

**Bylaws of
The Humane Society of Pagosa Springs, Inc.**

A Non-Profit Corporation as defined in 501(c)(3) of the Internal Revenue Code
P.O. Box 2230, Pagosa Springs, CO 81147

**ARTICLE I
Purposes and Policy**

Section 1.1: Mission and Purpose

The mission of the Humane Society of Pagosa Springs ("Society") is to provide a safe haven for animals in need, to promote adoptions, to reunite lost animals with their owners and to humanely reduce the pet overpopulation through community education and aggressive spay/neuter programs, and to undertake all other lawful activities in support of these purposes.

Section 1.2: Policy

It is the policy of the Society to provide humane care and treatment for all dogs, cats and other species of animals as the Board of Directors deems necessary. No animals under control of the Society may be disposed of except in the best interest of the animal concerned or when necessary to maintain safe and healthy conditions in the shelter population.

Section 1.3: Fiscal Year

The fiscal year of the Society shall commence January 1 each year.

**ARTICLE II
Headquarters and Branches**

The principal office and headquarters of the Society shall be in Pagosa Springs, Colorado. 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, affixed, or reproduced otherwise.

**ARTICLE IV
Membership**

Section 4.1: Classes of Membership and Dues

The Board of Directors may periodically establish classes of membership and adjust rates of membership dues. Lifetime memberships awarded prior to the revision of these bylaws will be honored.

Section 4.2: Definition of Membership

A person or persons must make a donation to the Humane Society of Pagosa Springs in one of the classes of membership to become a member.

Membership is defined as a household consisting of up to two adults, age 18 or older, and all minor children residing at the same address. Membership can be paid as part of a monetary donation if requested by the donor at the time of the donation by marking the option on the donation envelope or indicating it in writing.

Section 4.3: Vote Entitlement

To be eligible for vote entitlement, persons must be current members at the time of the annual meeting and have been members for at least the three months immediately preceding said meeting. A maximum of two votes per membership can be cast. The membership must be in good standing. In order to cast the maximum votes, two members of the membership must be present at the Annual Meeting. Voting members must be 18 years of age or older. For the purpose of this section, a person/persons shall be deemed to have a membership on the date his/her application and dues are received by the Society.

Section 4.4: Removal of Members

A. Membership ends when a person does not pay the annual membership fee by the anniversary date of their membership.

B. A person’s membership may be revoked by a 2/3 majority vote of the Board for reasons including, but not limited to: behavior which violates any Code of Ethics of the Humane Society; refusal to follow Robert’s Rules of Order at meetings; and behaving in a disruptive or inappropriate manner which harms the Society at Society meetings, events, and at Society locations.

Notification of removal of membership will be given in writing and delivered in person or by the US Postal Service by certified letter and will be effective at the time of the vote of the Board of Directors. Failure to acknowledge receipt of notification does not alter board decision.

ARTICLE V
Meetings

Section 5.1: Conduct of Meetings

All meetings of members of the Society, the Board of Directors and Committees shall be conducted pursuant to Robert’s Rules of Order as set forth in the last published revision thereof.

Voting by proxy at any and all meetings of members of the Society or the Board of Directors shall not be permitted.

Section 5.2: Board Meetings

Board Meetings shall be held at least quarterly at a place and time to be fixed by the Board of Directors. The general transaction of business of the Society will be discussed at Board meetings.

Section 5.3: Annual Meeting

The Annual Meeting of the Society will be held in November. The purpose of the Annual Meeting is to elect Directors for the upcoming year and to conduct such business, which may come before the meeting. Annual Meeting attendance is limited to persons who are current members at the time of the meeting and have been members for at least the three months immediately preceding the Annual Meeting.

Notice of the Annual Meeting of the Society shall be given the members by the Secretary, or in his/her absence by another officer. Notice of the meeting can be given by any of the following a minimum of two (2) weeks prior to the meeting: by email, phone call, hand delivery, mailing to the last known address of each member, or by publication in the local newspaper.

Section 5.4: Special Meetings

A. Special Meetings of the Board of Directors

Special Meetings of the Board of Directors may be called by the President (24-hour notice required), or by the Secretary at the written request of three Directors (24-hour notice required).

Notice of Special Meetings of the Board of Directors shall be given the members by the Secretary, or in his or her absence by another Officer. Notice of the Special Meeting can be given by personal delivery, regular mail, or by electronic mail. No notice shall be required for any meeting at which all of the Directors are present.

Any Special Meeting of the Board of Directors may be held without notice provided every Director shall waive in writing the notice otherwise required.

B. Special Meetings of Members of the Society

Special Meetings of the members may be called at any time by the Board of Directors, or by a majority of members qualified to vote, upon their filing with the Secretary a written request stating the purpose or purposes of the proposed meeting. The time and place of the Special meeting of the members shall be determined by the Board.

Notice of the Special Meetings of the Society shall be given the members by the Secretary, or in his/her absence by another officer. Notice of the meeting can be given by any of the following a minimum of two (2) weeks prior to the meeting: by email, phone call, hand delivery, mailing to the last known address of each member, or by publication in the local newspaper.

Section 5.5: Executive Committee Meetings

The Executive Committee of the Board of Directors as defined in Article IX, Section 9.1, shall have and exercise the authority of the Board of Directors between regularly scheduled meetings of the Board of Directors.

Section 5.6: Executive Session

An Executive Session may be convened upon a majority vote of the total membership of the Board at an open meeting, after identifying the general area or areas of the subject or subjects to be considered.

Members of the Executive Session may be the President, Vice President, Secretary, Treasurer, President Emeritus and such others as may be designated by the President.

Section 5.7: Emergency Meetings

Emergency Meetings of the Board of Directors may be held without notice provided a quorum of the directors is present. An attempt will be made to contact all members of the Board of Directors who are not present by electronic mail and/or telephone to allow those members the option to attend the Emergency Meeting. Any actions taken at an Emergency Meeting will be ratified at the next regular meeting of the Board of Directors.

ARTICLE VI
Board of Directors

Section 6.1: Organization

The Board of Directors shall be composed of not less than five nor more than eleven persons who are members in good standing of the Society. An exception to this rule is authorized when the sitting President does not stand for re-election to the Board, or when the sitting President is not elected to the new Board.

Should the number of Directors in office be less than five, the Directors remaining in office shall add to their number until there are not less than five Directors. No act of this Society shall be void at any time merely because there are less than five Directors in office.

No person who is a paid employee of the Society shall be a Director. No spouse of an employee shall be a Director of the Society.

Section 6.2: Duties and Responsibilities

The policy making and governing responsibilities of this Society shall be vested in the Board. Those responsibilities shall consist of, but are not limited to, hiring and supervision of the Executive Director, approval of the Calendar of events, monitoring and reviewing financial commitments, and setting the general direction of the Society.

The Board of Directors shall adhere to the Humane Society of Pagosa Springs Code of Ethics.

Section 6.3: Term of Office

The term of office for members of the Board of Directors shall be two years. No Director shall serve for more than three consecutive terms, except that the initial partial term of an individual elected or appointed shall be in addition to such limitation.

Any Director who has reached their term limit must wait a minimum of one (1) year before being eligible to serve on the Board again and will go through the same process as all other nominees.

Section 6.4: Selection and Election of Directors

A. Selection of Nominees

At the June scheduled Board Meeting, the President shall indicate the minimum number of vacancies of the Board to be filled at the annual meeting. At this meeting, the President, with approval by the Board, shall appoint a nominating committee of at least five voting members of the Society with a minimum of two Board members. No committee member shall be up for re-election or intending to put their name up for nomination. Prior to or at the August scheduled Board meeting the nominating committee shall recommend at least as many nominations as are required in Section 6.1. All persons nominated by the committee shall be required to submit a statement of qualifications and interest.

This recommendation will take the form of a written report to the board for approval prior to the September meeting. The report shall include the qualifications and interests of each nominee along with any other comments that the nominating committee feels appropriate for helping the board in its decision.

Preferably, for a person to be considered for nomination, he or she should have been an active volunteer for at least one year (accumulating a minimum of 15 hours), and/or have been a member of the Advisory Council for at least six months, and/or have attended several of the board meetings of the current year.

In addition to the candidates recommended by the committee, Advisory Council members may request that their name be included on the ballot by sending a timely written statement of qualifications and interest to the nominating committee at the office of the Society. To be timely, this notice shall be hand delivered to, emailed, or mailed and received at the office before the July scheduled Board meeting.

The nominating committee shall be responsible for ascertaining the eligibility of any and all candidates. Former employees shall not be considered for candidacy until after the two-year anniversary of their resignation or retirement from the organization. No former employee who has been terminated or who is not eligible for rehire shall be considered as a candidate. No person removed from the Board of Directors in the past shall be considered a candidate. Nominations by voice from the floor shall not be taken at any time.

The Board will review the nominees (both nominating committee report and other nominations) at the September Board meeting, approve the slate or, possibly, question and retain the committee for further research.

B. Notification of Nominees to the Membership

A revised list of nominees shall be presented at the August scheduled Board meeting including those nominated by the committee and those candidates which have requested inclusion on the ballot. The secretary will be responsible for notifying the membership of all known nominees not less than two weeks prior to the Annual meeting by any of these means:

- Posting at the Humane Society Shelter and Thrift Store.
- Posting on the website (along with qualifications/statement of interest).
- Posting in the local newspaper for each of the two weeks prior to the Annual Meeting.
- Emailing anyone who has been a member for a minimum of the previous 3 months.

C. Election of Directors

The Directors shall be elected at the Annual Meeting. Voting shall be made by secret written ballots cast by voting members present. Votes shall be totaled for each candidate pursuant to rules in Section 6.4 D. Candidates receiving the most votes will be elected provided they receive votes from a minimum of greater than fifty percent of the members present and voting. Directors so elected take office immediately following the election.

D. Tallying of Votes

Ballots, voting and counting of votes shall be made in accordance with Robert's Rules of Order. As clarification, no person on the ballot will be a participant in counting the ballots. A minimum of two people shall tally the votes. Names with votes counted shall be posted to the attendance following the tally.

Section 6.5: Replacement of Directors

In case any Director shall by death, resignation, incapacity to act, or otherwise cease to be a Director during his or her term, the Board shall have the option to appoint a successor. The appointed successor shall serve out the term of the replaced Director. The Board may also appoint Directors to fill authorized positions up to eleven (11) in number as authorized in Section 6.1.

Section 6.6: Attendance of Directors

If any member of the Board of Directors shall be absent from more than twenty-five percent of the regular meetings of the Board of Directors in any one year, he or she shall be deemed to have resigned from office. The vacancy shall be filled as provided in Section 6.5.

The Board has the right to make an exception for a member who has missed more than twenty-five percent of the regular meetings for special circumstances.

A majority of the members of the Board of Directors, excluding the President Emeritus, shall constitute a quorum. A quorum shall be present to conduct a meeting of the Directors.

Section 6.7: Decision by Majority Vote

Except as otherwise prescribed in these bylaws, decisions at any meeting of the Board of Directors, the Executive Committee, or other committees shall be by a majority vote of those present and voting. Each Director shall have one vote.

In the event of a tie (or an exact match within the threshold), the President, Vice President and Treasurer shall determine the outcome. In the absence of either the Vice President or Treasurer, the Secretary shall vote.

Section 6.8: Status of Directors

Members of the Board of Directors and members of all 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.

Section 6.9: Removal of a Board Member

Any Board member who knowingly and intentionally violates any of the provisions of the Humane Society of Pagosa Springs’s Code of Ethics may, by majority vote of the Board of Directors, be removed from office. Notification of removal from office will be in writing and delivered in person, or by email, or by the United States Postal Service and will be effective at the time of the vote of the Board of Directors.

**ARTICLE VII
Advisory Council**

Section 7.1: Description of Advisory Council

The Advisory Council is appointed by the Board of Directors to advise and assist in the affairs of this society. Advisory Council members shall adhere to the Humane Society of Pagosa Springs Code of Ethics and shall be members in good standing of the Society. Advisory Council members are encouraged to attend Board meetings but are non-voting participants. Advisory Council members have no restrictions on the number of board meetings they must attend.

Section 7.2: Status of Advisory Council

Advisory Council members 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.

Section 7.3: Removal of Advisory Council

Any Advisory Council member who knowingly and intentionally violates any of the provisions of the Humane Society of Pagosa Springs Code of Ethics may, by majority vote of the Board of Directors, be removed from office. Notification of removal from office will be in writing and delivered in person, or by email, or by the United States Postal Service and will be effective at the time of the vote of the Board of Directors.

**ARTICLE VIII
Officers**

Section 8.1: Election of Officers

Following the Annual meeting, but in no event more than ten days thereafter, the newly elected Board of Directors shall elect a President, a Vice President, a Secretary, and a Treasurer, all of whom must be Board members, and may elect such other officers as the business of the Society may require. All such elected officers shall hold office for the ensuing year, or until their respective successors are elected. Those officers elected shall take office immediately following election.

Section 8.2: Replacement of Officers

Whenever any vacancy shall occur in the office of President, Vice President, Secretary or Treasurer by reason of death, resignation, incapacity or otherwise, a successor shall be promptly elected by the Board. This person shall serve until his or her successor is elected following the next succeeding Annual meeting. A vacancy in any other office may be filled by the Board in its discretion.

Section 8.3: President's Responsibilities

The President shall preside over all the meetings of the Society, the Board, the Executive Committee, and the Advisory Council; shall be, ex officio, with vote, a member of all committees of the Board; shall deliver to the members of the Society in January of each year a comprehensive report of the program and policies followed by the Board in the preceding year.

Section 8.4: Vice President's Responsibilities

The Vice President shall fill all functions of the President when the latter for any reason cannot serve.

Section 8.5: Secretary's Responsibilities

The Secretary shall cause minutes to be taken of all meetings of the members of the Society and of the Board, and preserved at the office of the Society; shall cause notices of regular and special meetings to be sent to members and Directors, or in lieu thereof, shall publish such notices as are required herein and shall perform other duties assigned by the Board.

Section 8.6: Treasurer's Responsibilities

The Treasurer shall cause all monies and securities to be received and deposited in any bank designated by the Board; shall disburse funds in accordance with a budget approved by the Board of Directors, and shall submit to the Board in February of each year an annual report of the income and expenditures of the Society for the preceding year, and of the facilities and assets. The Board may, as it deems necessary, select an independent accountant to review any and all financial records and reports of the Society.

Section 8.7: President Emeritus's Responsibilities

The position of President Emeritus is filled only at the request and majority vote of the Board. This is a non-voting role with participation at monthly Board meetings. No more than 25% of monthly meetings may be missed. Attendance at Board Only and additional meetings are by invitation and majority vote only. The President Emeritus may be removed at any time by a majority vote of the Board.

ARTICLE IX
Committees and Activities

Section 9.1: Executive Committee

The Board of Directors may at any time appoint an Executive Committee composed of three or five of their number, and such committee shall include the President, Vice President, and either one (1) or three (3) additional Directors to ensure an odd number for voting purposes. The Executive Committee shall have the authority to act on the affairs of the Society during the time between Board Meetings. Such decisions must be brought before the full Board at its next normally scheduled meeting for review/revision/change. Any substantive matter, however, of a non-emergency nature must be brought before the full Board at its next normally scheduled meeting.

The Executive Committee may adopt such rules and regulations as it may deem prudent for its management. The Board of Directors may provide for such committees as the Board deems desirable and may delegate to such committees such duties and powers from time to time as it shall deem necessary or desirable.

Section 9.2: Nominating Committee

The duties of the Nominating Committee are described in Section 6.4.

Section 9.3: Finance Committee

The entire Board of Directors shall act as the Finance Committee at the scheduled financial meetings. The Committee shall be responsible for the oversight and review of the annual budget, annual audit, the annual report and all investments. Investment guidelines and investment managers shall be reviewed on a regular basis.

Section 9.4: Fundraising/Special Event Activities

The Board of Directors shall review fund raising opportunities for the Society and may periodically appoint Board members, Advisory Council Members, or members of the Society to direct a special event or fundraising activity. Those persons so appointed shall be responsible for establishing a committee to assist in said activity. The Executive Director shall assist with these activities.

Section 9.5: Endowment Committee

The President of the Board may appoint at the regular meeting of the Board of Directors in February, subject to approval by the Board of Directors, an Endowment Committee consisting of at least two Directors including the President and Treasurer. The Committee shall be responsible for the oversight and review of the Endowment Fund and Endowment Investment Policy. Investment guidelines and investment managers shall be reviewed on a regular basis.

Section 9.6: Ad Hoc Committees

The Board of Directors may provide for other Ad Hoc Committees as the Board deems necessary and prudent and may delegate to the Ad Hoc Committees those duties and powers it shall deem necessary and prudent.

Section 9.7: Term of Office

Each member of a committee shall continue as such until the end of the fiscal year and thereafter until his or her successor is appointed, unless the committee shall be sooner discharged, or unless such member is removed from such committee, or unless such member shall cease to qualify as a member thereof.

ARTICLE X
Executive Director

The Executive Director shall report to the Board of Directors.

The Executive Director shall be responsible for the day-to-day operations of the Humane Society of Pagosa Springs within the limitations as set forth in these bylaws.

The Executive Director shall be responsible for the hiring, discharging, directing, supervising, and evaluating performance of all applicable Managers.

The Executive Director shall be responsible for the preparation of an operating budget covering all activities of the Society, subject to approval of the Board of Directors. The Executive Director shall also be responsible for all expenditures with approved budget allocations.

The Executive Director shall act as the liaison between the Humane Society and the community.

ARTICLE XI
Amendments

The Bylaws may be amended by a vote to approve by three-fourths (3/4) of the Board of Directors at any meeting of the Society provided that a notice is given by any of the following a minimum of two (2) weeks prior to the meeting: by email, phone call, hand delivery, mailing to the last known address of each member, or by publication in the local newspaper.

ARTICLE XII
Indemnification

Section 12.1: Extent of Indemnification

The Society shall indemnify, to the full extent that it shall have power under applicable law to do so and in a manner permitted by such law, any person made or threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative, by reason of the fact that he or she is or was a director or officer of the Society. The Society may indemnify, to the full extent that it shall have power under applicable law to do so and in a manner permitted by such law, any person made or threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative, by reason of the fact that he or she is or was an employee, volunteer or agent of the Society or is or was serving at the request of the Society as director, officer, employee, volunteer or agent of another corporation, partnership, joint venture, trust or other enterprise. The indemnification provided by this Article XII shall not be deemed exclusive of any other rights to which any person indemnified may be entitled under any statute, Articles of Incorporation, agreement, vote of disinterested directors or otherwise, both as to action in his or her official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be such a director, officer, employee or agent and shall inure to the benefit of the heirs, executors and administrators of such person.

Section 12.2: Indemnification Against Liability

The Society may purchase and maintain insurance on behalf of the Society or any person referred to in the preceding paragraph against any liability that may be asserted against him or her incurred by him or her in any such capacity, or arising out of his or her status as such, whether or not the Society would have the power to indemnify him or her against such liability under the provisions of this Article XII or otherwise.

ARTICLE XIII
Non-Discrimination

The Society is an equal opportunity employer and will not discriminate against any volunteer, employee or applicant for employment because of race, color, religion, age, sex, national origin or sexual preference. The same principles apply to the hiring of any person with a disability unless the disability cannot be reasonably accommodated.

ARTICLE XIV
Gift Acceptance Policy

All gifts to the Society are subject to review by the Board prior to acceptance.

ARTICLE XV
Endowment Fund

The purpose of the Endowment is to provide long-term growth of assets for an ongoing source of revenue for operations. The Endowment also provides a mechanism for patrons and donors to make long lasting gifts.

Use of Endowment interest income is unrestricted to supplement operations of the Society.

Endowment principal may only be withdrawn by unanimous vote of all board directors and only up to 5% of the principal balance and only once in a twelve-month period.