

# Bylaws of the Iowa County Humane Society

Revised March 2021

## Article I

### Purposes and Policy

**Section I.** The purpose of this society is the prevention of cruelty to animals, the relief of suffering among animals and the extension of humane education.

**Section II.** It is the policy of the Iowa County Humane Society (the "Society") to provide humane care and treatment for all animals needing protection in Iowa County; to seek to return lost animals to their owners; and to seek suitable homes for animals without owners. The Society is a no-kill shelter, as defined by the [ASILOMAR Accords](#). No animal under control of the society may be euthanized (except in emergency situations to relieve suffering or protect staff and other animals) unless the animal is determined to be unadoptable and untreatable, and no other alternative for placement is available.

**Section III.** The Society shall develop policies and procedures to evaluate each animal which shall be approved by the majority of the members present and eligible to vote at the annual meeting of the membership. *Read the current Animal Adoptability Policy here.*

**Section IV.** In its care and disposition of animals, the Society shall maintain the minimum standards prescribed by the American Association of Shelter Veterinarians for an animal shelter.

## Article II

### Headquarters and Branches

The principle office and headquarters of the Society shall be at 305 County Road YZ, Dodgeville, Iowa County, Wisconsin. The Society may establish and maintain branches and offices elsewhere.

## Article III

### Seal

The Board of Directors may prescribe the design for a corporate seal. The seal may be used by causing it or a facsimile thereof to be impressed or affixed or reproduced otherwise. No individual or organization may use the ICHS logo or other designation without the expressed written consent of the Board of Directors.

## Article IV

### Members

**Section I.** Members are not required to reside in Iowa County. No person convicted of cruelty or neglect to animals or who engages or has engaged in blood sports involving animals may be a member.

**Section II.** The Board of Directors may reject any application or expel any member at any time for reasonable cause.

**Section III.** Membership options for each calendar year shall be set at the Annual Meeting.

**Section IV. Members:** Any eligible individual shall become a member in good standing of the Society by donating any dollar amount of \$30 or more, and agreeing to abide by the bylaws and practices of the Society. Donations made within the 12 months prior to the annual meeting grant active membership and voting rights. Voting members shall be 18 years of age.

(a) No member shall be entitled to vote unless such member has been a member of the organization for at least 90 days in the 12 months preceding the vote.

(b) Membership levels

- i. Individual membership – an individual membership is available to any person who is age 18 or above.
- ii. Youth membership – a youth membership is available to any person who is younger than 18. Any youth member who turns 18 during the year of his or her membership shall be converted to an individual membership upon turning 18 years old. The youth member is not eligible to vote.
- iii. Couple membership – for two persons who are both 18 years old or older and reside in the same household.
- iv. Family membership – for all persons, regardless of age, living in the same household.
- v. Corporate membership – for any business, corporation or non-person desiring to be a member.

(c) Membership Voting Restrictions.

i. No member shall be entitled to vote unless such member has been a member of the organization for at least 90 days in the 12 months preceding the vote.

ii. Number of Votes. The following membership types shall carry the following number of votes cast at each election held:

- Individual Membership – 1 vote per election.
- Youth Membership – the youth member is not eligible to vote.
- Couple Membership – 2 votes per election, but 1 person may not cast both votes.

- Family Membership - 2 votes per election, but 1 person may not cast both votes.
- Corporate Membership – 1 vote per election.

**Section V.** All active members shall be entitled to cast one vote at any meeting on issues requiring an open vote or in any referendum, provided however; he or she is a member in good standing. For the purpose of this section, a person shall be deemed to have become a member if they qualify as noted in above Section IV.

**Section VI. Annual Meeting:** The purpose of the annual meeting of the Society is for electing the Board and for the transaction of any other business authorized to be transacted by the members and shall be held at such time and place as specified by the Board of Directors.

**Section VII. Special Meetings:** Special meetings of the members may be called at any time by the Board of Directors or by any 25 members qualified to vote, upon their filing with the secretary a written request for the meeting stating the purpose or purposes of the proposed meeting. Special meetings for which written request is made shall be held not less than 30 days nor more than 60 days after the filing of the request, at a time and place that the president shall designate.

**Section VIII. Notice of Meetings:** Notice of the annual meeting date, board nominees, and proposed amendment changes shall be posted by 50 days before the annual meeting. Advance notice of special meetings of members shall be given members by the secretary or, in his or her absence, by another officer. All such notices shall be sent by the most cost effective method, at least 10 days in advance of the date set for the meeting, to each member of record at the time the notice is sent, and only to such members who are in good standing and thus shall be entitled to notice and to vote at such a meeting. The Board Meeting will be held monthly as called by the president.

**Section IX. Nominating Committee:** At each annual meeting the members shall elect a nominating committee of three members to serve for the ensuing year. The nominating committee shall nominate a number of candidates for membership on the Board not less than the number to be elected at the ensuing annual meeting. The committee shall notify the secretary of the nominations no later than 60 days before the annual meeting. The secretary shall, 50 days before the annual meeting, notify the members of the nominations by the most cost effective means, email, website or direct mail to the address on record at the time of notification. Members in good standing may also nominate one candidate, also in good standing, for membership of the Board by written petition to be filed with the secretary 40 days prior to the annual meeting, and the secretary shall, 30 days before the annual meeting, give notice of these nominations in the same manner as is prescribed for nominations by the nominating committee.

**Section X.** At any meeting of the Society, those members of the Board present in person shall have authority to transact all business that may come before the meeting. Voting by proxy shall not be permitted.

**Section XI. Membership Termination:** Membership in the Society shall cease upon failure to donate to establish current membership as described in Section IV, change in eligibility status, resignation, or failure to abide by the bylaws, policies and rules herein established as determined by act of the Board.

## Article V Directors

**Sections I.** Subject to the limitations of the articles of incorporation, these Bylaws and the laws of the State of Wisconsin, the affairs of the Society shall be managed by the Board of Directors and such committees as approved and empowered by the Board of Directors.

**Section II. Qualifications:** Only active members in good standing are eligible for leadership positions including board of directors, committee chairperson, or leader of a task force. Board of Directors may not themselves be currently employed, nor in the past five (5) years have been employed and/or compensated by the Society, nor have relatives employed by Society (relative being defined as spouse, parent, children, siblings or in-laws or step relatives thereof). Active members in good standing are defined as those having established a membership as defined in Article IV, Section IV, are not employed by and receiving remuneration for services from a humane society, have not been convicted of cruelty or neglect to animals, and have not engaged in blood sports involving animals. Additionally, those seeking leadership positions must be recommended by two board members.

**Section III. Number of Directors/Terms:** There shall be a minimum of three but not more than nine directors on the Board. The members of the Board shall be elected at annual meetings by the Active members of the Society and shall serve for a term of three years each, except that at the first election following the adoption of these bylaws, three of the members of the Board shall be elected to serve for one year, two for two years, and two shall serve for three years. Thereafter, elections each year will be for members of the Board whose term has expired. At any time when the number of directors in office shall be fewer than three, the directors remaining in office shall add to their number until there be no fewer than three directors in office, but no act of this Society shall be void at any time merely because there are fewer than three directors in office. The sitting President of the Board in the last term of their office, who is not running for another term, shall be extended a full term of office, but not as an officer of the Board (President, Treasurer, Secretary or as otherwise defined as an officer of the Board), and shall be referred to as the Past President.

**Section IV. Resignation:** Any Board Member may resign by submitting a written notice of resignation to the Chair or to the Board of Directors, which shall be effective immediately.

**Section V. Removal from Office:** Any Board member may be removed with cause upon affirmative vote by a quorum of the Board of Directors.

**Section VI.** In case any director shall by death, resignation, removal from office, incapacity to act, or otherwise, cease to be a director during his or her term, his or her successor shall be chosen by the Board to serve until the next annual meeting of the members. At such meeting the active members shall elect a director to fill the unexpired term of the director, unless the unexpired term of the director whose vacancy is to be filled expires after such meeting, in which event a director shall be elected for a full term by the active members. In the event that an acting President is unable to fulfill their duties, a replacement shall be elected from the remaining board members.

**Section VII.** An annual organizational meeting of the Board of Directors of the Society shall be held not more than 30 days after each annual meeting of the members of the Society. Regular meetings of the Board shall be held at such times and places as shall be fixed by the Board provided that the Board of Directors shall meet at least quarterly for the transaction of business.

**Section VIII. Special meetings of the Board:** Special meetings of the Board of Directors may be called by the president or by the secretary when requested to do so by any three directors.

**Section IX.** A majority of the members of the Board of Directors shall constitute a quorum.

**Section X.** Except as otherwise prescribed in these bylaws, decisions at any meeting of the Board of Directors or other committees shall be by majority vote of those present and voting. Each director shall have one vote, and no voting by proxy shall be permitted.

**Section XI.** Directors, as such, and members of committees, shall be classed as volunteers and shall not receive any salaries or fees for their services but may be reimbursed for any expenses incurred in fulfilling their duties.

## **Article VI Officers**

**Section I.** At each annual meeting of the Board of Directors, the Board shall elect a president, a secretary, and a treasurer by the majority vote of the Board members present and voting. It may choose such other officers as the business of the Society may require. All the officers shall hold office at the pleasure of the Board of Directors but in no case beyond the time when their respective successors shall be elected and shall qualify.

**Section II.** Whenever a vacancy shall occur in any office of the Society by death, resignation, or otherwise, the vacancy shall be filled by the Board of Directors. In the event that an acting President is unable to fulfill their duties, a replacement shall be elected from the remaining board members.

**Section III. President:** The president will direct the Board. The president of the Board will be the motivator of the board, board members, and shelter managers. The president will foster connections to the community and organize board meetings.

**Section IV. Secretary:** The secretary shall take and preserve minutes of all Board meetings of the Society, notify members and directors of annual, regular and special meetings, and perform other duties assigned by the Board. The secretary shall cause the minutes of all Board meetings to be published in a form which shall be available, upon request, to all members.

**Section V. Treasurer:** The treasurer will work with the Society's bookkeeper and outside accountant. The treasurer will present monthly financial reports and an annual financial report to the Board and handle such other duties about financial matters as may be directed by the Board from time to time, make and foster connections with donors and negotiate government contracts.

## **Article VIII Amendments**

**Section I.** These bylaws may be amended by the members at any annual meeting provided that a proposal to amend shall be submitted in writing to the secretary at least 50 days prior to the annual meeting. The secretary shall include notification of proposed amendment in the notice of the meeting. Amendments are ratified by majority vote of members present and voting.

## **Article IX Dissolution**

**Section I.** The Society may be dissolved by not less than a two-thirds majority vote of the members in good standing.

**Section II. Distribution of Funds and Property:** Upon dissolution of the Society, no funds or property shall be distributed to any member or other individual. All funds and property shall, after payment of all outstanding obligations of the society be donated to a Wisconsin Humane society that abides by and has the same purpose and policy as stated in Article I of these bylaws.