

DeKalb Humane Society, Inc.
BYLAWS

February 8, 2018

Article I: Name and Mission Statement

Section 1: Name

The name of this organization shall be "**DeKalb Humane Society, Inc.**," as is stated in the Certificate of Incorporation issued by the Indiana Secretary of State on December 23, 1975.

Section 2: Mission Statement

The mission of the Society is to provide safe shelter for animals and to place adoptable pets in their forever homes. The Society supports local law enforcement departments in animal abuse and neglect cases, works with Board approved animal rescue groups, and educates the public about basic pet needs, animal care and safety.

Section 3: Terminology

Terms used herein shall be defined as follows:

- A. "**Society**" refers to the corporate entity "**DeKalb Humane Society, Inc.**", and all matters pertaining to its governance.
- B. "**Shelter**" refers to the physical facilities consisting of real estate, building and personal property.
- C. "**Board**" refers to the Society Board of Directors

Article II: Headquarters and Branches

The principal office of the Society shall be at DeKalb Humane Shelter, 5221 US 6, Butler, Indiana, 46721, in DeKalb County. The Society may establish and maintain branches and offices elsewhere in DeKalb County, Indiana.

Article III: Membership

There shall be no Members with any governing authority of the Society.

Article IV: Board of Directors

Section 1: Power and Duties

- A. The corporate power of the Society shall be vested in the Board who shall have the management and control of the activities and affairs of the Society.
- B. The Board is the governing body of the Society, and is responsible for ensuring that the Society acts according to its mission, Articles of Incorporation, and Bylaws.
- C. The Board Members whose terms are expiring shall be reappointed or replaced for three (3) Year terms by a vote of the Board of Directors at the first calendar meeting of the year.

- D. The Board shall consist of not less than 7 or more than 15 members.
- E. The Board shall appoint persons from the Board to serve as Officers according to Article IV.
- F. The Board shall appoint the members of the permanent committees annually.
- G. The Board shall establish additional ad hoc committees as deemed necessary.
- H. Board members shall be permitted one (1) vote. All issues shall be decided by a simple majority of the Board.
- I. The President shall chair meetings of the Board, but shall not be entitled to vote, except to break a tie or to achieve a majority vote.
- J. The Board may, in its discretion, go into an Executive Session.

Section 2: Term of Office for the Board

Persons appointed to the Board shall serve a three (3) year term.

Section 3: Vacancies

Vacancies in the Board shall be filled by the Board. Each person so appointed to fill a vacancy shall serve the remaining term of the person they replace.

Section 4: Meetings of the Board

The Board shall meet quarterly, or more frequently as needed with date, time, and location to be determined by the Board. Persons who serve on the Board are encouraged to attend all Board meetings. Participation by any Board Member may be by teleconference or similar electronic means so long as that participation is concurrent with the conduct of the meeting. Participation by such teleconference or similar electronic means shall cause that Board Member to be present for quorum purposes, and make that Board Member eligible to participate as though present in person at such meeting, including participation by making and seconding motions or resolutions, and voting.

Section 5: Special Meetings of the Board

The President or a minimum of three (3) Board Members may call special meetings of the Board at any time by reasonable notice of the time, place and purpose thereof to each Board member.

Section 6: Quorum of Board Members

A quorum shall consist of a simple majority of the members of the Board.

Section 7: Removal of Board Member

Any Board member or Officer may be removed at any time at any meeting by affirmative vote of the majority of the Board members with or without cause.

Section 8: Indemnification

Each Board member, Officer, Committee member, or person acting in a volunteer capacity of the Society, now or hereafter serving as such, shall be indemnified by the Society against any and all claims and liabilities to which he or she has or shall become subject by reason of serving or having served as such, or by reason of any action alleged to have been taken, omitted, or neglected by him or her as such, and the Society shall reimburse each person for all legal expenses reasonably incurred by him or her in connection with any such claim or liability,

provided, however, that no such person shall be indemnified against, or be reimbursed for any expense incurred with any claim or liability arising out of his or her own willful misconduct or gross negligence.

The amount paid to or on behalf of any Officer or Board member by way of indemnification shall not exceed his or her actual, reasonable and necessary expenses incurred in connection with the matter involved, and such additional amount as may be fixed by the Board. The right of indemnification hereinabove provided shall not be exclusive of any rights to which any Board member or Officer of the Society may otherwise be entitled by law. The Board has the right to obtain and to pay for such Director' and Officers' liability insurance policy as protection in connection with this indemnification, and each successive Board is encouraged to maintain such insurance.

Article V: Officers

Section 1: Officers

The Officers shall consist of a President, a Vice President, a Secretary and a Treasurer.

Section 2: Term of Office

The President, Vice President, Secretary and Treasurer shall be appointed from the Board by the Board at the first scheduled meeting of the year and shall serve one-year terms.

Section 3: Vacancies

Vacancies in any office by death, resignation, increase in the number of officers, or otherwise, shall be appointed by the Board. Persons appointed shall hold office for the remaining term of the person they replace.

Section 4: Responsibilities of the Officers

- A. The President shall preside at all meetings of the Board, discharge all duties that devolve upon the presiding officer, and perform such other duties as these Bylaws provide or the Board may prescribe.
- B. The Vice President shall act as President in the absence of the President, and perform such other duties as the Bylaws or Board may prescribe.
- C. The Secretary shall have the custody and care of the records, minutes, and sponsor list of the Society. The Secretary shall oversee the recording of the proceedings of meetings of the Society, Board, and Executive Committee, but recording need not occur. The Secretary shall compile minutes of each meeting, subject to approval of the Board, which minutes shall be kept at such location, and shall be available for review by Board Members upon request at reasonable dates and times determined by the Board. Once the Board has approved minutes of a particular meeting, any recording of that meeting may be erased.
- D. The Treasurer shall keep a complete record of account, showing accurately at all times the financial condition of the Society. The Treasurer shall deliver records to the Board-approved accountants for an annual review and the preparation of Federal and State Tax Returns.

Section 5: Execution of Documents and Negotiable Instruments

- A. Unless otherwise provided by the Board, all contracts, leases, commercial paper, bonds, deeds, mortgages, and, without being limited by the foregoing, any other instrument in writing shall be signed by the President or Vice President and Shelter Director and attested by the Secretary or Treasurer.
- B. All checks, drafts and orders for payment of money shall be signed in the name of the Society by the Treasurer or Shelter Director, subject to approval by the Board from time to time setting forth limits on the dollar amount of checks to be signed by the Treasurer or Shelter Director; in which case, the Board shall establish procedures for signing a check, draft, or order for payment in an amount in excess of said limit and setting forth Board approval and/or additional signatures needed.

Section 6: Loans to Officers

No loan or money or property shall be made, nor any compensation paid, to any Officer or Board member.

Section 7: Organization

The President, and in his/her absence, the Vice President, and in their absence any Board member chosen by the Board of Directors present, shall call a meeting of the Board to order and shall act as Chairperson of such meetings. The Secretary of the Society shall act as Secretary of the Board, but in the absence of the Secretary, the presiding officer may appoint any Board member to act as secretary of the meeting.

Article VI: Corporate Books

Except as otherwise provided by the laws of the State of Indiana, by the Articles of Incorporation, or by these Bylaws, the books and records of the Society shall be kept at the principal office of the Society.

Article VII: Amendments

These Bylaws may be altered, amended, or repealed by a majority of the Board, including altering the number of Board members, provided that such alterations and/or amendments have been read or distributed to all Board members at the previous regular meeting or such action may be made at a special meeting held at least ten days after the regular meeting at which the reading or distribution has been made. The Board shall not make or alter any Bylaw fixing the qualifications, classifications, or term of office of any member of the then existing Board.

Article VIII: Activities

The Society shall not engage in any activity resulting in private profit to any of its Board members, Officers, or their immediate family. No part of the activities of the Society shall consist of or include, directly or indirectly, the carrying on of activities or writings unrelated to the mission of the Society, and the Society shall not participate in or intervene in any political campaign on behalf of any candidate for public office.

Article IX: Committees

Section 1: Permanent Committee:

The Society shall have an Executive Committee. The Officers and the Shelter Director shall constitute the Executive Committee which shall act on behalf of the Board in regard to emergency situations between meetings of the Board. The Executive Committee may make purchasing decisions up to \$2,000 without prior approval of the Board. All actions of the Executive Committee shall be reported to the Board at its next meeting.

Section 2: Ad Hoc Committees

- A. Ad hoc committees may be created by the Board. All ad hoc committees shall terminate at the end of the calendar year, unless renewed by the Board.
- B. Each ad hoc committee shall include at least one Board member. The President shall be an ex officio member of each committee.

Article X: Shelter Director

The Board shall hire a Shelter Director to oversee personnel, buildings and property at the primary location or such other branches and offices as may be located elsewhere in DeKalb County, Indiana, subject to the control and guidelines of the Board and shall report to the Board at each regular or special meeting. The Shelter Director shall be a member of the Executive Committee. The then Shelter Director may be terminated at any time by action of the Board with or without cause.

Article XI: Dissolution

Upon the dissolution of the Society but prior to the completion thereof and after the payment of and satisfaction of all of its liabilities and obligations, all of the remaining assets owned or held by the Society shall be used, distributed or disposed of for one or more of the purposes enumerated in Article VIII of the Articles of Incorporation of the Society.

Article XII: Conflict of Interest

- A. Any Officer, Board member or committee member having a conflict between his or her interest and the interest of the Society shall disclose such conflict and shall not participate in any discussion for which he or she has a conflict and shall not vote as to that matter.
- B. Any Board member related to an employee shall recuse himself from an Executive Session of the Board while the relative is being evaluated or discussed.
- C. No person related to a Board member or to an existing employee shall be hired, except with the consent of a majority vote of the Board.
- D. In the event any Society funds are disbursed to a person related to the Treasurer, the check shall be signed by Shelter Director.

Article XIII: Miscellaneous

All actions of the Officers and Board of the Society shall be consistent with maintaining the Society's status as a 501(c) (3) corporation as defined by the Internal Revenue Service of the United States.

Article XIV: Rules of Order

All Society meetings shall be conducted under the policies and procedures as set forth in the latest revised publication of *Roberts Rules of Order*, unless specifically addressed in another area of these Bylaws.

Submitted by the Board of Directors this 8th day of February, 2018.

Approved by the Board of Directors this 8th day of February, 2018.

Attest:

A handwritten signature in cursive script that reads "Carol Sue Houser".

Carol Sue Houser, Secretary