

BYLAWS
Of the
HUMANE SOCIETY OF ELMORE COUNTY, INC.

ARTICLE I
Name

The name of this Society shall be as stated in the Articles of Incorporation as filed in the Probate Office, Elmore County, Alabama, (September 7, 1984) Roll 33-Frames 000177 and 000178: "HUMANE SOCIETY OF ELMORE COUNTY, INC."; hereinafter referred to as the Society.

ARTICLE II
Object

The object of the Society shall be as stated in the Articles of Incorporation: "The Prevention of cruelty to animals, the relief of suffering among animals, and the extension of humane education."

ARTICLE III
Members

Section 1. Regular membership in the Society shall be limited to adults interested in furthering the objectives of the Society. Only regular memberships carry all the obligations and privileges of members of an assembly of an organized society.

Section 2. Regular membership may be acquired by expressing a desire to support the purposes of the Society by submitting a completed membership application and paying the annual membership fee of \$10.00 (single membership), \$15.00 (family membership), or \$500.00 (life membership) to the Society's Board of Directors. Upon acceptance by the Board of Directors, regular membership is established and all rights and privileges are continued until terminated by the member or for just cause as determined by the Board of Directors.

Section 3. Membership fees for regular memberships are due and payable 90 days prior to the annual meeting of the Society and every twelve (12) months thereafter. Donations to the Society by governmental bodies, organization's, businesses and others without membership obligations and or privileges are encouraged.

Section 4. Honorary Life Memberships may be granted to those individuals who have contributed greatly to the furtherance of the purposes of the society as determined by a vote of

two-thirds of the Board of Directors after receiving a signed recommendation by one regular member and seconded by another. Honorary Life Members shall have none of the same obligations of membership in the Society, but shall have all of the privileges.

Section 5. The Board of Directors may add or delete classes of membership and may increase fees for regular membership without amending these Bylaws by a vote of two-thirds of the Board of Directors.

ARTICLE IV Officers

Section 1. The officers of the Society shall be: 1) a President, 2) a Vice President, 3) a Secretary, 4) a Treasurer, and 5) a Parliamentarian. These officers shall perform the duties prescribed in these bylaws and by the parliamentary authority adopted by the Society.

Section 2. A Nominating of five (5) regular members shall be appointed by the Board of Directors at least sixty (60) days prior to the annual meeting at which time its report will be given and a prepared ballot distributed. Nominations from the floor shall be permitted. Only regular members are eligible to be nominated for office.

Section 3. The officers shall be elected by ballot at the annual meeting to serve a term of one (1) year or until their successors are elected, and their term of office shall begin at the second board meeting after the annual membership meeting. *As amended by Board and Membership 2005*

Section 4. No member shall hold more than one office at a time and no member shall be eligible to serve more than four (4) consecutive terms in the same office.

Section 5. Vacancies in office shall be filled by appointment by the President and approved by the Board of Directors. Only regular members in good standing are eligible to serve in office.

ARTICLE V Area Representatives

Section 1. The Society shall have as many Area Representatives as there are governmental bodies requesting representation in the Society. Representatives shall be a member of and appointed by the governmental bodies they represent and shall be responsible for upholding the objects of the Society.

Section 2. Area Representatives shall serve on the Board of Directors for the same term of office as officers and shall be eligible for reappointment by their respective governmental bodies for unlimited terms.

Section 3. Area Representatives shall be required to attain membership in the Society.

Section 4. Governmental bodies requesting representation in the Society may relinquish their right to representation by notifying the President or failing to appoint their representative.

Section 5. Area Representatives established under this article shall not be eligible to serve as one of the five officers of the Society.

ARTICLE VI Meetings

Section 1. The annual meeting of the Society shall be at a time and place determined by the Board of Directors and shall be for the purpose of receiving reports of officers and committees, electing officers, and any other business that may arise.

Section 2. Special meetings may be called by the President, by the Board of Directors, or by written request of ten regular members. The purpose of the meeting shall be stated in the call. Except in cases of emergency, at least seven (7) days notice shall be given.

Section 3. Those regular members present at the annual meeting shall constitute a quorum.

ARTICLE VII Board of Directors

Section 1. The current elected officers of the Society, the appointed Area Representatives, the immediate past officers, and six (6) at-large members appointed by the President and approved by the officers, shall constitute the Board of Directors, hereinafter referred to as the Board. *As amended by Board and Membership 2006*

Section 2. The Board shall have supervision of the affairs of the Society between its meetings, fix the time and place of annual meetings, and make recommendations to the Society. None of the Board's acts shall conflict with action taken by the Society.

Section 3. Unless otherwise ordered by the Board, regular meetings of the Board shall be held monthly at a time and place specified by the President. Special meetings of the Board may be called by the President or upon written request of three (3) members of the Board with the time and place being specified by the President.

Section 4. The Board shall establish policies relating to reimbursement for out of pocket expenses incurred by officers or members while performing their duties or responsibilities in the name of the Society.

Section 5. Three officers and two non-officers shall constitute a quorum.

ARTICLE VIII Committees

Section 1. A Finance Committee composed of the Treasurer and four (4) other regular members shall be appointed by the President after each annual meeting, whose duty it shall be to prepare a budget for the ensuing year. The proposed budget shall be submitted to the Board for its approval and dissemination to the membership. Amendments to the budget shall be adopted by a majority vote of the Board.

Section 2. A Publications Committee composed of one (1) officer and three (3) regular members shall be appointed by the President after each annual meeting, whose duties shall be to prepare and cause to be disseminated to the membership and others information concerning the affairs of the Society through newsletters, copies of Bylaws, news articles, and other documents.

Section 3. An Animal Health and Welfare Committee composed of three (3) regular members shall be appointed by the President after each annual meeting whose duties shall be to monitor the operation of the Humane Shelter and to make recommendations to the Board and or the Shelter Director or staff.

Section 4. An Auditing Committee composed of one (1) officer and two (2) regular members shall be appointed by the President before each annual meeting whose duties shall be to audit the Treasurer's accounts and report at the annual meeting.

Section 5. Such other committees, standing or special, shall be appointed by the President as the Society or Board deems necessary to carry out the objects of the Society. The President may appoint an Advisory Committee of professional and advisory members who may attend board meetings and who may present motions to the board, but who may not exercise voting privileges at board meetings. The President shall be ex-officio member of all committees except the Nominating Committee.

ARTICLE IX Parliamentary Authority

The rule contained in the current edition of Robert's Rules of Order Newly Revised shall govern the Society in all cases to which they are applicable and in which they are not inconsistent with these bylaws and any special rules of order adopted by the Society.

ARTICLE X Amendment of Bylaws

These bylaws may be amended or revised at any annual meeting of the Society by a two-thirds vote, provided the amendment or revision has been submitted in writing to and approved by the Board at least thirty (30) days prior to the annual meeting at which they are to be considered.

ARTICLE XI Dissolution

In the event of dissolution of the Corporation, any division or distribution of its remaining property or proceeds shall follow those procedures referred to in the Articles of Incorporation.

This revised version of the bylaws of the Elmore County Humane Society, Inc. was adopted at the May, 2004 annual meeting with amendments as noted in the body of the document.