ARTICLES OF THE BYLAWS
Green County Humane Society, Inc.
May 4, 2017

ARTICLE I - NAME

The name of this organization shall be the Green County Humane Society, Inc., a non-profit corporation, [hereafter the “Organization”].


ARTICLE II - PURPOSE / MISSION STATEMENT

Section 1. Purpose.

The Organization is committed to the promotion of the compassionate and the appropriate treatment of animals throughout Green County and the State of Wisconsin. The Organization will educate the general public in areas of animal care, especially the need for spaying and neutering of animals to prevent further overpopulation of unwanted animals. The Organization will diligently assist law enforcement and the general public in its effort to prevent cruelty to animals. The Organization will search for quality homes for every adoptable animal that comes into the shelter.


To be a passionate advocate for the lives of companion animals by finding quality forever homes, providing community education, and promoting responsible animal ownership.


ARTICLE III - MEMBERSHIP

Any person or organization interested in the objects and purposes for which the Organization has been incorporated, and expressing a desire to support the Organization’s program in furtherance thereof, may be a member of the Organization upon payment of any dues set by the Board of Directors [hereafter the “Board”].

Section 1. Types of Memberships.

The following types of memberships shall be offered:

(a) Individual membership – an individual membership is available to any person who is age 18 or above.

(b) Youth membership – a youth membership is available to any person who is younger than 18. Any youth member who turns 18 during the year of his or her membership shall be converted to an individual membership upon turning 18 years old.

(c) Couple membership – for two persons who are both 18 years old or older and reside in the same household.

(d) Family membership – for all persons, regardless of age, living in the same household.

(e) Corporate membership – for any business, corporation or non-person desiring to be a member.
Section 2. Payment of Dues.

The Board shall set the amount and date of payment of dues for each membership category.

Section 3. Privileges of Membership.

A member shall have the right to vote at the membership meetings of the Organization, except as set forth in section 4 below, including the Annual Meeting, and shall have the privilege of the floor.

Section 4. Membership Voting Restrictions.

(a) No member shall be entitled to vote unless such member has been a member of the organization for at least 90 days in the 12 months preceding the vote.

(b) Number of Votes. The following membership types shall carry the following number of votes cast at each election held:

i. Individual Membership – 1 vote per election.
ii. Youth Membership – the youth member is not eligible to vote.
iii. Couple Membership – 2 votes per election, but 1 person may not cast both votes.
iv. Family Membership - 2 votes per election, but 1 person may not cast both votes.
v. Corporate Membership – 1 vote per election.

Section 5. Termination of Membership.

The Board may terminate any membership for cause at any time, and shall have full discretionary powers in so doing.


ARTICLE IV - MEETINGS OF MEMBERS

Section 1. Annual Meeting.

The Annual Meeting of this Organization shall be held every year on the first Thursday in May. The purpose of the Annual Meeting shall be to deliver a comprehensive report discussing the work done in the preceding year and an outline of plans for the ensuing year, including a complete financial report and a report of the Organization’s operations for the year, the election of Directors, and the transaction of any other business deemed necessary by the Board, to the members of the Organization. Notice and location of the meeting shall be posted at the Organization’s headquarters and on its website by April 15th of each year.
Section 2. Special Meetings.

Special meetings may be called at any time by the Secretary when so directed by the President, by a written request from a majority of the Board filed with the Secretary, or by a written request of 25 members qualified to vote upon filing with the Secretary. Every written request for a meeting shall state the purpose or purposes of the proposed meeting. Special meetings for which written request is made shall be held not less than 30 days nor more than 60 days after the filing of the request, and shall be held at a time and location that the President shall designate. Notice and location of the meeting shall be posted at the Organization’s headquarters and on its website at least 15 days in advance of the date set for such meeting.

Section 3. Quorum.

Four members shall constitute a quorum for the transaction of business of any membership meeting of this Organization, but a lesser number shall have power to adjourn to a specified later date.


ARTICLE V - QUALIFICATIONS FOR DIRECTORS

Section 1. Qualifications.

Before any person can be appointed or elected as a Director, he or she must meet the following eligibility requirements:

i. The individual shall be a member of the Organization for a period of at least 90 consecutive days;

ii. The individual shall be current in membership fees;

iii. The individual shall not have been convicted of any criminal felony, nor shall be arrested or convicted of any crime or offense to animals.

Section 2. Exceptions.

If any person desiring to be a Director does not meet the eligibility requirements stated above, such person must first obtain a ratified waiver from the Nominating Committee, before being eligible to run for Director, or to accept a Director vacancy.

Article History: Passed May 3, 2012.

ARTICLE VI - NOMINATION OF DIRECTORS TO BE ELECTED AT ANNUAL MEETING

Section 1. Nomination Procedure.

There shall be 2 separate methods in which the interested applicants’ names are placed on the election ballot for the Board at the Annual Meeting. Only persons nominated as herein provided shall be eligible for election to the Board.
Section 2. Nominating Committee Method.

Any person desiring to be on the election ballot for the Board and meeting the eligibility requirements herein, or needing to obtain a waiver of the eligibility requirements, may submit his or her name, address, telephone number and any other information as the Board deems necessary, to the Chair of the Nominating Committee. The Nominating Committee shall make nominations for the Board to be elected at the Annual Meeting and report the same to the Secretary by the end of business on April 1st of each year.

Section 3. Application Method.

Any person desiring to be on the election ballot for the Board and meeting the eligibility requirements herein, may submit his or her completed application to the Secretary by the end of business on March 1st of each year. The application shall contain the applicant’s name, address, and telephone number, shall contain the name and signatures of 20 current members, and any other information as the Board deems necessary.

Section 4. Certification of Names for Election.

The Secretary shall certify that the applicant meets the eligibility requirements, or has received the ratified waiver from the Nominating Committee, and that the applicant has met the deadlines herein. Upon certification, the Secretary shall place the applicant’s name on the election ballot at the Annual Meeting. The Secretary shall then cause all such nominations to be posted at the headquarters of the Organization and on its website by April 15th of each year.

Article History: Passed 1978 as part of Article IX, renumbered to Article X and amended November 20, 2001, and renumbered to Article VI and amended May 3, 2012.
ARTICLE VII - BOARD OF DIRECTORS

Section 1. Number of Directors.

The Board shall consist of no less than 7 persons and no more than 11 persons.

Section 2. Term of Office.

The term of office for a Director shall be 3 years. Each Director may be reelected to a second regular term provided that no Director serves more than 2 consecutive terms. After the expiration of the 2nd consecutive term, the Director must wait for the passage of 1 year before being appointed to the Board or being allowed to run for the Board through the election process. Any term filled by any Director for more than 1 year, shall be considered to be a full term.

Section 3. Manner of Election.

The membership of the Board shall be divided into 3 groups, so arranged that 1 group shall be elected each year. Each group shall have an equal number of seats up for election if possible. Directors shall be elected by a plurality of the votes cast by ballot at the Annual Meeting.

Section 4. Directors Appointed to Fill Board Vacancies.

a. Before the Board can appoint an individual as a Director to fill a vacancy on the Board, the Board must first obtain the recommendation of the Nominating Committee. If the Nominating Committee does not recommend the interested person for the Director vacancy, then a super majority of 2/3 of the Directors present at any Board meeting is required to appoint the individual to the Board vacancy. If the Nominating Committee does recommend the interested person for the Director vacancy, then a simple majority of the Directors present at the Board meeting is required to appoint the individual to the Board vacancy.

b. Any Director appointed to fill a vacancy on the Board shall be entitled to the same rights and powers as the other Directors, but shall fill that seat only until the next Annual Meeting. At such Annual Meeting, there shall be a special election to fill the remaining term, if any, of that seat.

Section 5. Authority.

The Board shall have control of, and be responsible for, the management of the affairs and property of this Organization; shall have the power to fill vacancies on the Board or in offices for the unexpired portion of any term; shall have full discretion in the election of members of this Organization and the termination of such membership; shall appoint and have the power to remove all Officers and employees and prescribe their duties, consistent with the provisions of these Bylaws; and generally shall have full power to do, or require to be done, everything deemed necessary or expedient for the promotion of the Organization’s welfare.

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ARTICLE VIII - MEETINGS OF BOARD OF DIRECTORS

Section 1. Organizational Meeting.

A meeting of the Board shall be held following the election of Directors at the Annual Meeting, or shortly thereafter. This meeting shall be designated the Organizational Meeting. The purpose of the Organizational Meeting is for the selection of Officers and the transaction of any other business deemed necessary by the Board.

Section 2. Regular Meetings.

At least 1 other regular meeting of the Board shall be held prior to the end of the year, and other regular meetings of the Board may be held at such other times as determined by the Board.

Section 3. Quorum.

A majority of the Directors in office shall constitute a quorum for the transaction of any business.


ARTICLE IX - OFFICERS

Section 1. Number and Titles.

The Officers of this Organization shall be a President, a Vice-President, a Treasurer, and a Secretary, all of whom shall be elected by the Board at the Organizational Meeting, to serve for a period of 1 year and thereafter until their successors are elected. All Officers must be elected from the membership of the Board.

Section 2. President.

The President shall be the Chief Executive Officer of the Organization. He or she shall preside at all meetings of the Board and of the Organization. He or she shall be the Chair of the Executive Committee and a member, ex officio, of all other committees except for the Nominating Committee, and shall have the authority to sign such papers as directed by the Board as may be required in the sale of securities or other assets belonging to the Organization or in connection with the settlement of estates or trusts in which the Organization has an interest. He or she shall deliver a message to the members at each Annual Meeting.

Section 3. Vice-President.

The Vice-President shall, in the absence or disability of the President, perform the duties of the President and act in his or her stead.
Section 4. Secretary.

The Secretary shall give due notice of the time and place of all meetings, preserve the record of the proceedings of the Organization and the Executive Committee, and perform such other duties as usually are expected of such Officer. He or she shall have custody of the corporate seal, bylaws, records and general archives of the Organization, except as they may be expressly placed in charge of others by order of the Board.

Section 5. Treasurer.

a. The Treasurer shall be in charge and have custody of the financial records of the Organization; shall be responsible for depositing in its name, in 1 or more banks insured by the FDIC or incorporated trust companies designated as depositories by the Board, all monies received; and generally shall perform such duties as appertain to the same office in similar organizations.

b. The Treasurer shall have the authority to sign such papers as directed by the Board as may be required in the sale of securities or other assets belonging to the Organization or in connection with the settlement of estates or trusts in which the Organization has an interest.

c. Funds shall be withdrawn from any depository by such persons as the Board may designate.

d. The books and accounts of the Organization shall be reviewed or audited periodically, at least once a year, by a certified public accountant selected by the Board. If the amount of contributions for the previous year is greater than the level required by § 440.42(3) of the Wisconsin Statutes, then an audit shall be prepared. If the amount of contributions is less than the level required by § 440.42(3) of the Wisconsin Statutes, then the Board shall have the discretion to choose either a review or an audit.


ARTICLE X – EXECUTIVE DIRECTOR

The Board may appoint an Executive Director who may hold office at the pleasure of the Board and who, under the supervision and direction of the President, may conduct the affairs of the Organization, with the power to engage and remove all employees under his or her direction. He or she shall report his or her activities to the Annual Meeting of the Organization and may act as Secretary, taking minutes of meetings of the Organization, of the Board and of the Executive Committee, except as the President shall otherwise direct.

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ARTICLE XI - COMMITTEES

Section 1. Number and Titles of Committees.

There shall be 5 standing committees designated as the Executive Committee, Euthanasia Committee, Building and Grounds Committee, Nominating Committee, and the Advisory Committee. At the Board’s discretion, any other committee may be created as the Board deems desirable.

Section 2. Selection, Replacement and Removal of Committee Members.

a. The Board shall elect such chairs of the committees to serve until their respective successors are elected or until a committee member’s term expires.

b. The Board shall have the power to replace or remove existing committee members by a simple majority of the Directors present at any Board meeting called for that purpose. Any committee member that is subject to a petition for removal shall have the opportunity to address those present at the Board meeting prior to any vote by the Board.

Section 3. Euthanasia Committee.

a. The Euthanasia Committee shall consist of at least 3 members. There shall be at least 1 Board member and 1 non-Board member on the Committee. The term for each member shall be 1 year with no limit on how many terms an individual may serve.

b. No decision shall be made by the Euthanasia Committee without first consulting with a licensed veterinarian of the Committee’s choice.

c. It shall take a super majority of 2/3 of the Directors present at any Board meeting to overturn a decision made by the Euthanasia Committee in a non-emergency situation.

Section 4. Nominating Committee.

a. The Nominating Committee shall consist of 3 members of the Board. The committee shall select one of its members to be its Chair. The term for each member shall be 1 year. No Board member may be on the Committee if he or she is up for election in the same year.

b. The Nominating Committee, in addition to performing the duties described herein, may be used at the discretion of the Board to fill vacancies in the Committees.

Section 5. Executive Committee.

a. The Executive Committee shall consist of the President, the Vice-President, the Treasurer and the Secretary. The President shall be its Chair.

b. The Executive Committee may act between regular meetings of the Board and may possess all the powers of the Board in regard to the conduct of routine business of the Organization subject, however, to any action being confirmed by the Board. It shall have no power to approve or terminate memberships, to fill vacancies on the Board or in the Officers, or take any action contrary to prior actions of the Board.
c. The Executive Committee shall meet on call of the President whenever, in his or her judgment, the business of the Organization may require.


a. The Building and Grounds Committee shall consist of at least 3 members. There shall be at least 1 Board member and 1 non-Board member on the Committee. The term for each member shall be 1 year with no limit on how many terms an individual may serve.

b. The Building and Grounds Committee shall oversee maintenance and use of the building and the surrounding grounds, and make recommendations to the Board regarding actions and expenses it deems necessary or advisable.

Section 7. Advisory Committee.

a. The Advisory committee shall consist of at least 3 past board members in good standing, with a current membership, and that have served on the board’s executive committee. The term for each member shall be 1 year with no limit on how many terms an individual may serve.

b. The Advisory Committee may provide guidance and education on GCHS matters when requested by the Executive Committee or any board member. The committee shall select one of its members to be its chair. This committee cannot approve policies or take any action contrary to the decisions of the board, but may come forward, without invitation, on legitimate concerns or board discrepancies.

c. The Advisory Committee, in addition to performing the duties described herein, will meet with the Executive Committee a minimum of two times per year. Committee members may attend board meetings at any time, but will only engage input when addressed.

Section 8. Other Committees.

The Board shall have the power to appoint such other committees, as it may deem desirable.


ARTICLE XII - REMOVAL OF DIRECTORS AND OFFICERS

Section 1. Removal by Members.

a. Petition. Fifty-one percent of members qualified to vote may petition to remove any Director(s) by filing the written request with the Secretary. After certification of the petition by the Secretary, the President shall call a Special Meeting as stated in Article IV, Section 2.

b. Special Quorum requirement. Fifty-one percent of members shall be required to constitute a quorum for any Special Meeting called for the specific purpose to remove any Director, but a lesser number shall have the power to adjourn to a specified later date.
c. Opportunity to Address the Membership. Any Director that is subject to the petition for removal shall have the opportunity to address those present at the Special Meeting prior to any vote.

d. Vote. A super majority of 2/3 of the members present at any Membership or Special meeting is required to remove any Director under this provision.

Section 2. Removal by the Board.

a. The Board may remove any Director for cause. Any of the following shall constitute cause justifying removal:

   i. The individual has taken action that is contrary or inconsistent with the object, purposes and goals of the Organization or decisions of the Board;
   ii. The individual has engaged in conduct materially prejudicial to the interest of the Organization or the Board;
   iii. The individual is unexcused for 3 consecutive meetings or more than 25% of scheduled meetings for the year;
   iv. The individual has violated any code of conduct policy or the Board service commitment pledge created by the Board; or
   v. The individual no longer meets the eligibility qualifications stated herein, with the exception of the failure to pay current membership dues, unless 30 days prior notice of nonpayment has been provided to the individual.

b. Any Director that is subject to the petition for removal by the Board shall have the opportunity to present evidence and address those present at the meeting prior to any vote. A super majority of 2/3 of the Directors present at any Board meeting is required to remove any Director under this provision.

c. Any Director that has been removed for cause shall be barred from running for election to the Board of Directors for a period of 6 years, unless such individual first obtains a waiver from the Nominating Committee.

Article History: Passed May 3, 2012.

ARTICLE XIII - AMENDMENT OF BYLAWS

a. These Bylaws may be repealed, altered, or amended at any Annual Meeting or at any Special Meeting of this Organization called for that purpose, provided any alteration or change proposed shall first have been submitted to the Board and approved by a majority vote thereof not less than 30 days prior to the holding of such Annual or Special Meeting.

b. Following such approval by the Board, copies of such proposed alterations or changes shall be mailed to all members of this Organization, not less than 15 days prior to the holding of such Annual or Special Meeting.

ARTICLE XIV - MISCELLANEOUS

Section 1. Parliamentary Authority.

The rules and procedures contained in the most current edition of Robert's Rules of Order Newly Revised shall govern the Organization in all cases in which they are applicable and in which they are not inconsistent with these Bylaws and any special rules of order the Organization may adopt.

Section 2. Applicability of Chapter 181 of the Wisconsin Statutes.

Unless stated otherwise by these Bylaws, the rules and regulations of nonstock corporations as stated in Chapter 181 of the Wisconsin Statutes shall be applicable herein.

Article History: Passed 1978 as part of Article IV, renumbered to Article XII and amended May 7, 2009, renumbered to Article XIV on May 3, 2012.

ARTICLE XV - EFFECTIVE DATE

These Bylaws, effective upon their adoption, supersede all former Bylaws and Resolutions of this Organization.

Passed the Board of Directors on March 15, 2017.

Adopted by the Membership on May 4, 2017.