

Bylaws of The Society for the Prevention of Cruelty to Animals of Winchester, Frederick and Clarke Counties, Inc.

ARTICLE I NAME

The name of this non-stock, non-profit corporation shall be “The Society for the Prevention of Cruelty to Animals of Winchester, Frederick and Clarke Counties, Inc.” hereinafter referred to as the “Society.”

ARTICLE II PURPOSE AND POLICIES

Section 1: The purpose of the Society is the prevention of cruelty to animals, the relief of suffering among animals, and the extension of humane education in Winchester, Frederick and Clarke Counties.

Section 2: It is the policy of the Society to provide a safe, nurturing and temporary environment for animals in its care; facilitate transition of companion animals to permanent homes; to seek to return lost animals to their owners; promote spaying and neutering of all companion animals; advocate against animal abuse; and educate the community about animal health, welfare and adoption issues through a 501(c)(3) status.

No animal shall be sold or given away for research or experimentation or any inhumane or cruel purpose. Animals shall be placed only with responsible and appropriate guardians. In its care and disposition of animals, the Society shall strive to adhere to current industry best practices and abide by the policies required for membership in the Virginia Federation of Humane Societies, Inc.

ARTICLE III MEMBERSHIP

Section 1: Any person supportive of the purpose and policies of the Society shall be eligible for membership upon payment of dues as follows:

Life Membership
Business/Organization Membership
Individual Membership
Family Membership
Senior Membership (age 65 and over)
Junior Membership (under the age of 18)
Complimentary Membership

Dues for each membership class will be established from time to time by the Board of Directors.

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Section 2: Life, Individual, Senior and Business Memberships are entitled to one (1) vote per membership at membership meetings; Family Memberships are entitled to two (2) votes at membership meetings by immediate family members over the age of eighteen (18). These members shall be defined as "Voting Members"; except that sixty (60) days must elapse between initial payment of membership dues and commencement of voting privileges. "Junior" and "Complimentary" Members are "Non-Voting Members" and are not entitled to vote at membership meetings.

Section 3: Annual dues of all members, with the exception of "Life" and "Complimentary," are due and payable at the anniversary of the acceptance of their membership. If such dues are not paid within thirty (30) days of such anniversary, membership in the Society shall cease. Written notice of dues payable shall be sent the month preceding the anniversary date.

Section 4: The Board of Directors may reject any applications for membership or expel a member for reasonable cause by a majority vote of those present.

ARTICLE IV MEETINGS OF MEMBERS

Section 1: Annual Meeting: The annual meeting of the members of the Society shall be held in July or August of each year on a date selected by the Board of Directors. The purpose of this meeting is to elect directors, to present the annual report, and to conduct other business.

Section 2: Other Meetings: All meetings of the members shall be held at the times and places fixed by the Board of Directors.

Special meetings may be called at any time by the Secretary at the direction of the President, by a majority of the Board, or by one quarter (1/4) of the current voting membership providing they file a written petition with the Secretary explaining the reason for the meeting.

Section 3: Notice of the Members: The staff in cooperation with board leadership shall give public notice to members of the Society of date, time, and location at least (10) days before any general membership meeting.

Section 4: Quorum: A quorum for the transaction of business at any meeting of members shall consist of ten (10) members eligible to vote. The members may vote in person only, and not proxy. The members at any meeting, if less than a quorum, may adjourn the meeting to a future time and place then to be set and no further notice of any such adjourned meeting shall be required.

Section 5: Voting: Each eligible member shall be entitled to one (1) vote in person. The Chairperson of the meeting may appoint one (1) or more inspectors of the election to determine the qualification of voters and the results of ballots.

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Section 6: Conduct of Meetings: The President shall preside over all meetings of the members. If the President is not present, the Vice-President shall preside. If none of such officer is present, a Chairperson shall be elected by Board members present. The Secretary of the Society shall act as Secretary of all the meetings if the said Secretary is present.

ARTICLE V BOARD OF DIRECTORS

Section 1: Number, Election and Terms: The Board of Directors shall be elected at the annual meeting of the members or at any special meeting held in lieu thereof. Members of the Board of Directors shall be elected by majority vote of the members, the vote for Directors not being cumulative. In order to be considered for a Board of Director position, applicants must submit an application at least three weeks prior to the annual SPCA meeting for Board and membership review. The number of the Directors may be a maximum of fifteen (15). The minimum number of Directors permissible is seven (7). Directors shall be members of the Society for 30 days prior to the meeting. Directors shall hold office until removed or until their successors are elected.

At the annual meeting of members of the Society, approximately one-third (1/3) of the Directors shall be elected annually on a rotating basis for three-year terms. A Director shall serve no more than two concurrent terms (total of six years) with a minimum of a one year hiatus before being reconsidered for additional terms. Furthermore, no Director shall serve at the same time as a spouse, child, partner, or other relation.

Section 2: Removal and Vacancies: The Directors at any meeting, by a vote of the majority of the Directors present may remove any Director in accordance with the Virginia Nonstock Corporation Act and fill the vacancy for the remainder of that Director's term. Any vacancy arising among the Director's may be filled by the remaining Directors.

Section 3: Meetings and Notices: Meetings of the Board of Directors shall be held at times fixed by resolution of the Board, or upon the call of the President or the Secretary, or upon the call of a majority of the members of the Board. There shall be a minimum of one meeting per quarter each year. A majority of the Directors actually elected and serving at the time of the given meeting shall constitute a quorum. Less than a quorum may adjourn the meeting to a fixed time and place, no further notice of any adjourned meeting being required. Notice of any meeting not held at a time fixed by resolution of the Board, shall be given to each Director at least seventy-two (72) hours before the meeting. Meeting notices may be sent via email, website notifications, or social media.

Any such notice shall contain the time and place of the meeting, but need not contain the purpose of any meeting. Meetings may be held without notice if all the Directors are present or those not present waive notice before or after meeting.

Section 4: Duties: The Board of Directors shall be charged with the duty of supervising the officers of the Society in the operation of the Society and shall formulate the policy for the operation of the Society. Directors must be voting members of the Society, paid up, and in

Article V, cont.

good standing, and disclose (and therefore avoid) potential personal or professional conflicts of interest. Directors are required to raise or contribute money, goods, or services; actively participate in the Society's events and board committees; and perform services that directly benefit the Society. The Board of Directors shall have all of the powers and duties necessary or appropriate for the administration of the affairs of this Society and may do all such acts and things as are not by law or by the Articles of Incorporation or by these bylaws directed to be exercised and done by the members.

Section 5: Absenteeism: If any Director shall be absent from three (3) consecutive regular meetings, such Director may be deemed to have resigned from office and in that event the vacancy may be filled as herein provided for filling of vacancies in the membership of the Board of Directors. The Board in its discretion may, for a good cause shown, reinstate said director.

Section 6: Boards of Advisors: The Board of Directors is empowered to appoint non-voting Boards of Advisors to provide professional, or special, guidance to the Board in the conduct of Society affairs. The term of said Boards of Advisors shall be one (1) year, and such advisors may serve two (2) or more successive terms.

Section 7: Compensation: No Compensation shall be paid to the Directors for their services as Directors. Directors may be reimbursed for actual expenses incurred by them in the performance of their duties.

ARTICLE VI OFFICERS

Section 1: Election and Removal: The officers of the Society shall be President, Vice-President, Secretary and Treasurer. In addition, the Board of Directors may create additional offices, as needed. Any officer may hold more than one (1) office, except that the same person shall not be President and Secretary. All officers shall be members of the Board of Directors of the Society. The officers shall be elected annually by the Board of Directors, promptly after its election each year. All the officers shall serve for a term of one (1) year and until their respective successors are elected, but any officer may be removed summarily with or without cause at any time by the vote of a majority of all of the Directors. Vacancies among the officers may be filled by the Board of Directors.

No person may serve as an officer without first having served a minimum of one year as a member of the Board of Directors; provided, however, that the Board may in its discretion consider and approve by a two-thirds (2/3) vote the nomination and election of a candidate who has not served the minimum one-year term.

Section 2: Duties:

- a) Generally: The officers of the Society shall have such duties as generally pertain to their respective offices, as well as such powers and duties as from time to time may be delegated to them by the Board of Directors.

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- b) President: The President shall preside at all regular and called meetings of the Society, the Board of Directors, and the Executive Committee, and shall have general supervision of the activities and operation of the society.
- c) Vice President: The Vice-President shall perform the duties of the President in his/her absence or inability to perform such duties.
- d) Secretary: The Secretary shall record the proceedings of all meetings of the Society, all meetings of the Board of Directors, and all meetings of members, shall preserve all papers and documents and shall keep a record of the names and addresses of all the members of the Society, and shall do and perform all of the usual and customary functions of his/her office.
- e) Treasurer: The Treasurer shall be responsible for the following areas: bank account maintenance, financial transaction oversight, budget, financial policies, and reports. The Treasurer shall serve as Chair of the Finance Committee. The Treasurer shall develop the annual budget with the assistance of the assistance of the Executive Director, as well as perform all the usual and ordinary functions of his/her office.

ARTICLE VII EXECUTIVE COMMITTEE

The Board of Directors may designate, by resolution adopted by a majority of all the Directors, the President and four (4) or more other Directors to constitute an Executive Committee. The presence of a majority of the members of the Executive Committee shall constitute a quorum. The Executive Committee, when the Board of Directors is not in session, may exercise all of the powers of the Directors except to approve an amendment of the Articles of Incorporation, or a plan of merger or consolidation; the Executive Committee must therefore report those actions to the Board at Large within 10 days. The Executive Committee may make rules for the holding and conduct of its meetings, the notice thereof required, and the keeping of its records.

ARTICLE VIII BUDGET AND FINANCE

Section 1: The Society's fiscal year shall begin on July 1 and end on June 30.

Section 2: The Board of Directors shall, at least one (1) month prior to each fiscal year, approve a budget for the Society, authorizing purchases and payments for goods and services. The Board of Directors may authorize any officer or officers, employee or employees, agent or agents of the Society, in addition to the officers so authorized by these Bylaws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Society, and such authority may be general or confined to specific instances. Proposed expenditures, in excess of amounts approved in the annual budget, shall follow the General Funding Request Procedures.

Section 3: The Board of Directors shall annually appoint an Investment Portfolio Committee for the oversight of any and all trust funds and accounts, or other endowments

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of the Society. The Investment Portfolio Committee shall periodically report to the Board the status of such funds and endowments and provide the Board of Directors with recommendations for the management and conservation of such funds. No more than half the members of the Investment Portfolio Committee shall be members of the Board of Directors of the Society, with the Treasurer serving as an ex-officio member.

Withdrawals from Society investment funds to meet the budget should not exceed the amount of realized income earned the prior fiscal year. If additional funds are needed, the board may authorize, by a two-thirds (2/3) vote, the use of unused realized income from prior fiscal years. Realized income is hereby defined as interest, dividends and net realized gains.

Section 4: A two-thirds (2/3) majority vote of the entire Board of Directors shall be required for withdrawal of fund that would reduce the Society's investment account balance to below \$500,000.

Section 5: Checks, notes, and drafts shall be signed by the signers of the bank accounts as authorized by the Board of Directors.

Section 6: The organization shall not make investments that would jeopardize the realization of its exempt purposes, but this does not restrict the holding of investment property.

ARTICLE IX EMPLOYEES

Section 1: The Board of Directors shall have the power to create employee positions, positions being defined as job classification, as deemed necessary to accomplish the activities and business of the Society.

Section 2: The Board of Directors may employ an Executive Director of the Society, with the powers and responsibilities for the conduct of day to day affairs of the Society, and any other such powers and responsibilities as specifically delegated by the Board. Individual Directors and Officers, as such, shall have no power over the Executive Director.

ARTICLE X COMMITTEES

Section 1: The President shall be empowered to establish Standing and Ad Hoc Committees, with the approval of the Executive Committee, as deemed necessary for accomplishment of the affairs and business of the Society. Committee chairpersons shall be Directors and shall report to the Board.

Section 2: The President shall appoint a standing Nominating Committee of three (3) to five (5) members. The Chairperson shall be a member of the Board of Directors, with the

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remainder of the committee selected from the voting membership. This Committee shall nominate members of the Society for those directorships becoming vacant at the next Annual Meeting. The Nominating Committee shall present their slate of nominees to the Directors as needed or no later than a month prior to the Annual Meeting.

Section 3: The President and Executive Director shall be ex-officio members of all committees, with the exception of the Nominating Committee and Executive Committee.

ARTICLE XI INDEMNIFICATION

Section 1: The Society shall indemnify any and all of its directors, officers, and staff members who may have served at its request or by election for expenses actually and necessarily incurred by them in connection with the defense or settlement of any action, suit, or proceedings in which any of them are made parties by reason of being or having been directors, officers, or staff members, except in relation to matters as to which any such director, officer, or staff member shall be adjudged in such action to be liable for willful misconduct in performance of duty.

Section 2: The Society shall obtain and maintain and annually review insurance policies to protect the organization against losses and liabilities as determined by the Board of Directors. The Society shall obtain and maintain a directors' and officers' liability insurance policy in an amount approved by the Board.

ARTICLE XII DISSOLUTION

In the event of the dissolution of the Society for any reason whatsoever, all of the funds and property, whether real or personal, remaining after the payment of debts shall be distributed to a charitable organizations with purposes the same or similar to those of the Society. The Board of Directors shall decide by majority vote where the funds will be distributed.

ARTICLE XIII AMENDMENT OF BYLAWS

Section 1: When: Amendments to the bylaws may be made at any annual or special meeting of the members.

Section 2: Resolution by Board of Directors: Prior to such meeting, the Board of Directors shall adopt a resolution setting forth the proposed amendment and shall give notice thereof to each of the members at the same time that notice of the meeting is given.

Section 3: Vote: Proposed amendments shall be adopted upon receiving two-thirds (2/3) of the votes cast in person at the meeting duly called.

ARTICLE XIV
ROBERT'S RULES OF ORDER

Except as otherwise established by these bylaws, the Society shall be governed by Robert's Rules of Order.