

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

Approved at December 18, 2019 Board Meeting

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: Our mission is to promote compassionate care, spay / neuter, and placement of cats and dogs through service and education.

Section 2. Vision: The vision of the SPCHS is a community of South Pacific County where every cat and dog have a loving home, free of abuse and neglect.

Section 3. Values: SPCHS staff and volunteers are committed to the following shared values to our cats and dogs and community. As the SPCHS we hold these values as a priority:

- Compassion - Demonstrate thoughtfulness and sensitivity.
- Partnership – Develop and maintain a cooperative relationship among people sharing responsibility and commitment to achieve our mission.
- Innovativeness – Be forward-looking, open to new ideas to improve.
- Stewardship - Manage our resources to sustain and grow.
- Integrity – Be truthful, honest, and fair.
- Volunteerism – Come together as a community to embody a spirit of giving.

We use these values in our commitment to better the lives of the cats and dogs we serve.

Section 4. 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 - Shelter Manager, and a Board member of SPCHS shall make the determination. 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 5. 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.

Article III. Membership and Dues

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

Section 3. Membership Fees: The timetable for when membership fees are due is defined by a majority vote of the Board. The amount of fees and renewal cycle may be amended by a majority vote of the Board.

Section 4. Membership Categories: The membership of this organization may consist of tiered membership categories, as approved by the Board of Directors and set forth from time to time in the SPCHS Fee Schedule. Each category may be assigned unique benefits of membership.

Article IV. Board Meetings

Section 1. Meeting Schedule: The Board shall meet at least eleven (11) times per year for the transaction of business. Special meetings of the Board may be called at any time. A majority of the members of the Board shall constitute a quorum. The President only votes if there is a tie.

Section 2. Meeting Actions: Any action required, or permitted to be taken at a meeting of the Board may be taken by telephone or electronic communication. Telephone and email voting are permissible as prescribed below.

1. The Board may participate in a meeting by a conference call so long as all participants can hear each other at the same time. A conference call shall constitute presence in person. No other vote by telephone is permissible. No proxy votes shall be allowed in the case of a telephone vote. If a majority consent for a proposal is not obtained, the proposal shall be scheduled for a vote at the next regular or special Board meeting. A proposal may be approved by conference call with Board members by majority consent.
2. A proposal may be presented by email by the Board President to the Board members. The President may conduct such a vote without a meeting of the Board. The President's email must provide sufficient information for Board members to fully consider the proposal. Emails from the Board to the President voicing consent or objection to a proposal from the President must contain the Board member's full name so the President can accurately determine each Board member's identity, as well as their consent or dissent. Members voting by email are present for all purposes of quorum, count of votes, and percentages of total voting power present. If a majority consent for a proposal is not obtained, the proposal shall be scheduled for a vote at the next regular or Special Board meeting. A proposal may be approved by email by the Board by majority consent.

Section 3. Guests: All board meetings are open to the public. Meetings will be closed in the event confidential information is to be discussed.

Article V. 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, Vice President, Secretary, Treasurer, Past President, Mission Advocate, at least one At Large Member and Advisory

Council Members. 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.

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 cannot be Board members. Conflict of interest must be declared by any Board member. If there is a conflict of interest, the affected Board member will have no voting rights for that issue.

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 only 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 5. Election Proceedings: Nominations and election will be scheduled yearly. The Secretary will present the coming year’s Board and Advisory Council to the membership at the annual Business Meeting.

September : At the September Board of Directors meeting, a nominating committee will be formed. The Past President or Board President designee 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 than 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 two (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 seven (7) 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 (years)	Term Limit (two-year terms)	Election Year
B1	President	2	2	Even
B2	Vice President	2	N/A	Even
B3	Secretary	2	N/A	Even
B4	Treasurer	2	2	Odd
B5	Immediate Past President	Term continues until a new President is seated.		
B6	Mission Advocate	2	N/A	Odd
B7	At Large	2	N/A	Even
B8	At Large	2	N/A	Odd
B9 +	May be added by Board appointment	2	N/A	Odd

Article VI. Board Responsibilities

Section 1. All Board Members

1. Board of Directors make and sustain a commitment to teamwork, speaking with one voice, continued change and improvement.
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 support the Shelter either financially and/or through volunteer hours.
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. Each Board member 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. Oversees staff and Contractors, 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. Vice President

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

Section 4. Secretary

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

Section 5. Treasurer

1. Understands financial accounting and best practices for non-profit organizations.
2. Chairs the Finance Committee.
3. Administers financial transactions, including deposits of cash and checks and disbursements based on proper invoices or other documents.
4. Responsible for the timely and accurate preparation of payrolls and distribution of pay to SPCHS employees.
5. Ensures that financial transactions are accurately recorded in the accounting system used by SPCHS.
6. Is an authorized signer as one (1) of the two (2) required signatures on the SPCHS bank accounts.

7. Pays and files appropriate forms for payroll taxes and other required reportings on time.
8. Prepares and files the annual IRS Forms 990 and 990-T.
9. Submits monthly financial statements to the Board at least one day prior to the Board meeting and reports on results and significant variances at each meeting.
10. Presents the approved budget to the membership as part of the Annual Meeting.

Section 6. 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 7. 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.

Section 8. At Large

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

Article VII. Authority and Composition of Committees

Section 1. Authority

The Board shall have the authority to create Committees for specific projects or issues. Committee members commit to providing advice on specific subjects. Committee members, who are not Board or Advisory Council members 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. Committee members should have diverse talents as appropriate to the committee.

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, 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.

Article X. Employees

Section 1. Human Resources:

The Board is a resource to the Shelter Manager and can advise the manager in mitigating human resources issues and on the legalities associated with having employees and contractors. The Board supervises and

evaluates the performance of the Shelter Manager and has the authority for hiring and firing the manager. The Shelter Manager supervises Shelter employees, is responsible for their effective performance and has the authority for their hiring and firing.

Article XI. Financial

Section 1. Composition of Finance Committee: The Finance Committee is chaired by the Treasurer and consists of the Treasurer, President and at least one person who is not a Board member. The Finance Committee meets quarterly, except as noted below, for a detailed review of the financial results and records maintained by the Treasurer. Members of the Finance Committee have three additional responsibilities, budget, investments, and audits

Section 2. Budget: SPCHS operates on a calendar year basis. The Finance Committee with input from the Shelter Manager prepares a calendar-year revenue and expense budget. The Board is committed to stewardship and operating financially within the approved budget. The Budget is prepared and approved as follows:

- **September** Treasurer convenes the Budget team to analyze current year results and expectations for the coming year.
- **October** Treasurer drafts the proposed budget and reviews with the Budget team.
- **November** Proposed budget is presented by the Treasurer at the Board meeting. Updates are requested.
- **December** The Board approves the budget.
- **January** Approved budget is presented at the Annual Meeting.

Section 3. Audit: The Audit Committee is a sub-committee of the Finance Committee and is responsible for performing an audit of odd-numbered years in even-numbered years. The Committee is made up of one (1) Finance Committee member who is not a Board member, one (1) person from the local banking community and one (1) Board member who may or may not be a Finance Committee member. The Treasurer assists in gathering documents but is not a member of the Committee. The Audit Committee is responsible for reviewing all financial records and reporting the results to the Board.

Section 4. Investments: The funds of SPCHS are retained in whole or in part in cash with local financial institutions. SPCHS takes a conservative approach to its investments to preserve principal but the Board of Directors may approve investment in stocks, bonds, or other securities, or real or personal property as permitted to organizations exempt from Federal income taxation under Section 501(c)(3) of the Internal Revenue Code. The Finance Committee reviews cash accounts and investments at its quarterly meeting and may make recommendations to change accounts and/or investments.

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 December 18, 2019 Board meeting are adopted to replace in full all prior Bylaws.

Sandy Clancy, President

Nancy McAllister, 2nd Vice President

Joyce Lang, Treasurer

Paul Lee, Secretary

Mike Iwanciow, Mission Advocate

Patti Lee, At Large

James Sherman, At Large

Kelly Spall, Veterinarian Clinic Physician, At Large

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