

# Bylaws 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 310 N. Memorial Drive, Merrill, 54452.

Section 2 Mission: 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: 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.

# Bylaws of Lincoln County Humane Society, Inc.

## Article III

### Membership

Section 1 Eligibility: Membership is granted by submitting an approved membership application form and paying annual dues.

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 Director Application" available on the website and at the shelter. After the current Board of Directors review 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 Meeting. All members of the Society present at the Annual Meeting shall vote to elect the Directors.

## **Bylaws of Lincoln County Humane Society, Inc.**

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.

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.

## **Bylaws of Lincoln County Humane Society, Inc.**

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. All Board members must sign and submit the attached Code of Conduct.

### 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.

Section 3 Duties of the President: The principal duties 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.

## **Bylaws of Lincoln County Humane Society, Inc.**

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, in conjunction with the shelter manager and bookkeeper, shall be to have custody of the Society funds and securities; to keep full and accurate account 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.

Section 2 Notice: Notice of the Annual Meeting must be posted at the principal address of the Society, sent to each member, and posted on the official Lincoln County Humane Society webpage and social media pages not less than ten days prior to the Annual Meeting.

## **Bylaws of Lincoln County Humane Society, Inc.**

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-four (24) hours advance notice. Such notice shall include a statement of purpose of the meeting 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 twenty-four (24) hours prior to the meeting.

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.

## **Bylaws of Lincoln County Humane Society, Inc.**

### 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 (3) Board Members. This committee will study the budgetary needs of the Society and plan the annual budget.

Section 2 Fundraising Committee: The fundraising committee is a committee of varying functions, primarily engaged in raising funds to carry out the programs of the Society.

### 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 of each year.

### Article XII

#### Amendments

Bylaws may be enacted, amended, or repealed at the Annual Meeting or at any 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.

**Bylaws of Lincoln County Humane Society, Inc.**

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.

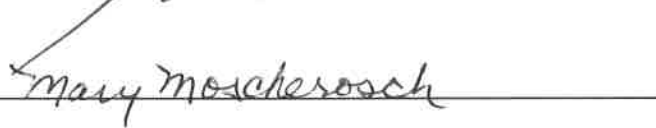
Article XIV

Affirmation

Accepted on the 17<sup>th</sup> day of February in the year of 2021

President 

Vice-President 

Secretary 

Treasurer 



# **Bylaws of Lincoln County Humane Society, Inc.**

## **Lincoln County Humane Society**

### **Board of Directors**

#### **CODE OF CONDUCT**

##### **Statement of Commitment**

In establishing policy for an on behalf of the Lincoln County Humane Society (LCHS), I am a custodian in trust of the assets of the organization. The organization recognizes the need for competent and committed elected Board Members to serve the organization. The organization has put its trust in my sincerity and abilities. In return, the organization deserves my utmost effort, dedication, and support.

Therefore, as a Board Member of the Lincoln County Humane Society, I acknowledge and commit that I will observe a high standard of ethics and conduct as I devote my best efforts, skills, and resources in the interest of the Lincoln County Humane Society. I will perform my duties as a Board Member in such a manner that the organization's confidence and trust in the integrity, objectivity and impartiality of the Lincoln County Humane Society are conserved and enhanced. To do otherwise would be a breach of the trust which the organization has bestowed upon me.

##### **Ethical Guidelines**

###### **General**

1. I will always hold the betterment of the organization as my priority, including during all participation in discussions and voting matters.
2. I recognize that I am obligated to act in a manner which will bear the closest public scrutiny.
3. It is my responsibility to contribute to the Board of Directors any suggestions of ways to improve the organization's policies, standards, practices, or ethics.
4. I will not abuse my position as a Board Member by suggesting to any organization employee that I am entitled to, or expect, any special treatment.
5. I will declare any conflict of interest, be it real, potential, or apparent with regard to any matter being discussed in my presence during a meeting.
6. If the Board decides at any time during a meeting that I have a conflict, I will accept their request that I refrain from participating in the discussion and I will leave the meeting at the Board's request. I understand that the Board's decision by a majority vote as outlined in the By-Laws will be recorded in the minutes, either with or without the reasons for the decision being also recorded.
7. I understand that the following activities are considered by the organization to be conflicts of interest and that conflicts of interest are not limited to the following situations:

## **Bylaws of Lincoln County Humane Society, Inc.**

- Where a Board Member makes a decision or does an act motivated by other or additional considerations than “the best interests of the organization.”
- Where a Board Member personally contracts with the organization or where he/she is a director of other organizations which are contracting with this organization.
- Where a Board Member learns of an opportunity for profit which may be valuable to him/her personally or to another organization of which he/she is a Member, or to other persons known to the Director.
- Where a Board Member, in any circumstance as related to the organization, puts his/her personal interests ahead of the best interests of the organization.

### **Information**

8. I will not knowingly take advantage of, or benefit from, information that is obtained in the course of my official duties and responsibilities as a Board Member, and that is not generally available to other Members of the organization.
9. I will be alert to information which the organization can use to develop improved policies and strategies.
10. I will protect the organization’s information closely and will not release or share confidential information without the permission, preferably in writing, of the person who provided it.
11. I will maintain confidentiality of all information which the Board deems ought to be kept confidential.

### **Resources**

12. I will be mindful of resources which are in my trust on behalf of the organization, and will help establish policies which ensure the maximization of secure and protected resources.
13. I expect to be reimbursed for legitimate expenses incurred by myself for the sake of the organization. I will keep all such expenses reasonable and justifiable and will discuss expenses which may be in question with the organization’s President.

### **Gifts and Hospitality**

14. Should business associates or others offer me gifts, favors, or benefits on a personal basis because of the business the organization does with them, I will recognize that such offers may be an effort to secure advantage from me, and I will reject such offers on the basis that it is against the organization’s policy to accept gifts from business contacts. The most I will accept will be normal promotional handouts of a nominal value.

## **Bylaws of Lincoln County Humane Society, Inc.**

### **Representing the Organization**

15. As part of my duties as a Board Member, I represent the organization informally and formally to other associations, societies, government officials and business representatives. I recognize that it is important that I represent the organization in such a way as to leave others with a positive impression of the organization. In my duties I will preserve and enhance the good reputation of the organization and will avoid behavior which might damage its image.

### **Interpretation**

16. The President of the organization shall ensure that the practice of this policy will be fair, just, and equitable in all situations of interpretation and application.

### **Enforcement**

17. The President is ultimately responsible for immediate interpretation, application, and enforcement of the Board Member's Code of Conduct policy. All complaints concerning a possible code of ethics violation shall be made in writing to or by the President with a copy provided to the complainant.
18. The President shall make an initial determination of the issue and shall attempt initial resolution of the problem with the complainer and the complainant.
19. If this initial attempt at resolution is not successful, the President shall appoint a tribunal composed of three Board Members to investigate the complaint. The tribunal is required to investigate as required and submit a written report to the President within thirty (30) days. The President will render his/her decision within ten (10) days of receiving the tribunal's report.
20. The President's decision may be appealed in writing to the Board of Directors for consideration at the Board's next regular scheduled meeting for a final decision. The final decision shall be delivered in writing to the complainer and complainant.

### **Delegation and Penalties**

21. Should the President be the subject of a written complaint, the Vice-President shall perform the duties normally assigned to the President in this matter.
22. Penalties imposed for breach of the Code of Conduct may include, but are not limited to, the following:
  - Excluding the Board Member from portions of all future meetings and discussions which are related to the stated conflict of interest;
  - Censure of the Board Member, in private, in public, or both;

## **Bylaws of Lincoln County Humane Society, Inc.**

- Removal of the Board Member from office, at any meeting called for such purpose, may by vote of the majority of the Directors, with or without cause as outlined in the By-Laws.

I have read and understand the Lincoln County Humane Society's Code of Conduct for the Board of Director's policy and agree to follow the provisions outlined in the policy.

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Board Member (print)

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Board Member Signature

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Date