OFFICERS AND DIRECTORS

Section 4.3: Directors:

- b. **Terms:** Newly elected Directors will begin serving their terms at the next regularly scheduled Board meeting. A Board of Director's term shall be for a period of three (3) years. Each Director shall serve no more than two consecutive full three-year terms but may reapply for Board membership after an absence of one year. A maximum of three (3) full three-year terms may be served.

Amended to Read:

- b. **Terms:** Newly elected Directors will begin serving their terms at the next regularly scheduled Board meeting. A Board of Director's term shall be for a period of three (3) years. Each Director shall serve no more than two consecutive full three-year terms but may reapply for Board membership after an absence of one year. A maximum of three (3) full three-year terms may be served. If a Director's term ends (either at the end of two consecutive full three-year terms or, following a year's absence, at the end of the third full three-year term) while serving as an Officer, the Director shall remain on the Board until the position is replaced at the next annual meeting.

July 20, 2017

ARTICLE 6: BOARD OF DIRECTORS' MEETING

Section 6.1: Regular Board Meetings:

- c. **Notification:** Appropriate notice shall be provided to the public to advertise the date and place of the meeting. Any necessary changes of a meeting's time or place shall be provided to the Board of Directors and the public with as much notice as possible.

Amended to Read:

- c. **Notification:** Any necessary changes of a meeting's time or place shall be provided to the Board of Directors with as much notice as possible.
- d. **Attendance:** Board Directors, the Executive Director, and invited guests only may attend OPHS Board Meetings.

July 20, 2017

Section 6.2: Annual Meeting

- c. **Notification:** Appropriate notice shall be provided to the public advertising such time and date.

Amended by being deleted in its entirety

OLYMPIC PENINSULA HUMANE SOCIETY BYLAWS

Amendments to By-Laws Since February 26, 2015

November 15, 2018

ARTICLE 4: NOMINATION, ELECTION, AND TERMS OF OFFICERS AND DIRECTORS

Section 4.2. Officers:

c. Terms: The President's term shall be for two years but may be extended to three years by a majority vote of the Board. The terms of the remaining officers will be one year but may be extended by a majority vote of the Board. All terms become effective immediately following the close of the annual meeting. If a Director's term ends (either at the end of two consecutive full three-year terms or, following a year's absence, at the end of the third full three-year term) while serving as an Officer, the Director shall remain on the Board until the position is replaced at the next annual meeting.

Amended to Read:

Section 4.2. Officers:

c. Terms: The President's term shall be for two years but may be extended to three years by a majority vote of the Board. Upon completion of the President's term of office, he/she may serve a one-year term as the immediate Past President in the capacity of an ex-officio board member. The terms of the remaining officers will be one year but may be extended by a majority vote of the Board. All terms become effective immediately following the close of the annual meeting. If a Director's term ends (either at the end of two consecutive full three-year terms or, following a year's absence, at the end of the third full three-year term) while serving as an Officer, the Director shall remain on the Board until the position is replaced at the next annual meeting.

November 15, 2018

ARTICLE 6: BOARD OF DIRECTORS' MEETINGS

Section 6.1. Regular Board Meetings:

d. Attendance: Board Directors, the Executive Director, and invited guests only may attend OPHS Board Meetings.

Amended to Read:

d. Attendance: Board Directors, including the Immediate Past President, the Executive Director, and invited guests only may attend OPHS Board Meetings.

PROCEEDINGS OF THE CONFERENCE ON THE HISTORY OF THE UNITED STATES

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