

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

Approved at February 18, 2026 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 + 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 suffering from a serious illness, injury, or medical condition—whether terminal or non-terminal—that causes significant pain, distress, or diminished function, and for which treatment is not feasible, effective, or in the animal's best interest, as determined by a licensed veterinarian.
2. If the animal exhibits severe, unmanageable aggression or behavior that poses a significant risk to people or other animals, and which cannot be safely or humanely mitigated through training, behavior modification, management, or placement.
3. If the animal's overall quality of life has deteriorated beyond an acceptable level, such that continued care would not provide a humane or compassionate outcome.

No less than five (5) persons, consisting of a veterinarian, the - Shelter Manager, the President, the President Elect, and the Immediate Past President (or delegates) shall make the determination. There must be unanimous agreement among those five (5) persons as to the fate of the animal in question. If the five (5) persons cannot come to a unanimous decision, the President 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

Section 1. Members: Members shall consist solely of Directors and Advisory Council positions.

Section 2. Advisory Council and Director Voting Rights: Directors shall have full voting rights on all matters. Advisory Council members shall have voting rights only for the election of Directors and Advisory Council members.

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 telephone or video call so long as all participants can hear each other at the same time. A conference telephone or video call shall constitute presence in person. No other vote by telephone is permissible. No proxy votes shall be allowed in the case of a conference telephone or video call 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 telephone or video 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: Board meetings generally are open to the public. However, meetings will be closed in the event confidential information is to be discussed.

Article V. Board of Directors and Advisory Council 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 seven (7) directors consisting of President, President-Elect, Immediate Past President, Secretary, Treasurer, and at least one (1) At Large Director. The Board may increase or decrease the number of Board and/or Advisory Council positions, by majority vote, maintaining a minimum of seven (7) Directors.

Section 2. Board of Directors Function: All Directors 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: Advisory Council members are responsible for specific areas of responsibility as assigned and will report findings, as requested. Advisory Council positions have voting rights only for Board and Advisory Council member elections.

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

Section 5. Director and Advisory Council Election Proceedings: Nominations and election of Directors and Advisory Council members will be scheduled yearly. The Secretary will present the coming year's Board and Advisory Council slate at the annual Business Meeting.

September: At the September Board of Directors meeting, a nominating committee will be formed. The Immediate Past President or Board President designee will chair the committee. The committee will meet and prepare a slate of potential candidates and conduct interviews to identify candidates who have agreed to run for election to the Board of Directors and Advisory Council.

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

December: Directors and Advisory Council members, at the December meeting of the Board, will vote on the slate of Directors and Advisory Council members.

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 re-election with the exception of the Treasurer, who shall serve no more than four (4) consecutive years, except as otherwise approved by majority vote of the Board.

Advisory Council positions will be elected for one-year terms. Each may be assigned a specific area of responsibility and given a job description outlining the expectations of the position. The Board may remove an Advisory Council 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.

Article VI. Board Responsibilities

Section 1. All Board Members

1. 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, 12th Edition*.
3. Board members shall hold office until a successor is duly elected, even if doing so exceeds the term limits set forth above. The outgoing officer will orient the incoming officer.
4. Board members participate in developing and implementing officer transition plans, developing the incoming officer before and after they take office.
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, the Board member may be deemed to have resigned from office and the vacancy so caused shall be filled.
8. Board members make a personal commitment to support the Shelter financially and/or through volunteer hours.
9. 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.
10. Each Board member is responsible for submitting an annual report in the fall, at the President's request, for insertion in the Shelter Newsletter and State of the Shelter Address, overviewing their area(s) of responsibility for the past year.
11. 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.
12. 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. Term: three years, first as President Elect, second as President, and third as Immediate Past President, subject to term limits in these Bylaws.
2. 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.
3. Guides development of service delivery mechanisms; may include evaluation of the services; link between the Board and the staff on program's activities.
4. Convenes regularly scheduled Board meetings, and shall preside, or arrange for other members to preside.
5. Provides leadership by setting policy and by maintaining vision.
6. Monitors financial planning and financial reports.
7. Reviews Board concerns and 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. For ongoing, major activities establishes standing committees; for short-term activities, establishes Ad Hoc committees that cease when the activities are completed.
9. Appoints the chairpersons of committees, in consultation with other Board members.
10. Oversees staff and Contractors or appoints other(s) to serve in this capacity.
11. Periodically consults with Board members and committee chairs on their roles and helps them assess their performance.
12. Reviews all public documents or appoints another to serve in this capacity.
13. Evaluates the organization's performance annually in achieving its strategic and financial goals.
14. Builds alliances with other community organizations and agencies, political leaders and elected officials while establishing and maintaining relationships with patrons, foundations, and local businesses.
15. Acts as a spokesperson to assure the organization and its mission, programs and services are consistently presented in a strong, positive image.
16. Delivers a State of the Shelter Address in writing as part of an Annual Report and either verbally or in writing at the Annual Business Meeting.
17. Shares responsibility for euthanasia decision-making, in accordance with the shelter's euthanasia policy (Article II, Section 4).

Section 3. President Elect

1. Term: three years, first as President Elect, second as President, and third as Immediate Past President, subject to term limits in these Bylaws.
2. Reports to the Board President

3. Shares the responsibilities of the President as assigned, to prepare for assuming the President's role.
4. Serves as successor to the President, at the end of the President's one-year term or should the President be unable to fulfill his/her duties.
5. Actively supports, contributes to, and, when applicable, provides leadership for at least one Board Committee or other Board-authorized initiative.
6. Shares responsibility for euthanasia decision-making, in accordance with the shelter's euthanasia policy (Article II, Section 4).

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 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 and sub-committees (Article X Financial).
3. Performs or oversees the work performed by the Bookkeeper if appointed, including but not limited to: (1) Complete and accurate deposits of cash and checks, (2) Disbursements based on proper invoices or other documents, (3) Timely and accurate preparation of payrolls and distribution of pay to SPCHS employees, (4) Accurate recording of financial transactions in the accounting system used by SPCHS, (5) Accurate and timely filing of appropriate forms and payment of payroll taxes, and (6) Preparation and filing of the annual IRS Form 990.
4. Establishes, with Board approval, the list of authorized signers on the SPCHS bank accounts to ensure efficient and timely payments. Treasurer may or may not be a signer.
5. Prepares or reviews the monthly financial statements prepared by the Bookkeeper. Discusses results and variances with the Bookkeeper as applicable requesting supporting documents when needed. 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.
6. Presents the approved annual budget at the Annual Meeting.

Section 6. Immediate Past President

1. Provides continuity and support to the President and President Elect.
2. Available to the President or appointee for counsel and support, if requested.
3. Actively supports, contributes to, and, when applicable, provides leadership for at least one Board Committee or other Board-authorized initiative.
4. Shares responsibility for euthanasia decision-making, in accordance with the shelter's euthanasia policy (Article II, Section 4).

Section 7. At Large

1. Actively supports, contributes to, and, when applicable, provides leadership for at least one Board Committee or other Board-authorized initiative.

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 XIII. Annual Business Meeting

Section 1. Annual Business Meeting:

An annual Business Meeting of the SPCHS members shall be held each January at the date and time of the regularly scheduled Board meeting.

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 Directors and Advisory Council members.

Article IX. 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 X Financial

Section 1. Composition of Finance Committee: The Finance Committee is chaired by the Treasurer and consists of the Treasurer, President, and President Elect. The Finance Committee meets when needed, as determined by the Treasurer, for a detailed review of the financial results and records maintained under the supervision of the Treasurer. Under the umbrella of the Finance Committee are the three sub-committees outlined in Sections 2. – 4., each with their own membership.

Section 2. Budget: SPCHS operates on a calendar year basis. The Budget Committee, with the same membership as the Finance Committee, plus 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:

October Treasurer convenes the Budget Committee to analyze current year results and initiate discussions among the team and Committee Chairs on plans and expectations for the coming year.

November Treasurer drafts the proposed budget and reviews with the Budget team.

December The Board approves the budget.

January Approved budget is presented at the Annual Business Meeting by the Treasurer.

Section 3. Audit: If the Board decides that an audit is needed, the Audit Committee will be formed and tasked with performing or getting the audit performed. The Treasurer will form the Audit Committee with volunteers: one (1) financially literate Advisory Council member, one (1) person from the local banking community or other financial function 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 part in cash with local financial institutions and in securities as outlined in the Cash Management and Investment Strategy – Policy dated December 15, 2021. This policy outlines SPCHS's conservative approach to its cash management and investments to preserve principal and comply with the investments permitted to organizations exempt from Federal income taxation under Section 501(c)(3) of the Internal Revenue Code. The Investment Committee consists of the Treasurer, President, and at least one other person able to evaluate and make recommendations on improving cash management and investment returns in compliance with the Policy.

Article XI. Miscellaneous

Section 1. Parliamentary Authority. The rules contained in the current edition of Robert's Rules of Order Newly Revised 12 Edition, 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 Advisory Council, and 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, Advisory Council, or employee in connection with any threatened, pending, or completed action, suit or proceeding to which s/he may become involved by reason of her/his being or having been a member of the Board, Committees, Advisory Council, 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

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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 XII. Amendments

Section 1: Proposals: Proposed amendments, and a statement of their 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 next scheduled Board meeting or at a special meeting called by the President for such purposes.

Section 2. Approval: the Board will vote on amendments at the meeting at which presented, unless the Board determines that further review is needed. Those amendments approved by the Board will be implemented at the date set by the Board in its approval. The Bylaws may be amended by a majority vote of the Board.

Article XIII. Approval

These Bylaws, approved by the Voting Board by unanimous vote at the December 20, 2023, Board meeting, are adopted to replace in full all prior Bylaws.


Signatories:



Heidi Dowell, President



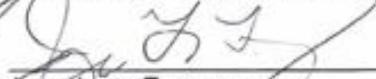
Cindi Cochran, Immediate Past President



Jim Paxinos, President Elect & Facility Manager



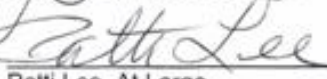
Lisa Ericksen, Secretary




Joyce Lang, Treasurer



Rob Buchanan, At Large



Patti Lee, At Large



Mike Thompson, At Large



Sandra Clancy, Fundraising & Events