

**RESTATED  
BYLAWS  
OF  
HUMANE SOCIETY OF PORTAGE COUNTY, INC.**

**Section I – NAME**

The name of this organization is the Humane Society of Portage County, Inc.

**Section II – PURPOSE**

**A. Limited Purpose.** The corporation is organized and may be operated for any and all lawful purposes authorized by Chapter 181 of the Wisconsin Statutes. However, said purposes shall be limited to charitable and educational purposes within the meaning of Sec. 501(c)(3) of the Internal Revenue Code of 1986, as amended (or the corresponding provisions of any future United States Internal Revenue Law). Said purposes shall include, but shall not be limited to, aid in the protection and care of domestic and wild animals through the provision of educational programs, animal shelters, lost and found services, animal training programs, stray animal service, adoption service and the humane destruction of unwanted, sick and injured animals.

**B. Benefit of Earnings to Directors and Officers.** No part of the earnings of the corporation shall inure to the benefit of or be distributed to its members, committee members, officers, directors, agents or other private persons except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments of distributions in furtherance of purposes set forth above, upon Board approval.

**C. Restricted Activities.** The corporation shall not participate in or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office and no substantial part of the activities of the Humane Society of Portage County, Inc., shall consist of carrying on propaganda, or otherwise attempting to influence legislation. Notwithstanding any of the other provisions of these Bylaws, the corporation shall not carry on any other activities not permitted to be carried on (1) by a corporation exempt from federal income tax under Sec. 501(c)(3) of the Internal Revenue Code of 1986 (or corresponding provision of any future United States Internal Revenue Law) or (2) by corporation contributions which are deductible under Sec. 170(c)(2) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law).

**D. Dissolution.** The property of the Humane Society of Portage County, Inc., is irrevocably dedicated to charitable purposes and no part of the net income or assets of the Humane Society of Portage County, Inc., shall ever inure to the benefit of any director, officer or member thereof, or to the benefit of any private person. Upon the dissolution or winding up of the Humane Society of Portage County, Inc., its assets remaining after payment, or provision for payment of all debts and liabilities of the Humane Society of Portage County, Inc., shall be contributed to a nonprofit fund, foundation or corporation, which is organized and operated exclusively for charitable purposes and which has established its tax exempt status under Section 501(c)(3) of the Internal Revenue Code.

Updated 1-9-19

### **Section III – OFFICE**

The principal office of the corporation shall be located in Portage County, Wisconsin.

### **Section IV – GENERAL MEMBERSHIP**

The corporation shall have no members.

### **Section V – BOARD OF DIRECTORS**

**A. General Powers and Composition.** The affairs of this corporation shall be under the direction of its Board of Directors. The Board shall consist of directors and may have up to three associate directors. Directors shall:

- Be responsible for the management of the affairs and property of the organization.
- Fill vacancies on the Board or in offices for the unexpired portion of any term, either upon or without recommendation from the Nominating Committee.
- Have appointive and removal powers for all officers, directors and hiring and removal of the Executive Director.
- Set policies for any aspect of Society activity not inconsistent with the provision of these Bylaws.
- Approve the plans of work of the standing and special committees of the Society
- Prepare and amend an annual budget for the fiscal year in consultation with the Executive Director.
- Promote and protect the welfare of animals sheltered or protected by the Society.

The Board of Directors and Associate Directors. Directors shall have all of the General Powers of the Board of Directors. Associate Directors shall have the ability to participate in open board and committee meetings. The associate Director shall not hold office, be a signature on any official documents, or have a vote on any matter before the Board of Directors.”

**B. Number/Tenure.** The number of persons who shall constitute the full Board of Directors of this corporation shall be a minimum of seven (7) and a maximum of nine (9) the exact number to be set from time to time by the Board of Directors. Each newly elected Director shall hold office for a period of three (3) years or until their successor shall have been elected or until their prior death, resignation or removal. Board members terms will be in a staggered rotation where one-third of

the member's terms will end each year. Terms are renewable.

A Director or an Associate Director, may be removed from office for just cause at any Director's meeting called for that purpose by a majority vote of the Directors present at such meeting, provided that a quorum is present. A Director or an Associate Director, may resign at any time by delivering their written resignation to the Board of Directors.

**C. Election.** The directors shall be elected to office by the current board of directors in good standing of the Humane Society of Portage County, Inc. at the annual meeting. Nominations of the Board may be made by Board action at a duly called meeting of the Board or at any time by a majority of the members of the full Board.

**D. Vacancies.** Vacancies of the Board of Directors may be filled by appointment of Associate Directors by the remaining directors and Associate directors so appointed may serve no more than six months as associate directors. A majority of the directors present at any duly called meeting may appoint an associate director as a director by a majority vote. Directors so appointed shall hold office until the next annual meeting at which time directors shall be elected to fill the unexpired term.

**E. Quorum.** A majority of the members of the full Board of Directors shall constitute a quorum for the transaction of business at any meeting of the Board. If there is not a quorum at the meeting, members who were not present need to vote by email within 24 hours of being notified by the Secretary. If between the members voting at the meeting and members timely voting by email, there is still not a quorum of the entire board, then the members present and members timely voting shall constitute a quorum for purposes of that vote.

**F. Annual Meeting.** The annual meeting of the Board of Directors shall be held each year during the month of May. The time, date and place of the holding of the meeting shall be designated in the notice of the meeting. At the annual meeting, the directors shall elect officers and may transact such business as may properly come before the meeting.

**G. Regular and Special Meetings.** Regular and special meeting of the Board of Directors may be called by or at the request of the President or any two (2) directors. A time, date and place of the regular or special meeting of the Board of Directors shall be determined by the person or persons calling such meeting, and they shall be designated in the notice of the meeting; provided, the (i) date may not be a legal holiday or Sunday; (ii) the time must be during the hours between 7:00 a.m. and 8:00 p.m. local time; and (iii) the location must be within Portage County, Wisconsin.

**H. Notice of Meetings.** Notice of the annual, a regular or a special meeting, and the time, date and location shall be given at least five (5) days prior by written notice delivered personally or sent by mail, email, website posting or fax to the members of the Board of Directors at the address shown by the records of the corporation. The notice of any meeting shall be sent under the direction of the Secretary or President of the corporation. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail, with postage prepaid. Neither the business to be transacted at, nor the purpose of, any regular or special meeting of the Board of Directors need be specified in the notice or waiver of notice of such meeting.

**I. Waiver of Notice.** The attendance of a director at a meeting shall constitute a waiver of notice of such meeting, except where a director attends a meeting and objects to the transaction of any business because the meeting was not lawfully called or convened. Whenever any notice is required to be given to any director of this corporation, a waiver thereof in writing, signed at any time, whether before or after the time of meeting, by the director entitled to such notice, shall be deemed equivalent to the giving of such notice.

**J. Voting.** At a meeting where a quorum is present, a majority vote of attending directors shall constitute the act of the Board.

**K. Unanimous Consent.** Any action permitted to be taken at a meeting of the Board of Directors may be adopted without a meeting by unanimous written consent signed by all directors in office.

**L. Attendance.** If any director is absent from 50% or more of the regularly scheduled board meetings, his or her membership on the Board shall terminate without further action of the Board. If any director is absent without excuse from three consecutive regular meetings of the Board, his or her membership on the Board shall terminate without further action of the Board. Leave of absence for cause, not to exceed one (1) year, may be granted at the discretion of the President.

**M. Methods of Conduction Meetings.** The Board may permit any or all Directors to participate in regular, special or committee meetings of the Board through the use of any means of communication by telephone or electronic, provided all participating Directors may simultaneously hear or read each other's communication during the meeting. All communication during the meeting shall be transmitted to each participating Director and each Director shall be able to immediately send or communicate messages to all other participating Directors. Directors shall be informed of such a meeting to take place within a reasonable amount of time to warrant participation.

**N. Action by Written Ballot.** Any proposed action taken by the Board at a regular or special meeting that may require an opportunity to vote for or against the proposed action may require a ballot. A written ballot shall include a ballot transmitted or received by electronic means or a paper ballot received in person. Any Director may request a written ballot upon any proposed action of the Board.

**O. Compensation and Expenses.** The Board of Directors of the Corporation shall receive no compensation for their services to the Corporation.

## **Section VI – COMMITTEES**

Certain tasks or activities of the corporation shall be conducted or pursued through one or more standing committee, or such other ad hoc committees as the Board of Directors may establish from time to time. The President shall appoint the chairperson of each committee. All committee appointments shall be for a term ending at the next annual meeting of the Board of Directors or until the appointment of a successor, whichever occurs later. All members serving on a committee shall have voting rights to all matters submitted to the particular committee for approval. Any member of any committee may resign at any time by filing a written resignation with the President.

The chairperson of each standing committee and special committee shall present a plan of work to the Board of Directors for approval. All committees (except for the Executive Committee) shall report to

the Executive Committee. All committees (including the Executive Committee) shall report to the Board of Directors. Each committee is required to keep regular minutes of its actions.

**Executive /Nomination Committee:** The Board shall have a standing Executive Committee and a standing Nominating Committee. The members of the Executive Committee shall be the President, Vice President, Secretary and Treasurer of the corporation. The members of the Nominating Committee shall be the same as the members of the Executive Committee, unless the Board appoints different members to serve on such committee. The Executive Committee may exercise the power of the Board in managing the affairs of the corporation between Board meetings, but any actions taken by the Executive Committee shall be presented to the Board for ratification at its next regular meeting. The Executive Committee shall not have the power to reverse actions of the Board, fill vacancies on the Board, amend or repeal the Bylaws or expend any funds not in accordance with the approved budget. By a majority vote of Board Members in office, the Board may at any time revoke or modify any or all of the authority delegated to the Executive Committee and increase or decrease the number of Officers/Board members serving on the Committee. The Nominating Committee shall be an advisory committee for the purpose of recommending to the Board persons for election as directors or officers of the corporation.

**Other Committees:** Other committees required by the Corporation may be established by resolution of the Board. Each Committee shall consist of two or more Directors plus other organization constituents with the interest and expertise to further the cause of the Humane Society.

## **Section VII – OFFICERS**

**A. Number.** The officers of the corporation shall be the President, Vice President, Secretary and Treasurer, and such other officers as may be elected in accordance with the provision of this article. All officers of the corporation shall be members of the Board of Directors.

**B. Election and Terms of Office.** The officers of the corporation shall be elected by the Board of Directors. The officers of the corporation shall be elected annually at the annual meeting of the Board of Directors. If the election of officers is not held at such meeting, such election shall be held as soon thereafter as it conveniently may be. Each officer shall hold office until the next annual meeting of the Board of Directors and until his or her successor shall have been duly elected. Officers may serve a maximum of two, one-year terms in the same office. If there are no eligible candidates for an officer position, the current officer may continue in that position an additional year. This change does not apply to the terms of a director.

**C. Removal.** Any officer, director or agent elected or appointed may be removed by the Board of Directors whenever in its judgment the best interests of the corporation will be served.

**D. Resignation.** Any officer may resign at any time by giving written notice to the President. Any such resignation shall take effect when the notice of resignation is delivered, unless the notice specifies a later effective date and the Corporation accepts the later effective date. Unless otherwise specified in the notice of resignation, the acceptance shall not be necessary to make it effective.

**E. Vacancies.** A vacancy in any office because of death, resignation, removal, disqualification or otherwise may be filled by the Board of Directors for the unexpired portion of the term.

**F. President.** The President shall be the principal executive officer of the corporation and subject to the control of the Board of Directors, shall in general supervise and control all of the affairs of the corporation. He or she shall, when present, preside at all meetings of the members and the Board of Directors. He or she may sign, with the Secretary or any other proper officer of the corporation, any deeds, mortgages, reports, leases, bonds, contracts, evidences of debt or other instruments which the Board of Directors has authorized to be executed, except in those cases where the signing and execution thereof shall be expressly delegated by the Board of Directors or by these Bylaws to some other officer or agent of the corporation, or shall be required by law to be otherwise signed or executed. He or she shall perform all duties incident to the office of President and such other duties as may be prescribed by the Board of Directors from time to time. The President shall from time to time report to the Board all matters within his or her knowledge that the corporation's interests may require to be brought to the Board's notice.

**G. Vice President.** In the absence of the President or in the event of his or her inability or refusal to act, the Vice President shall perform the duties of the President, and when so acting shall have all the powers of and be subject to all restrictions upon the President. The Vice President shall perform the duties, and have such authority, as may be delegated or assigned to him or her by the President or by the Board of Directors.

**H. Secretary.** The Secretary shall: (a) keep the minutes of the meetings of the members and the Board of Directors in a book provided for that purpose; (b) see that all notices are duly given in accordance with the provisions of these Bylaws or as required by law; (c) be custodian of the corporate records; and (d) in general, perform all of the duties incident to the office of Secretary and such other duties as may be assigned to him or her by the President or the Board of Directors.

**I. Treasurer.** The Treasurer shall: (a) act as liaison between the Staff and the Board's accounting firm;(b) chair the Finance Committee and oversee the work of that Committee and (b) in general, perform all of the duties incident to the office of Treasurer and such other duties as from time to time may be assigned to him or her by the President or the Board of Directors. The Treasurer and Finance Committee are responsible for:

- a. Reviewing and accepting the annual operating budget and forwarding it to the Executive Committee.
- b. Monitoring actual budget results throughout the year.
- c. Initiating the annual independent audit as directed by State Statute.
- d. Monitor implementation of any audit findings.

**J. Executive Director.** The Board of Directors by resolution may appoint an Executive Director as the Board deems appropriate. The Executive Director shall not be a member of the Board of Directors and, thereby, shall have no voting privileges. The Executive Director shall be responsible for ongoing activities of the Corporation; shall work with the President, Vice President and Executive Committee as to planning meetings, supervision of projects and managing the day-to-day affairs of the Corporation. The Executive Director shall perform such other duties as may be assigned by the Board of Directors from time to time. The Executive Director shall report to the Operations Committee of the

Board of Directors. In the event of no formal Operations Committee, the Executive Director will report to the Executive Committee of the Board of Directors.

### **Section VIII – CONTRACTS, LOANS, CHECKS AND DEPOSITS**

**A. Contracts.** The Board of Directors may authorize any officer(s) or agent(s) to enter into any contract or execute and deliver any instrument in the name of and on behalf of the corporation, and such authorization may be general or confined to specific instances.

**B. Loans.** No loans shall be contracted on behalf of the corporation and no evidence of indebtedness shall be issued in its name unless authorized by or under the authority of a resolution of the Board of Directors. Such authorization may be general or confined to specific instances.

**C. Checks, Drafts, Etc.** All checks, drafts or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of the corporation shall be signed by such officer(s) or agent(s) of the corporation and in such manner as shall from time to time be determined by or under the authority of a resolution of the Board of Directors.

**D. Deposits.** All funds of the corporation not otherwise employed shall be deposited from time to time to the credit of the corporation in such banks, financial institutions or other depositories, as may be selected by or under authority of the Board of Directors.

### **Section IX – FISCAL YEAR**

The fiscal year of the corporation shall begin on the 1<sup>st</sup> day of January and end on the last day of December each year.

### **Section X – NO SEAL**

The corporation shall exist without a corporate seal. A statement to that effect shall be made on any document requesting a seal.

### **Section XI – CONFLICT OF INTEREST**

The purpose of the following policy and procedures is to prevent the personal interest of staff members, board members, and volunteers from interfering with the performance of their duties, or to result in personal financial, professional, or political gain on the part of such persons at the expense of the Humane Society or its members, supporters and other stakeholders.

*(Definitions: Conflict of Interest* means a conflict, or the appearance of a conflict, between the private interests and official responsibilities of a person in a position of trust. Persons in a position of trust include staff members, officers, and board members of the Humane Society. *Board* means the Board of Directors. *Officer* means an officer of the Board of Directors. *Volunteer* means a person other than a board member who does not receive compensation for services and expertise provided to the organization and retains a significant independent decision-making authority to commit resources of the organization. *Staff Member* means a person who receives all or part of her/his income from the payroll of the Humane Society. *Supporter* means corporations, foundations, individuals, 501 (c)(3) nonprofits, and other nonprofit organizations who contribute to the Humane Society.)

Policy and practices are as follows:

- Full disclosure, by notice in writing, shall be made by the interested parties to the full Board of Directors in all conflicts of interest, including but not limited to the following:
  - A board member is related to another board member or staff member by blood, marriage or domestic partnership.
  - A staff member in a supervisory capacity is related to another staff member whom she/he supervises.
  - A board member or their organization stands to benefit from a Humane Society transaction, or a staff member receives payment from the Humane Society for any subcontract, goods or services other than as part of her/his regular job responsibilities or as reimbursement for reasonable expenses incurred as provided in the bylaws and board policy.
  - A board member's organization receives grant funding from the Humane Society.
  - A board member or staff member is a member of the governing body of a contributor to the Humane Society.
  - A volunteer working on behalf of the Humane Society who meets any of the situations or criteria listed above.

Following full disclosure of a possible conflict of interest or any condition listed above, the Board of Directors shall determine whether a conflict of interest exists and, if so, the Board shall vote to authorize or reject the transaction or take any other action deemed necessary to address the conflict and protect the organization's best interests. Both votes shall be by a majority vote without counting the vote of any interested director, even if the disinterested directors are less than a quorum provided that at least one consenting director is disinterested.

A Board member or Committee member who is formally considering employment with the organization must take a temporary leave of absence until the position is filled. Such a leave will be taken within the Board member's elected term which will not be extended because of the leave. A Board member or Committee member who is formally considering employment with the organization must submit a written request for a temporary leave of absence to the Secretary of Board, c/o the Humane Society office, indicating the time period of the leave. The Secretary will inform the President of the Board of such a request. The President will bring this request to the Board for action. The request and any action taken shall be reflected in the official minutes of a Board meeting.

An interested Board member, officer or staff member shall not participate in any discussion or debate of the Board of Directors, or of any committee or subcommittee thereof in which the subject of discussion is a contract, transaction, or situation in which there may be a perceived or actual conflict of interest. However, they may be present to provide clarifying information in such a discussion or debate unless objected to by any present board or committee member.

Anyone in a position to make decisions about spending the organization's resources (i.e., transactions such as purchases contracts) who also stands to benefit from that decision has a duty to disclose that conflict as soon as it arises (or becomes apparent); s/he should not participate in any final decisions.

A copy of this policy shall be given to all Board members, staff members, volunteers or other key stakeholders upon commencement of such person's relationship with the Humane Society or at the



official adoption of stated policy. Each board member, officer, staff member and volunteer shall sign and date the policy at that time. Failure to sign does not nullify the policy.

## Section XII – AMENDMENTS

These Bylaws may be altered, amended or repealed and new Bylaws may be adopted by the Board of Directors at any annual, regular or special meeting by the affirmative votes of a majority of the total number of directors

### CERTIFICATION

The undersigned Corporate Secretary/Treasurer does hereby certify that the foregoing Restated Bylaws were duly adopted by the Board of Directors of the Humane Society of Portage County, Inc. on the 9<sup>th</sup> day of January, 2019.



---

Corporate Secretary/Treasurer

Updated 1-9-19