

**Bylaws of the**  
**South Pacific County Humane Society**  
**Long Beach, Washington**

**Approved December 8, 2016**

## **Article I. Name, Location, and Contact Information**

**Section 1. Agency Name:** South Pacific County Humane Society shall be referred to as SPCHS

**Section 2. Facility Location:** 330 2nd St NE, Long Beach, WA 98631

**Section 3. Mailing address:** PO Box 101, Long Beach, WA 98631

**Section 4. Telephone:** 360.642.1180

**Section 5. Website:** www.beachpets.com

**Section 6. Shelter Email:** adopt@beachpets.com

**Section 7. Board Email:** spchsboard@beachpets.com

**Section 8. Board + Advisory Council + Shelter Manager Email:** spchsleadership@beachpets.com

## **Article II. Mission and Vision**

**Section 1. Mission:** The mission of the SPCHS is to protect animals that are unable to speak for themselves, by providing compassionate care and placement for homeless pets without the need for euthanasia.

**Section 2. Vision:** The vision of the SPCHS is to foster positive relationships between animals and people, and to help end pet overpopulation through community outreach, involving the promotion of effective spay/neuter programs, and humane education.

**Section 3. Euthanization:** SPCHS will euthanize ONLY in the following cases:

1. If the animal is terminally ill.
2. If the animal is too vicious for adoption, or is an attack dog.
3. If the animal's quality of life has deteriorated beyond an acceptable level.

No less than three (3) persons, consisting of a veterinarian, the Director of Animal Services, and a Board member of SPCHS shall make the determination of lack of fitness for adoption. There must be unanimous agreement among those three (3) persons as to the fate of the animal in question. If the three (3) persons cannot come to a unanimous decision, the Board member will request a Special Board Meeting of the full Board for a binding decision.

**Section 4. Adoption and Relinquishment:** Animals will be received, held and released in accordance with all local, state and federal laws. Animals will be received from pet owners, law enforcement, rescue groups and the community in accordance with SPCHS Animal Intake Policy. A fee will be charged for adoptions. Adopters will be screened for suitability with every attempt to ensure a safe and enduring family match. Animals will not be adopted out to minors, or to renters without landlord consent. The Shelter staff reserves the right to deny any adoption. Director of Animal Services may consult with the Board before rejecting any animal.

## **Article III. Membership**

**Section 1. Membership Qualifications:** Membership may be granted to any individual, family, business or benefactor that supports the mission and vision of SPCHS, and who pays the annual dues as set by the Board. Members shall have no voting rights.

**Section 2. Honorary Membership:** The Board of Directors may, through a majority vote, award an individual or an entity with an honorary membership. Honorary members shall have no voting rights.

## **Article IV. Dues**

**Section 1. Membership fees:** Membership fees are due annually on the anniversary date of last renewal. The amount may be amended by a majority vote of the Board.

**Section 2. Membership categories:** The membership of this organization consists of tiered membership categories, as approved by the Board of Directors and set forth in the SPCHS Fee Schedule. Each category may be assigned unique benefits of membership.

## **Article V. Board Meetings**

**Section 1. Meeting Schedule:** The Board shall meet at least eleven (11) times per year for the transaction of business.

**Section 2. Meeting Actions:** Any action required, or permitted to be taken at a meeting of the Board or of any committee may be taken without a meeting, providing all the members of the Board or committee consent in writing to taking the action without a meeting. Such consents shall have the same force and effect as a unanimous vote of the Board or of the committee.

**Section 3. Meeting Participation:** Members of the Board or of any committee may participate in a meeting in person or through use of conference telephone or similar communications equipment, so long as members participating in such meeting can hear one another.

**Section 4. Guests:** The President may choose to allow guests to attend any meeting. Guests will be asked to leave in the event confidential information is to be discussed. Such decisions will be made without prejudice.

**Section 5. Special Meetings:** Special meetings of the Board may be called at any time. Informal discussions, including non-Board members, may be called to gather information, providing all Board members are invited and a Board member presides. No formal actions will be taken as such gatherings.

**Section 6. Quorum:** A majority of the members of the Board shall constitute a quorum. Any meeting may be held without notice, provided a quorum is present.

## **Article VI. Board of Directors and Elections**

**Section 1. Board Definition:** The Board is responsible for the management of the affairs of the organization. It is the policy-making body and may exercise all the powers and authority granted to SPCHS by law. The Board will be made up of no less than 7 members consisting of President, First Vice President, Second Vice President, Secretary, Treasurer, Past President, Mission Advocate, at least one At Large Member and a minimum of seven (7) Advisory Council Members with voting rights only for Board elections. The Board may increase or decrease the number of Board and/or Advisory Council positions, by majority vote, maintaining a minimum of fifteen (15) members with voting rights for Board elections. Only persons qualified to be members of SPCHS are eligible for election to Board positions.

**Section 2. Board of Directors Function:** All members will function as an independent Board according to Robert's Rules of Order Newly Revised (RONR), without salary. The concerns, direction, and management of the affairs of the SPCHS shall be vested in the Board as the highest governing authority. Paid employees, community members and contractors may participate in committees and informal discussions, but have no voting rights.

**Section 3. Advisory Council Function:** Members are responsible for specific areas of responsibility and will report findings, as requested. Whether elected, or Board-appointed, Advisory Council positions have voting rights for Board elections.

**Section 4. Vacancies:** In the case of vacancies during the year, the Board may, by majority vote as soon as convenient, fill vacant seats. New offices may be created and filled at any meeting of the Board of Directors.

**Section 4. Ad Hoc Committees Definition:** For short-term issues, the Board may establish a group known as an Ad Hoc Committee. Ad Hoc Committees are responsible for specific areas of responsibility and will report to the Board, as requested. A member of the Board or any qualified member of SPCHS may chair an Ad Hoc Committee. They will convene, as needed, depending on the requirements of the assigned task. They will, however, all be dissolved once the task they were originally convened for has been completed and a final report on the subject matter submitted to the organization’s Board. Ad Hoc Committee chairs and members will not have voting privileges.

**Section 5. Election Proceedings:** Nominations and election will be scheduled yearly. The Secretary will present the coming year Slate of officers to the membership at the annual Business Meeting.

**October:** At the October Board of Directors meeting, a nominating committee will be formed. The Past President will chair the committee. The committee will meet and prepare a docket of candidates who have agreed to run for election to the Board of Directors.

**November:** The Past President, or Board President designee, will present the proposed docket at the November Board meeting.

**December:** The Board of Directors, at the December meeting of the Board, will approve the slate of officers.

**Section 6. Terms of Office:** No Board member shall serve for more twelve (12) consecutive years, regardless of position(s). Board members shall be eligible for reappointment with exception of the Treasurer and President, who shall serve no more than one (2) consecutive elected terms. Election years are noted as even or odd, which refers to the year the term begins and not the year of the election.

A minimum of six (6) and a maximum of fifteen (15) Advisory Council positions will be appointed by the Board of Directors, for two-year terms, with half being appointed in even and half in odd years. Each will be assigned a specific area of responsibility and given a job description outlining the expectations of the position.

Seat #	Board Positions	Term Length	Term Limit	Election Year
B1	President	2	2	Even
B2	1st Vice President	2	N/A	Even
B3	2nd Vice President	2	N/A	Odd
B4	Secretary	2	N/A	Odd
B5	Treasurer	2	2	Even
B6	Immediate Past President	Term continues until a new President is seated.		
B7	Mission Advocate	2	N/A	Odd
B8	Documentation	2	N/A	Even
B9	At Large	2	N/A	Even
B10	At Large	2	N/A	Odd
B11 +	May be added by Board appointment	2	N/A	Odd

**Article VII. Board Responsibilities**

**Section 1. All Board Members**

1. Board members are qualified members of the organization and Board of Directors who make and sustain a commitment to: teamwork, speaking with one voice, continued change and improvement, and sincere support for staff including visiting the Shelter often enough to be recognized by key staff and volunteers.
2. Board members understand the responsibilities of all Board positions and are able to perform these duties, as requested. To this end, Board members shall familiarize themselves with *Charity and Non-Profit Board Service in Washington State* (QuickGuideHandbook.pdf) and *Washington Non-Profit Handbook* (Washington Nonprofit Handbook.pdf) and *Robert's Rules of Order Newly Revised*.
3. Board members shall hold office until a successor is duly elected, even if doing so exceeds the term limits

set forth above. Outgoing officer will orient incoming officer.

4. Board members participate in developing and implementing officer transition plans, developing the incoming officer before and after they take office as possible.
5. Any Board member, unable to fulfill the duties of the position for the remainder of their term, must notify the Secretary in writing (PO Box 101, Long Beach, WA 98631), at least thirty days (30) in advance of their departure.
6. The Board may remove a Board or Committee member by majority vote whenever in the Board's judgment the best interests of SPCHS will be served. Any such removal shall be without prejudice.
7. Board members may not miss more than three (3) regularly scheduled meetings and/or agreed-upon workshops and/or committee meetings without the President's approval for the absence. Should a Board member fail to meet this requirement, s/he shall be deemed to have resigned from office and the vacancy so caused shall be filled.
8. The Board shall fill vacant positions, or reassign duties, as soon as is convenient.
9. Board seats or Committees can be created and/or removed by majority vote of the Board.
10. Board members make a personal commitment to financially support the Shelter.
11. Board members shall have one (1) vote and no voting by proxy shall be permitted. Except as otherwise prescribed by these Bylaws, decisions of any meeting of the Board shall be a majority vote of those members participating and voting.
12. Each Board member is responsible for submitting annual report in the fall, at the President's request, for insertion in the Membership Newsletter and State of the Shelter Address, overviewing their area(s) of responsibility for the past year.
13. Each Board member is responsible for submitting written and/or oral updates, and a summary report, to the full Board concerning any committees or projects they chair.
14. Participates in community events on behalf of, and in promotion of, the Shelter and is knowledgeable and able to act as an alternate spokesperson for the organization.

In addition to the above, the following offices have specific responsibilities:

## **Section 2. President**

1. Oversees operations of the Board; often acts on behalf of the Board during on-demand activities that occur between meetings, and these acts are later presented for full Board review.
2. Guides development of service delivery mechanisms; may include evaluation of the services; link between the Board and the staff on program's activities.
3. Convenes regularly scheduled Board meetings, shall preside, or arrange for other members to preside, at each meeting in the order of numeric position on the Board.
4. Provides leadership by setting policy and by maintaining vision.
5. Monitors financial planning and financial reports.
6. Reviews Board concerns and discusses issues, as appropriate.
7. Discusses issues confronting the organization with Board members, as appropriate.
8. Serves as an ex-officio member of all committees and activities of the organization. Attends meetings, when requested.
9. For ongoing, major activities establish standing committees; for short-term activities, establish Ad Hoc committees that cease when the activities are completed.
10. Establishes committees when it's apparent that issues are too complex and/or numerous to be handled by the entire Board.
11. Appoints the chairpersons of committees, in consultation with other Board members.
12. Staff and Contractors are accountable to the President, or appoints other(s) to serve in this capacity.
13. Periodically consults with Board members and committee chairs on their roles and help them assess their performance.
14. Reviews all public documents, or appoints another to serve in this capacity.
15. Evaluates organizations performance annually in achieving its strategic and financial goals.
16. Builds alliances with other community organizations and agencies, political leaders and elected officials while establishing and maintaining relationships with patrons, foundations, and local businesses.

17. Acts as a spokesperson to assure the organization and its mission, programs and services are consistently presented in a strong, positive image.
18. Delivers a State of the Shelter Address in writing as part of an Annual Report and either verbally or in writing at the January Business Meeting.

### **Section 3. 1st Vice President**

1. Reports to the Board President
2. Serves as successor to the President, should he/she be unable to fulfill their duties.
3. Chairs, and takes ownership of the success of, at least one key Board Committee.

### **Section 4. 2nd Vice President**

1. Serves as successor to the President, should he/she be unable to fulfill their duties.
2. Chairs, and takes ownership of the success of, at least one key Board Committee.

### **Section 5. Secretary**

1. Serves as successor to the President, if requested.
2. Responsible for keeping records of Board actions, including overseeing the taking of minutes at all Board meetings, posting the same on the Board's website within 14 days of any Board action.
3. Creates, with the President, meeting agendas ensuring follow-up on old business, and posts on the Board's website in a timely manner and, at a minimum, no later than the day before a Board meeting.
4. Provide notice of meetings of the Board and/or of a committee when such notice is required.
5. Is sufficiently familiar with legal documents (Articles, Bylaws, IRS letter etc.) to note applicability during meetings.
6. Is responsible for Parliamentary Authority as stated in the rules contained in the current edition of Robert's Rules of Order Newly Revised.
7. Has on hand for reference at each meeting; a copy of the bylaws, agenda, minutes of previous meetings, list of all committees, and an up-to-date list of all members.
8. Presents the coming year Slate of officers to the membership at the annual Business Meeting.
9. Maintains all Board records and ensures their accuracy and safety; ensures effective management of the organizations legal records.

### **Section 6. Treasurer**

1. Serves as successor to the President, if requested.
2. Understand financial accounting and best practices for nonprofit organizations.
3. Oversees contracted bookkeeper and assures all legal Federal, State, County and City paperwork is filed accurately and in a timely manner.
4. Responsible for payroll verification and paycheck distribution. Assures all confidential personnel records are kept in a safe, locked cabinet.
5. Administers fiscal matters and keeps accurate financial records for the organization.
6. Deposits money, drafts, and checks in the bank designated by the Board and disburses funds in the name of the organization following the requirement of two (2) signatures on each check.
7. Is an authorized signer as one (1) of the two (2) required signatures for agency's checking account, but is not authorized to be a signer on any savings or investment account.
8. Ensures that appropriate financial reports are made available to the Board on a timely basis. Makes a report at each Board meeting and, upon request, which provides the Board members with an account of transactions and of the financial condition of the organization.
9. Reviews the audit results and assists the Audit Committee Chair to answer Board member questions following the audit.
10. Oversees all fundraising and ensures accurate tracking/monitoring/accountability for funds; ensures adequate financial controls; reviews grants and other forms of fundraising efforts.
11. Presents the approved budget to the membership as part of the Annual Report and, upon request of the President, verbally at the Annual Meeting.

12. Responsible for writing and submitting monthly Board financial reports, having removed any human resource-sensitive information, noting and explaining variances, at a minimum no later than the day before a Board meeting.

### **Section 7. Past President**

1. Provides continuity by serving as chair of the Board Development committee.
2. Available to the President or appointee for counsel and support, if requested.
3. Chairs, and takes ownership of the success of, at least one key Board Committee.

### **Section 8. Mission Advocate**

1. Speaks on behalf of the dogs and cats, keeping Board focus on the agency's mission, vision and direction.
2. Visits the Shelter regularly to remain aware of issues relating to, or needs of, pets.
3. Coordinates, with key staff, Shelter activities championing the needs of pets.
4. Presides over Animal Abuse/Neglect and Shelter Animal Intake committees.
5. Has a working knowledge of all local, state and federal laws pertaining to animals, as related to the Shelter.
6. Works with key staff to assure that animals are eligible and have proper documentation before acceptance at the Shelter.
7. Responsible for writing and submitting monthly reports advising Board of current pet, mission, vision and/or direction issues, on the Board's website in a timely manner, and at a minimum no later than the day before a Board meeting.
8. Responsible for enforcement of Shelter Animal Intake policy and educating the community on the need for such procedures.
9. Responsible for enforcement of Animal Abuse/Neglect policy and following up with partners (County Sheriff, Prosecutors Office, City Police and SPCHS) to assure working together for mutual benefit on animal abuse/neglect issues. Includes tracking complaints so patterns are recorded and documentation is gathered should it become a case we want to help (or nudge) law enforcement to pursue.

### **Section 9. At Large**

1. Chairs, and takes ownership of the success of, at least one key Board Committee.

## **Article VIII. Authority and Composition of Committees**

### **Section 1. Authority**

The Board shall have the authority to create Committees for specific projects. Committee members commit to providing advice on specific subjects. Committee members, who are Non-Board or Advisory Council Chairs do not have voting privileges or bear Board responsibilities.

### **Section 2. Composition**

The Board determines size, duration, and responsibilities of such committees and may make such provisions for appointment of the chair, establish procedures to govern their activities, and delegate such authority as may be necessary or desirable for the efficient management of their activities. Participants of committees must be members in good standing of SPCHS. Committee members should have diverse talents: expertise in business operation and management, community politics, fundraising, marketing, financial, etc.

### **Section 3. Committees**

#### **A. Volunteers:**

1. Committee Chair takes ownership of, and is "go-to" person for, all Volunteer-oriented activities, needs and responsibilities on behalf of SPCHS.

2. Serves as key liaison between Board and volunteers.
3. Works with staff to create and define volunteer job positions.
4. Maintains a list of all volunteers, including contact information, interests, and availability.
5. Ensures each volunteer is properly trained in the SPCHS Volunteer Manual and that their signature is on file for receipt of the same.
6. Ensures each volunteer is properly trained for the duties assigned.
7. Works with staff and/or committee chairs to ensure that volunteer evaluations are conducted regularly, at least once annually.
8. Develops, cultivates, and maintains relationships with current and prospective volunteers.
9. Reviews volunteers' concerns and discusses issues with the Board, as appropriate.
10. Works with staff and/or committee chairs to develop and facilitate volunteer training, motivation and appreciation activities.

### **B. Membership**

1. Committee Chair takes ownership of, and is "go-to" person for, all Membership-oriented activities, needs and responsibilities on behalf of SPCHS.
2. Serves as key liaison between Board and membership.
3. Reviews membership dues structure and benefits annually, recommending changes as appropriate.
4. Coordinates with Treasurer and staff to ensure membership renewals are created and mailed monthly; tracks membership dues and follows up with those that fall out of current status.
5. Coordinates Annual Membership Drive to attract new members.
6. Develops, cultivates, and maintains relationships with current and prospective members.
7. Works with staff and appropriate chairs to ensure that members are informed of Shelter happenings via email newsletter, Pet Report and/or flyers.
8. Reviews members concerns and discuss issues with the Board, as appropriate.
9. Works with staff, contractors and/or committee chairs to develop and facilitate membership mailing to support major fundraising events as appropriate.
10. Chairs Annual Member Appreciation Open House.

### **C. Human Resources**

1. Committee Chair takes ownership of, and is "go-to" person for, all employee-oriented activities, needs and responsibilities on behalf of SPCHS.
2. Serves as key liaison between Board and staff.
3. Works with Board and staff to create and define paid job positions.
4. Maintains legal Human Resource files on all staff, according to Washington and Federal guidelines. These files are to be kept in the locked Board storage of the Annex facility and not taken off site for any reason.
5. Ensures each employee is properly trained in the SPCHS Employee Manual and that their signature is on file for receipt of the same.
6. Ensures each employee is properly trained for the duties assigned.
7. Works with key staff and/or Board to ensure that written and oral employee evaluations are conducted according to the following schedule: hire + 30 days, 90 days, 180 days, 1 year, and annually thereafter.
8. Develops, cultivates, and maintains relationships with current and prospective employees.
9. Reviews employee concerns and discusses issues with supervisor and/or the Board, as appropriate.
10. Works with staff and/or Board to develop and facilitate employee training, motivation and appreciation activities.
11. Chairs, each October, a Board Committee recommending any changes in pay or bonuses.
12. With Documentation Chair, guides development, review and authorization of personnel policies and procedures.

### **D. Board Development**

1. Committee Chair takes ownership of, and is "go-to" person for, all Board development-oriented activities, needs and responsibilities on behalf of SPCHS.



2. Conducts, or arranges for, annual Board training including training in needed areas such as Federal or State Board guidelines, Committee Development, Board Evaluation, and the like.

**E. Strategic Planning**

1. Committee Chair takes ownership of, and is “go-to” person for, all Strategic Planning-oriented activities, needs and responsibilities on behalf of SPCHS.
2. Responsible for reviewing strategic plan and presenting to the Board recommendations for update and extension.
3. Tracks assignments and progress of goals relating to the Strategic Plan.
4. Recommends policies, priorities, and goals for fundraising programs for the current fiscal year.
5. Reviews performance of each fundraising campaign comparing achievement versus its objectives.
6. Evaluates the potential of new fundraising campaigns and activities.

**G. Marketing & Public Relations**

1. Committee Chair takes ownership of, and is “go-to” person for, evaluation of all marketing and public relations activities, needs and responsibilities on behalf of SPCHS.
2. Ensures a consistent message is communicated in all media regarding the Shelter.
3. Ensures attendance at photo opportunities.
4. Works with media for maximum exposure in local newspaper, radio and online.
5. Ensures regular publication of the Pet Report in the Chinook Observer, including appropriate authorship, fact checking, message, and serving as backup when regular author is unable to fulfill their duties.
6. Ensures annual delivery of 6 (six) to 10 (ten) communications with members, or members and prospective members, via email or print media.
7. Structures Social Media Plan and ensures execution of the same.
8. Structures Website Update Plan and ensures execution of the same.
9. Ensures appropriate flyer development and distribution for events.
10. Ensures proofreading for grammar, punctuation and message of any marketing communications and/or public statements.

**H. Facility**

1. Ensures the Shelter presents well, including cleanliness, minor touch-ups and major repairs.
2. In concert with the Strategic Planning committee, recommends facility improvements.
3. Recommends, to the Board, volunteers and/or contractors to complete approved work.

**I. Nominations**

1. Responsible for securing a docket of eligible candidates to run for open Board seats.

**J. Annual Business Meeting**

1. Responsible for planning and implementation of this January meeting.

**K. Budget**

1. Responsible for drafting annual budget and presenting to the Board for approval according to the following schedule and as empowered in these Bylaws, Article X Section 1.

<b>September</b>	Treasurer convenes the Budget Committee.
<b>October</b>	The Budget Committee drafts proposed Budget.
<b>November</b>	The Treasurer proposed Budget is presented at the Board meeting. Changes and corrections are requested and implemented.
<b>December</b>	The Board approves budget.
<b>January</b>	Approved Budget is presented to the membership at the Membership Meeting.

**L. Audit**

1. Responsible for reviewing all financial records, by chairing a committee formed in October of even-numbered years.
2. Committee is made up of one (1) representing the Shelter volunteers, one (1) from the local banking community, and one (1) Board member (not the Treasurer).
3. Treasurer assists in gathering documents but is not a member of the committee.

**M. Direct Sales**

1. Ensures effective management of items for sale at the Shelter Facility.
2. Works with staff and volunteers to regularly rotate stock and update visual display.
3. Ensures staff and volunteers are trained in proper pricing and sales procedures.
4. Ensures effective management of items for sale online to benefit SPCHS.
5. Serves as Liaison between significant online sellers and the Board.
6. Works with PR/Marketing Chair to ensure appropriate message.
7. Works with Treasurer to ensure proper bookkeeping.

**G. Recognition & Appreciation**

1. Committee Chair takes ownership of, and is “go-to” person for, evaluation of all donor recognition and appreciation activities, needs and responsibilities on behalf of SPCHS.
2. Ensures thank-you cards are sent to donors.
3. Reviews Donations annually and determines recognition to be made at annual meeting, by mail, or otherwise.
4. Reviews and updates strategic plan as relates to donor recognition.

**Article IX. Membership Events**

**Section 1. Annual Business Meeting:** An annual Business Meeting of the SPCHS membership shall be held each January at the time of the regularly scheduled Board meeting.

**December:** A report of the planning meeting will be made at the December Board meeting. Preparation for the event will take place, including posting an announcement of the meeting on the SPCHS web site, [www.beachpets.com](http://www.beachpets.com), and at the Shelter

**January:** The agenda of the meeting will include presentation of the Annual Report, including the President’s State of the Shelter and the Board-Approved Budget. The Secretary will present the coming year Slate of Officers. Board officer(s) will introduce Sponsors, Volunteers, Staff, Board members and Committee members

**Section 2. Annual Open House:** The Board will host an annual Open House, which will be held in the fall, typically the Saturday closest to Halloween. The purpose of this social event is to thank sponsors, volunteers and supporters.

**May:** The 2nd Vice President will meet with the Misc Events Coordination Chair to determine a specific date, time, theme and venue

**June:** The 2nd Vice President, at the June Board meeting, will make a report of the planning meeting

**June–September:** Preparation for the event will take place, including posting an announcement of the meeting on the SPCHS web site, [www.beachpets.com](http://www.beachpets.com), and at the Shelter

**October:** Staff, Board and Committee members will invite sponsors, volunteers and supporters

## Article X. Employees

**Section 1. Human Resources Committee:** Responsibility includes oversight of all paid employees and contractors. By majority vote, the Committee has the authority for hiring, firing, performance reviews, mitigating human resources issues, and legalities associated with having employees and contractors. By majority vote, the Committee may appoint key employee(s) and contractor(s) to be responsible for specific tasks. Specific duties are outlined in Article VII, Section 3C.

## Article XI. Financial

**Section 1. Budget:** The fiscal year of SPCHS shall be January 1 - December 31 but may be changed by resolution of the Board. The Board shall operate financially within the approved operating budget. Budget Committee responsibilities are further defined in Article VII, Section 3K.

**Section 2. Audit:** The Audit Committee will be responsible for performing an audit of odd-numbered years, in even-numbered years. Audit Committee responsibilities are further defined in Article VII, Section 3L.

**Section 3. Investments:** The funds of SPCHS may be retained in whole or in part in cash or be invested and reinvested on occasion in such property, real, personal, or otherwise, or stock, bonds, or other securities, as the Board of Directors in its sole discretion may deem desirable, without regard to the limitations, if any, now imposed or which may hereafter be imposed by law regarding such investments, and which are permitted to organizations exempt from Federal income taxation under Section 501(c)(3) of the Internal Revenue Code.

## Article XII. Miscellaneous

**Section 1. Parliamentary Authority.** The rules contained in the current edition of Robert's Rules of Order Newly Revised shall govern all SPCHS meetings in all cases to which they are applicable and in which they are not inconsistent with these bylaws and any special rules of order the Society may adopt.

**Section 2. Insurance Coverage and Bonding:** A minimum of General Liability insurance of \$1,000,000.00 and Directors and Officers Liability Insurance of \$1,000,000.00 that includes employment practices liability at \$1,000,000.00 and crime – employee theft at \$100,000 will be maintained. A responsible insurance/bonding company, approved by the Board, shall furnish such bond, and SPCHS shall pay the cost of such coverage.

**Section 3. Indemnification:** Every member of the Board, Standing Committees, Ad Hoc Committees or employees of SPCHS may be indemnified by the corporation against all expenses and liabilities, including counsel fees, reasonably incurred or imposed upon such members of the Board, officer or employee in connection with any threatened, pending, or completed action, suit or proceeding to which she/he may become involved by reason of her/his being or having been a member of the Board, Committees or employees of SPCHS, or any settlement thereof, unless adjudged therein to be liable for negligence or misconduct in the performance of her/his duties. Provided, however, that in the event of a settlement the indemnification herein shall apply only when the Board approves such settlement and reimbursement as being in the best interest of SPCHS. The foregoing right of indemnification shall be in addition and not exclusive of all other rights, which such member of the Board, Committees or employees of SPCHS is entitled.

## Article XIII. Amendments

**Section 1: Proposals:** Proposed amendments, and a statement of its purposes, to these Bylaws may be submitted to the Secretary, who shall transmit the proposed amendment and the statement of purposes to the Board. The Board shall consider such a proposed amendment at the October and November Board meetings annually.

**Section 2. Approval:** Amendments will be voted on at the December meeting annually and those approved will be implemented at the following January meeting. Bylaw revisions may be amended by a majority vote of the Board.

**Article XIV. Approval**

These Bylaws, approved by the Voting Board by unanimous vote at the November 18, 2015 Board meeting are adopted to replace in full all prior Bylaws.

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Sandy Clancy, President

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Rod Vetter, Past President

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Keleigh Schwartz, 1st Vice President

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Stacey Kehrein, 2nd Vice President

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Jane Holeman, Treasurer

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Keleigh Schwartz, Secretary Pro-Tem

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Cal Middleton, Mission Advocate

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Gerrie Penny, At Large

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Sandy Clancy, Documentation

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Nancy McAllister, At Large

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