

BYLAWS
of the
HUMANE SOCIETY OF ELMORE COUNTY,
INC.

ARTICLE I
Name and Location

Section 1. The name of this Society shall be as stated in the Articles of Incorporation as filed in the Probate Office, Elmore County, Alabama (September 7, 1984) Roll 33-Frames 000177, 000178: HUMANE SOCIETY OF ELMORE COUNTY, INC.; and hereinafter referred to as the HSEC.

Section 2. The principal office of the HSEC shall be in Wetumpka, Alabama. The HSEC may also have offices at such other places within Elmore County as the Board of Directors may from time to time designate.

ARTICLE II
Purpose

The purpose of the HSEC shall be to provide for: "The relief of suffering among animals through the provision of shelter, the prevention of cruelty, the reduction of pet overpopulation, and the provision of humane education through available resources."

ARTICLE III
Members

Section 1. Member Classes. Member classes shall be defined as **single adult membership** (19 years of age and older), **family membership** (up to two adults and children under the age of 19 residing at the same address), and **lifetime membership** (a single adult or up to two adults and children under the age of 19 residing at the same address), and **honorary lifetime membership** as defined in Section 5 below. All persons expressing a desire to support the purposes of the HSEC to uphold the mission, goals, and values of the HSEC shall submit a completed Membership Application. All submitted Membership Applications are subject to approval by the Board of Directors. Membership is established and all rights and privileges are continued until terminated by the member or for just cause, such as, but not limited to, non-payment of membership fees by January 31st and any activity of an illegal nature as determined by the Board of Directors.

Section 2. Privileges of Membership. Membership provides each adult member with one vote at the annual meeting, an opportunity to serve on the Board of Directors, and an opportunity to serve on Board committees.

Section 3. Membership Fees. Membership fees for all classes of members are nonrefundable and shall follow the calendar year expiring December 31 each year. The Board of Directors shall determine the annual membership fees. New members joining and paying their initial membership fees after October constitute payment of membership fees for the following year.

Section 4. Full-time Employees. HSEC full-time employees, after completing their 90-day probationary period, shall hold membership in the HSEC by virtue of their employment (at no cost) providing them with only the privilege to vote at annual meetings. HSEC membership ends upon the resignation or termination of employment.

Section 5. Honorary Lifetime Membership. Honorary Lifetime Membership may be granted to those individuals who have contributed greatly to the furtherance of the purposes of the HSEC as determined by a two-thirds vote of the Board of Directors after receiving a signed recommendation by one member and seconded by another. Honorary Lifetime Members shall have all privileges of membership at no cost, except for holding an office.

ARTICLE IV

Board of Directors

Section 1. The current elected officers of the HSEC, and at least seven (7) but not more than nine (9) at-large members appointed by the President and approved by majority vote of the Board shall constitute the Board of Directors.

Section 2. Board members shall serve unlimited two-year terms upon appointment or reappointment by the President with Board approval.

Section 3. The power and duties of the Board of Directors shall include the following:

- a) To set policy of the HSEC.
- b) To hire, set compensation, and evaluate the performance of the executive director.
- c) To take necessary actions to ensure the achievement of the HSEC purpose and mission.
- d) To fix the time and place of the annual membership meeting.
- e) To make recommendations to the Executive Director.
- f) No actions by the Board of Directors shall conflict with actions taken by the HSEC.

ARTICLE V

Officers

Section 1. The officers of the HSEC shall be the: 1) President, 2) Vice President, 3) Treasurer, and 4) Secretary. These officers shall perform the duties prescribed in these bylaws, those prescribed by the parliamentary authority adopted by the HSEC within these bylaws and

are not limited to the duties described herein.

President: The President shall preside at all regular and special meetings of the HSEC Board of Directors and Executive Committee meetings and make arrangements for all meetings and special meetings. The President serves as an ex officio member (without voting privileges, does not count toward a quorum) of all committees except the Nominating Committee.

Vice President: The Vice President shall assist the President in handling the details of the HSEC Board of Directors and Executive Committee and shall serve in the absence or vacancy of the President.

Treasurer: Shall serve as the Chair of the Finance Committee and shall make a report of the finances at each monthly and any special meetings of the Board of Directors.

Secretary: The Secretary shall have charge of the records of the meetings and shall ensure a copy of the minutes is available prior to the next board meeting. The Secretary is responsible for maintaining the membership listing of the Board of Directors and shall provide all members with notice of the annual membership meeting.

Section 2. The officers shall be a member of the HSEC for six (6) months prior to an election by ballot at the annual membership meeting in each odd-numbered year to serve a full term beginning on January 1 after the annual membership meeting and ending December 31 in the next odd year, or until their successors are elected/appointed and take office.

Section 3. When more than two (2) candidates are on the ballot for election to the same office, and neither candidate receives a majority of the votes cast, the top two candidates shall constitute a run-off election. When a ballot vote for an office has only one candidate, a voice vote may validate that election.

Section 4. Vacancies in office shall be filled by appointment of the President with the approval of the Board of Directors. If an officer is unable to fulfill the term of office (either by resignation or by missing six (6) meetings), the vacancy shall be filled within ninety (90) days by appointment of the President with approval of the Board of Directors. Any member in good standing shall be eligible to serve.

Section 5. No member shall hold more than one office (or Board position) at a time and no member shall be eligible to serve more than two (2) full consecutive terms in the same office. Serving for less than a full term shall not count as a full term served.

Section 6. The officers of the HSEC shall constitute the Executive Committee. The Executive Committee is responsible for managing personnel matters concerning the Executive Director, as approved by the Board of Directors. The Personnel Section of the HSEC Standard Operating Procedures (SOP) manual will be used as a guide concerning matters disciplinary in nature. The Executive Committee shall act on behalf of the Board of Directors, between Board meetings, if an opportunity/need arises that will benefit the HSEC. The President shall call meetings of the Executive Committee as the need arises, with a quorum being a majority of the

membership of the Executive Committee. Any action taken by the Executive Committee must be ratified at the next monthly meeting of the Board of Directors by a majority vote of the members present.

ARTICLE VI

Committees

Listed below are the Standing Committees of the HSEC. The Chair of each committee shall be appointed by the President after each annual membership meeting. Committee members may be chosen by the Committee Chair from the full membership of the HSEC and are not limited to just Board members; however, all committee members must be a member in good standing and approved by the Board. In the event of a vacancy of a Chairperson, the President will appoint a Chair from the Board to fill the term remaining. Members who vacate a committee shall be replaced by the Chair of the committee.

Committee meetings may be held through teleconference means if all members can hear every other member at the same time. Committees may conduct a vote by e-mail on topics that have been discussed in person or by teleconference.

The President shall be an ex-officio member of all committees except the Nominating Committee without being counted toward a quorum.

Such other committees, standing or Ad Hoc, shall be appointed by the President as the Board of Directors deems necessary to carry out the needs of the HSEC.

Refer to Article IV, Section 6, for the configuration and responsibilities of the Executive Committee.

Audit/Review Committee shall have a minimum of three members whose duties shall be to audit/review the HSEC accounts and to report at the annual membership meeting.

Finance Committee shall have a minimum of three members including the Treasurer. The Committee, with staff, shall review the annual budget and make a recommendation to the Board for the next year's budget by December of the current year, and develop financial policies for the operations of the Board and the HSEC. Amendments to the budget shall be adopted by a majority vote of the Board of Directors.

Fundraising Committee shall have a minimum of three members whose duties shall be to develop fundraising opportunities. Fundraising opportunities may require, at the appropriate time, individual ad hoc committees requiring the appointment of additional committee members for that specific fundraising opportunity.

Membership Committee shall have a minimum of three members whose duties shall be to develop membership growth and send out membership cards with annual renewals.

Media and Publications Committee shall have a minimum of three members whose duties shall be to prepare and cause to be disseminated through newsletters, brochures, news articles, and

other means, information concerning the affairs of the HSEC.

Thrift Store Committee shall have a minimum of five (5) members, one of whom will be the Thrift Store Volunteer Coordinator, whose duties shall be to assist in the comprehensive and day-to-day planning, development, and growth opportunities of the business to benefit the HSEC

Animal Health and Welfare Committee shall have a minimum of three members one of which shall be a licensed veterinarian whose duties shall be to monitor the operations of the Humane Shelter and to make recommendations to the Board of Directors.

Nominating Committee shall have a minimum of three members appointed by the Board of Directors at least ninety (90) days prior to the annual membership meeting; the committee operates in odd years only as officers are elected in those years at the annual meeting; the committee presents the slate of officers at the September Board meeting and at the annual membership meeting in October. Nominations from the floor shall be permitted. Only members in good standing are eligible to be nominated for office and to vote.

ARTICLE VII

Meetings

Section 1. Regular meetings of the Board of Directors shall be held on a routine basis as established by vote of the Board of Directors and at a time and place specified by the President. Special meetings of the Board may be called by the President or upon written request of three (3) members of the Board with the time and place being specified by the President.

Section 2. Three officers and two non-officers present at Board of Directors meetings constitute a quorum. The President and the Secretary, or their proper replacements, must account for two (2) of the three (3) required officers.

Section 3. The annual membership meeting of the HSEC shall be at a time and place determined by the Board of Directors and shall be for the purpose of receiving reports, the election of officers (odd years only), and any other pertinent business.

Section 4. The required officers according to Roberts Rules of Order Newly Revised and all other members present at the annual membership meeting constitute a quorum.

Section 5. Notice of any regular, special, or annual meeting of the HSEC Board shall consist of email notices, website notices, local media notices, and/or postal notices.

Section 6. All issues shall be decided by a majority vote of members present at any called meeting. A vote by e-mail on topics that have been discussed in person or by teleconference is acceptable and should be ratified by a vote of the Board at its next regularly scheduled meeting.

Section 7. The voting members present with a Board quorum shall constitute a quorum for the conduction of business at the annual meeting and any special called membership meetings.

ARTICLE VIII
Humane Shelter Executive Director

The Humane Shelter Executive Director serves at the discretion of the HSEC Board and shall:

- a) Be responsible for the administration of the HSEC and employ such staff members as authorized by the Board of Directors.
- b) Carry out the plans and policies authorized by the Board of Directors.
- c) Reports to the HSEC Board in writing at monthly HSEC Board Meetings and the Annual Membership Meeting.
- d) Furnish information as requested to HSEC board committees.
- e) Exercise and perform such other powers and duties as may be assigned by the Board of Directors.

ARTICLE IX
Parliamentary Authority

The rules contained in the current edition of Roberts Rules of Order Newly Revised shall govern the HSEC in all cases to which they are applicable; and in which they are not inconsistent with these bylaws; and any special rules of order adopted by the HSEC; and to any higher authority to which it may be subject.

ARTICLE X
Amendment of Bylaws

These bylaws may only be amended or revised at any annual membership meeting of the HSEC by a two-thirds vote of the eligible voting members present, provided the amendment, or revision has been submitted in writing to and recommended by the Board of Directors at least fifteen (15) days prior to the annual membership meeting at which they are to be considered.

Notice of proposed amendments or revisions to the bylaws may be provided via website, email, social media, published news articles, and/or postal services at least 15 days prior to the annual meeting.

PROVISO

The adoption of this revised set of bylaws of HSEC replaces all other bylaws heretofore adopted. The Secretary, or person or persons responsible for preparing this document for presentation, publication, or distribution is hereby authorized to make such technical, editorial, or conforming changes as may be necessary without in any way changing the intent of the original or proposed wording contained herein.

ARTICLE XI
Corporation Dissolution

The HSEC is a 501 (c)(3) corporation, incorporated in Elmore County, Alabama.

In the event of the dissolution of the Corporation, any division or distribution of its remaining property or proceeds shall follow those procedures referred to in the Articles of Incorporation and the laws of the State of Alabama in force at the time of dissolution. Dissolution must be approved by a vote of 4/5 of the membership present at the meeting at which dissolution is considered.

THESE REVISED BYLAWS WERE REVIEWED AND APPROVED THIS SEPTEMBER 19, 2023, BY THE BOARD OF DIRECTORS OF THE HUMANE SOCIETY OF ELMORE COUNTY FOR RECOMMENDATION TO THE MEMBERSHIP AT THE NEXT ANNUAL MEETING.

Sammy Paulk, President, Sammy Paulk

Cheryl Payson, First Vice President, Cheryl Payson

Andre Harrison, Second Vice President, Andre Harrison

Wendy Anderson, Treasurer, Wendy Anderson

Lisa McGlone, Secretary, Lisa McGlone

Revised Bylaws Approved: Annual Meeting, Tuesday, October 17, 2023