

NORTHEAST ARKANSAS HUMANE SOCIETY
Jonesboro, Arkansas

OFFICIAL BYLAWS
November, 2015
(Revised and Updated)

Mission Statement

The mission of the Northeast Arkansas Humane Society is to be a primary advocate for the animals of Jonesboro and Craighead County, serving them as protector, caregiver and finder of adoption homes.

Article 1
Purpose and Policy

The purposes and policies of the association are as follows:

- 1) To serve as a guardian for the animals of the city and county, working with law enforcement to rescue and protect animals that are abandoned, homeless, neglected and/or abused. The association will strive to relieve the suffering of animals and prevent cruelty to animals.
- 2) In its care and disposition of animals, the association will maintain standards prescribed by the Humane Society of the United States.
- 3) Provide a shelter for the care and keeping of animals* in need.
(*The protection wording of the mission statement refers to any animal. Caregiving and finding adoption homes refer to dogs and cats, puppies and kittens.)
- 4) Meet the needs of the animals in the shelter, including professional health care.
- 5) Offer services to the general public when possible, such as affordable neutering and spaying. The association will work in all ways possible to educate and assist the general public on the most humane ways to care for their animals.
- 6) Work in concert with veterinarians and animal organizations.
- 7) Identify the benefits and needs of the association to the general public through in-person presentations, the print medium, broadcast outlets and social media.
- 8) Provide membership opportunity in the association for animal lovers in the region.
- 9) Provide for the financial needs of the association through membership, fundraisers, grants and other opportunities.

10) An essential service of the association shall be to find "forever homes" for every animal in its care.

Article 2
Headquarters and Branches

The principal office and headquarters of the Society will be in the city of Jonesboro, the county of Craighead, Arkansas.

Article 3
Corporate Seal

The Board of Directors may prescribe the design of a corporate seal. The seal may be used by causing it, or a facsimile thereof, to be impressed or affixed or reproduced otherwise.

Article 4
Members

Section 1: Individual membership shall be available in the association. An honorary lifetime membership is bestowed by the Board of Directors upon those who have performed outstanding service for the association.

Section 2: New members shall be deemed to be active members thirty (30) days after paid application for membership. Renewing members shall be deemed active members unless membership dues are thirty (30) days in arrears, at which time membership rights will be lost. Active membership rights may be re-established upon receipt of dues. Term of membership is based on one year (12) months from date of receipt of membership dues.

Section 3: The Board of Directors may reject any membership application for reasonable cause. The Board has the power to expel any member for just cause, as determined by the Board of Directors. Any member refused membership or expelled may appeal such rejection or expulsion to the President of the association by addressing a notice of appeal to the President. The President will present the appeal to the Board, and the appeal will be resolved. The decision reached by a 2/3 vote of the Board is final.

Section 4: All members of active status as defined in Article 4, Section 2, will be entitled to cast one (1) vote at any meeting of the association or in any referendum.

Section 5: There will be meetings of the membership of the association at such time and place as will be designated by the membership officers. Prior notice of meetings will be published for the membership. The membership should meet at least quarterly.

Section 6: Special meetings of the membership of the association may be called at any time by the Board of Directors, by the membership officers or by any ten (10) members qualified to vote upon filing with the Secretary a request for the meeting, in writing, stating the purpose or purposes of a proposed meeting. Special meetings for which written request is made will be

held no sooner than ten (10) days nor more than thirty (30) days after the filing of the request at a date, a time and a place that will be designated by the membership officers.

Section 7: Advance notice of all membership meetings will be given to the members by newsletter or public notice in local newspapers or local television/radio stations or through social media.

Section 8: Official business can be transacted only during a meeting.

Section 9: Members will be classified as volunteers and will not receive any salaries, fees or reimbursements for their services unless specifically authorized by the Board of Directors.

Article 5 Directors

Section 1: The concerns, direction and management of the affairs of this association will be vested in the Board of Directors. Any matters not specifically addressed in these bylaws will be decided by the Board of Directors with input of officers and/or members. The decisions reached by the Board of Directors are absolute.

Section 2: The association will be managed by a Board of Directors, fifteen (15) in number. Only active members are eligible for election as directors. Association officers may not serve as members of the Board of Directors, except as described in Article 5, Section 4.

Section 3: The members of the Board of Directors will be elected at annual meetings by the members of the association and will serve three (3) year terms. Each Board position will be voted on by separate ballot. The Board time periods will be staggered by year to maintain continuity on the Board.

Section 4: In case any director will by death, resignation, incapacity to act, or otherwise cease to be a director during his or her term, his or her successor will be chosen by the Board of Directors and then approved by the membership to serve the unexpired term of that position. No act of the association will be void at any time merely because there are less than fifteen (15) directors in office. For the preservation of the association, the Board of Directors will be empowered to declare an emergency situation and may fill an unexpired Board position with an officer of the association when other suitable candidates are not available. No more than five (5) board positions may be simultaneously occupied in this manner.

Section 5: Regular meetings of the Board of Directors will be held at such time and place as will be fixed by the Board, provided that the Board of Directors meets at least bi-monthly for the transaction of business.

Section 6: Special meetings of the Board of Directors may be called by the President or at the request of a member of the Board. Official business may be transacted only if a quorum of the Board is present.

Section 7: A majority of the members of the Board of Directors will constitute a quorum.

Section 8: The Board of Directors will select Board members to serve as Chairman, Vice Chairman and Secretary of the Board for a term of one (1) year. Should vacancies occur, they will be filled by the existing Board members for the remainder of the unexpired term.

The Chairman of the Board of Directors will preside over all meetings of the Board and will be ex-officio with votes on all committees of the Board. The Chairman will provide at the annual meeting of the association a comprehensive report of the program and policies followed by the Board in the preceding year.

The Vice Chairman will preside over meetings of the Board and fulfill other association responsibilities when the Chairman is unavailable. The Vice Chairman will perform other duties as directed by the Chairman.

The Secretary will keep a written record of all Board meetings and perform other duties as directed by the Board.

Section 9: If any member of the Board of Directors is absent from four (4) regular Board meetings in a calendar year, he or she will be deemed to have resigned from office and the vacancy so caused will be filled as herein provided for the filling of vacancies in the membership of the Board of Directors.

Section 10: Except as otherwise prescribed in these bylaws, decisions at any meeting of the Board of Directors will be by majority vote of those present and voting. Each Director will have one (1) vote. Voting by proxy may be permitted in special circumstances.

Article 6 Officers

Section 1: At each annual meeting of the members, the members will elect a President, Vice President, Secretary and Treasurer. Other officers may be chosen as the needs of the association dictate.

Section 2: Whenever any vacancy shall occur in any office of the association by death, resignation, incapacity to act, or otherwise, the vacancy will be filled by the Board of Directors.

Section 3: Any officer who does not fulfill the duties of the office to which he/she was elected or appointed may be removed from that office by a vote of the Board of Directors. Any vacancy caused by the provisions of this section will be filled for the remainder of the term as provided by Article 6, Section 2 of these bylaws.

Section 4: The President will preside over all meetings of the association and will deliver to the annual meeting of the members of the association each April a comprehensive report on the program and policies followed in the preceding year. It will be the duty of the President to report to the membership at all meetings any and all decisions reached by the Board of Directors

relative to changes in policies, etc. It will be the duty of the President to report to the Board of Directors any and all business that may relate to the operation of the association. The President will act as liaison between the membership and the Board of Directors.

Section 5: The Vice President will fill all functions of the President when the latter is incapacitated, is unavailable, or for any reason cannot serve. The Vice President will assist the President in all duties as may be required by the President.

Section 6: The Secretary will record and preserve the minutes of the meeting of the membership of the association, will notify members and directors of annual, regular and special meetings, and perform other duties assigned by the President. The Secretary will cause the minutes of all membership meetings to be published in a form which will be available upon request to all members.

Section 7: The Treasurer--either a qualified financial professional or a qualified financial company approved by the Board--will receive and deposit all monies and securities as directed by the Board, will disburse funds in accordance with a budget approved by the Board of Directors, and will provide a full report of the income and expenditures, liabilities and assets, of the association for the preceding report period. The Treasurer will be a nonvoting, unelected member of the Board available at meetings and otherwise to offer financial advice and assistance.

The Budget Committee will consist of the Treasurer, at least one Board member and one member of the association. The Budget Committee will meet at least three months prior to the beginning of the new fiscal year and submit a budget to the Board for its approval prior to the December meeting of the Board of Directors.

Article 7 Miscellaneous

Section 1: All meetings of the members of the association, the Board of Directors and committees will be conducted pursuant to Roberts Rules of Order as set forth in the last published version thereof.

Section 2: The fiscal year of the association will begin January 1 of each year. The annual membership meeting will be held in April.

Section 3: The Board of Directors will have the authority to hire an Executive Director. The Executive Director will be responsible for being aware of and coordinating all activities of the shelter, including, but not limited to, management of the shelter and staff; working with the various committees on policy formation; coordination of association events with the officers and the Board of Directors; assisting the Budget Committee in the preparation of the budget; and any other tasks assigned by the Board of Directors. The Executive Director will report directly to the Board of Directors. The Executive Director is an ex-officio member of all committees, standing and ad hoc.

Section 4: No one member or group shall act on their own to organize or participate in any fundraising activity, solicit funds from an organization, enter into a contractual obligation on behalf of the association, commit funds or other resources of the association, or take any action whatsoever that could be interpreted as a policy or purpose of the association. The Board of Directors will be responsible for sanctioning and supervising such activities.

Article 8 Amendments

Section 1: These bylaws may be amended by members of the Board of Directors in special session. Revised bylaws will be made available to the entire membership at least ten (10) days prior to a meeting where the bylaws will be presented to the membership for discussion. Amendments to the bylaws may be ratified by a 2/3 vote of the attending membership.

Article 9 Indemnification

Section 1: The association shall, to the extent legally permissible, indemnify each person who may serve or who has served at any time as an officer, director or employee of the corporation against all expenses and liabilities, including, without limitation, counsel fees, judgments, fines, excise taxes, penalties and settlement payments, reasonably incurred by or imposed upon such person in connection with any threatened, pending or completed action, suit or proceeding in which he or she may become involved by reason of his or her service in such capacity, provided that no indemnification shall be provided for any such person with respect to any matter as to which he or she shall have been finally adjudicated in any proceeding not to have acted in good faith in the reasonable belief that such action was in the best interests of the association; and further provided that any compromise or settlement payment shall be approved by a majority vote of a quorum of directors who are not at that time parties to the proceeding.

Section 2: The indemnification provided hereunder shall inure to the benefit of the heirs, executors and administrators of persons entitled to indemnification hereunder. The right of indemnification under this Article shall be in addition to and not exclusive of all other rights to which any person may be entitled.

Section 3: No amendment or repeal of the provisions of this Article which adversely affects the right of an indemnified person under this Article shall apply to such person with respect to those acts or omissions which occurred at any time prior to such amendment or repeal, unless such amendment or repeal was voted by or was made with the written consent of such indemnified person. This Article constitutes a contract between the association and the indemnified officers, directors and employees. No amendment or repeal of the provisions of this Article which adversely affects the right of an indemnified officer, director or employee under this Article shall apply to such officer, director or employee with respect to those acts or omissions which occurred at any time prior to such amendment or repeal.