

By-Laws of Lincoln County Humane Society, Inc.

Article I

Name and Concept

Section 1 Name This tax exempt organization is The Lincoln County Humane Society, Inc. whose principal address is 200 N. Memorial Drive, Merrill, WI, 54452.

Section 2 Mission The Lincoln County Humane Society, Inc. is dedicated to the prevention of cruelty and abuse to animals, birds and wildlife. We strive to maintain a No-Kill facility; a place of safety for healthy adoptable animals; a temporary home for the homeless; a haven for the mistreated, neglected or abused animals of Lincoln County and surrounding counties. Euthanasia will not be our population control, but rather an act of kindness to end an animal's suffering or to ensure public safety and welfare. It is our pledge to nourish the relationship between companion animals and humans through education, media exposure and readily available information and assistance.

Article II

Purpose and Tax Status

Section 1 Purpose The purpose of the Society is to promote animal welfare including the reduction of the pet overpopulation through the prevention of unwanted births using the tools of:

- strong legislation and enforcement on both State and County level
- youth and adult education assistance
- availability of low-cost public spay/neuter

Section 2 Tax Exempt Status The Lincoln County Humane Society is organized as defined by Section 501(c) (3) of the Internal Revenue Service Code.

No member or officer of the Society shall profit from the membership therein, except that a member, officer or contractor may be reimbursed for expenses incurred at the direction of the Membership and/or Board of Directors.

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Article III

Membership

Section 1 Eligibility Membership is granted to anyone as follows:

Classes of membership:

Regular Member (Voting)

Bronze (Voting)

Silver (Voting)

Gold (Voting)

Section 2 Payment of dues Annual dues are payable prior to the annual meeting.

Section 3 Privileges of Membership The privilege of voting for directors is granted to all members in good standing.

Section 4 Termination of Membership The Board of Directors may terminate any membership at any time and shall have full discretionary powers in so doing. A membership may be rejected for just cause including, but not limited to, mistreatment or mishandling of animals or willfully causing harm to the Humane Society.

Article IV

Nominations and Elections

Section 1 Nomination of Directors The Board of Directors shall call for nominations. Candidates shall submit a completed "Board of Directors Application" available on the website and at the shelter. After reviewing the forms submitted, candidates' names shall be placed on the ballot. Nominations will also be accepted from the floor at the Annual Meeting, provided that the nominee is a current member in good standing and accepts the nomination.

Section 2 Election of Directors Director positions to be filled shall be elected from the slate of candidates provided by the membership. Election shall take place at the Annual

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Meeting. All members of the Society present at the Annual Meeting shall vote to elect the Directors.

Section 3 Nomination of Officers Candidates shall be nominated from the current Board of Directors.

Section 4 Officers shall be elected by the Board of Directors at the Annual Meeting.

Article V

Board of Directors

Section 1 Number The Board of Directors shall include not less than seven (7) and not more than eleven (11) persons, as determined by the Board of Directors. The Board of Directors shall be comprised of three (3) to seven (7) elected positions and four (4) appointed positions. The appointed positions are from the City of Merrill, City of Tomahawk, Lincoln County Board and the Lincoln County Towns Association. All elected Directors must be elected by members in good standing. All Directors shall be voting members of the Board of Directors except the President who shall not vote except to break a tie vote. Mid-term replacement of directors shall be for the duration of the replaced director's term. If an appointed position is not filled by the appointing body, the position can be filled by an elected position at the board's discretion. No act of this Society shall be void at any time merely because there be less than seven (7) Directors in office.

Section 2 Term of Office

A. Elected positions The general membership shall elect up to three (3) directors at each annual meeting and each director shall serve for three (3) years unless he/she resigns or is dismissed. Directors are eligible for re-election.

B. Appointed Members Appointed members' terms shall be for the term fixed by the appointing body.

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Section 3 Dismissal At the discretion of the board, an unexcused absence of a director from three (3) successive meetings or 50% of the meetings in the previous year shall be considered cause for dismissal. Excused/Justified leaves of absence may be granted at the discretion of the President. Additionally, directors may be dismissed for cause.

Section 4 Vacancies Vacancies occurring for any reason may be filled for the duration of the term prior to the annual meeting. A vacancy shall be filled by vote of the Board.

Section 5 Authority The board shall have control of and be responsible for the management of the affairs and property of the Society; shall have authority to fill vacancies on the Board or in offices for the unexpired portion of any term; shall have full discretion to accept members in this Society and to terminate such membership; shall have authority to appoint and remove any officers or employees and to prescribe their duties in accordance with the provisions of these Bylaws, and generally shall have authority to do, or require to be done, everything deemed necessary or expedient for the promotion and protection of the Society's welfare.

Section 6 Code of Conduct All Board members, whether elected or appointed, shall adhere to behavior consistent with a professional code of conduct and confidentiality*. Violation of the code may result in removal from the office held on the Board of Directors.

Article VI

Officers

Section 1 Officers The Board of Directors shall have as its officers one (1) President, one (1) Vice-President, one (1) Secretary, and one (1) Treasurer. The officers shall be elected from the Board of Directors immediately following the Annual Meeting.

Section 2 Length of Term. An officer's term shall be for one (1) year and commence immediately after the Annual Meeting.

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Section 3 Duties of the President The principal duty of the President shall be to preside at all meetings of the members and of the Board of Directors, to appoint such committees as may be deemed necessary by the Board of Directors, and together with said Board to have general supervision of the affairs of the Society.

Section 4 Duties of the Vice-President The principal duty of the Vice-President shall be to act in place of the President whenever needed. In case of resignation or death of the President, the Vice-President automatically becomes the President.

Section 5 Duties of the Secretary The principal duties of the Secretary shall be to keep a true and correct record of the proceedings of all meetings of the Society and of the Board of Directors; to provide notice of all meetings; to countersign all papers and documents requiring such action; and to systematically and safely keep such books, papers, records and documents pertaining to the business of the Society as may be assigned by the Board of Directors.

Section 6 Duties of the Treasurer The principal duties of the Treasurer shall be to have custody of the Society funds and securities; to keep full and accurate accounts of receipts and disbursements in Society books and records; to disburse the funds of the Society as may be ordered by the Board; to take and retain proper vouchers for such disbursements; to render, as may be required, true accounts of all financial transactions of the Society and accurate statements of the financial condition of the Society; and to file all reports and returns required of the Society by the Internal Revenue Service and the State of Wisconsin.

Article VII

Annual Meetings

Section 1 Time The Annual Meeting of the members of the Society shall be held in February of each year at such time and place in Lincoln County, Wisconsin, as may be fixed by the Board of Directors, for the purpose of electing Directors and Officers and for the transaction of such other business as may come before the meeting.

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Section 2 Notice Notice of the annual meeting must be posted at the principal address of the Society, sent to each member, and released to county news media not less than ten days prior to the annual meeting.

Section 3 Location Annual meetings may be held at any place in Lincoln County, Wisconsin. Regular membership meetings shall be at the call of the President, or in his/her absence, the Vice-President.

Section 4 Quorum Any five (5) members shall constitute a quorum for the transaction of business at the annual meeting of the Society, but any lesser number shall have power to adjourn to a specified later date.

Section 5 Voting Each member, is entitled to one and only one vote for each board member. Members must be present to cast their vote.

Article VIII

Board of Director Meetings

Section 1 Regular Meetings of the Board of Directors At least one regular meeting of the Board of Directors shall be held each fiscal year. Other regular meetings, or special meetings, may be held at such times as may be determined by the Board of Directors.

Section 2 Special Board Meetings Special meetings of the Board of Directors may be called by any three (3) Board Members with at least twenty-24 hours advance notice. Such notice shall include a statement of purpose of the meetings as well as the date, time and location of the special meeting.

Section 3 Notice Notice of regular and special Board of Directors meetings shall be posted at the Society's principal address and on the website 24 hours prior to the meeting.

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Section 4 Quorum A quorum of 50% or more of the directors then in office shall be required for the transaction of any business of the Board of Directors.

Article IX

Executive Committee

Section 1 Membership The executive committee shall consist of the Officers.

Section 2 Authority The Executive Committee shall act between meetings of the Board and shall possess all the powers of the Board in regard to conduct of the routine business of the Society. It shall have no power to approve or terminate membership or to fill vacancies on the Board or in offices. It shall meet on call of the President whenever, in his/her judgment, the business of the Society may require. In the event of such a meeting, the President will report the mode of communication as well as the special circumstances which precipitated this “electronic” meeting, and the results of the vote(s) at the next regular or special physical meeting of the Board. The Secretary will record this report by the President into the minutes of the meeting. The Board will vote to accept or reject this report.

Article X

Committees

The following standing committees shall be appointed by the President and shall include at least one board member in each case:

Section 1 Finance Committee The finance committee shall consist of three board members. This committee will study the budgetary needs of the Society and plan the annual budget.

Section 2 Fund Raising Committee The fund raising committee is a committee of varying functions, primarily engaged in raising funds to carry out the program of the Society.

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Article XI

Fiscal Year

The fiscal year of the Society shall begin on the first day of January and end on the thirty-first day in December each year.

Article XII

Amendments

Bylaws may be enacted, amended or repealed at the Annual Meeting or at any special meeting of the Board of Directors by a three-fourths vote assuming a quorum is present. These revised Bylaws shall become effective upon the affirmative vote of the Members and by the execution of such revised Bylaws by the President and Secretary on the signature lines designated as such below.

Article XIII

Dissolution

This Society shall be non-stock, and no portion of the assets of this Society shall financially benefit any members or individuals. In the event of dissolution or liquidation, the assets of this Society shall be distributed to another non-profit animal welfare organization similar in mission to the Society.

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Article XIV

Affirmation

Accepted on the _____ day of _____ in the year of _____

President _____

Vice-President _____

Secretary _____

Treasurer _____