

ICHS 2021 Annual Meeting Agenda

Monday, March 8, 2021

6:30 PM – Zoom (link and call-in numbers to be provided in near future)

Meeting call to order

Approval of Previous Annual Meeting Minutes – March 24, 2020 - You can read them here: https://ichs.net/files/7816/1040/0480/Unapproved_Minutes_of_the_2020_ICHS_Annual_Meeting.pdf

President review of the year – Cyd Bickford

Board comments

Executive Director Report – Joselyn Van Ruyven:

- Current animal stats
- 2020 Animal Stats: https://ichs.net/files/7616/0996/8353/Animal_Stats_Dec_2020.pdf

Treasurer's Report:

- Current Financials
- 2020 Financial Reports: Balance Sheet: https://ichs.net/files/3216/0997/1268/Balance_Sheet_Prev_Yr_Comp_YE_Prel_2020.pdf and Profit and Loss: https://ichs.net/files/9616/1040/0559/PL_PREV_YEAR_COMP_31_Dec_2020.pdf

Humane Officer Report – Sharon Shea

Committee Reports:

- Buildings & Grounds
- Personnel
- Fundraising
- Animal Welfare & Enrichment

Nomination Committee: In light of the fact that the ICHS board has not been able to enact plans and projects during the COVID-19 pandemic, the board has elected to use 2021 as a year to regroup and discern the needs of the shelter and the board itself. With this in mind, we have decided of the 4 vacancies to be filled 2 board seats will be for a 3 year term and 1 board seat will be for a 1 year term. Then in 2022, the remaining seats will be filled based on the experience and skill sets the board members believe will be needed to implement a strategic plan for ICHS and to move the shelter successfully forward. Therefore, the nominations are:

- Tony Schlafli for a 3 year term
- Joanne Wilson for a 3 year term
- Lisa Cvangros for a 1 year term

Proposed Bylaw Changes:

1) Currently: Article V 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 and 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.

Proposed: Article V 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.

2) Currently: Article V Directors

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.

Proposed: Article V Directors

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3) Current: Article IV Members

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.

Proposed: Article IV Members

Section IX. Nominating Committee: **The nominating committee shall be chaired by the past president or appointed board member and be composed primarily of board members, along with general members. The nominating committee shall be selected at the organizational meeting following the annual election, and shall seek and review candidates for the next year's election. The committee shall review all applications for board position, whether from a candidate put forward by the committee or an application from any general member in good standing. Candidates shall be interviewed, and the committee chair shall present the slate of candidates and interview notes to the board. The board shall review the slate and select those nominees they feel best meets the needs of the current board and general membership. The names of candidates on the revised slate, with an introductory bio, shall be placed before the general membership for election.** 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.

To be removed: 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.

4) Current: Article V Directors

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

Proposed: Article V Directors

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

Public Comment

Board of Directors Organizational Meeting to follow in closed session within 30 days.

Adjournment

Please complete the form/ballot below to register your votes and comments with the ICHS Board of Directors. If you would rather fill this out on paper and mail it into the shelter, [please click here for a printed version on the ballot](#). **Responses will be taken starting March 8, 2021 until March 11, 2021** and results posted on March 12, 2021. As always, the protection of our animals, employees, volunteers and the community are foremost in our minds. We appreciate your support as work through these changing times.