

ARTICLES OF THE BYLAWS
The Green County Humane Society, Inc.
November 20, 2001

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

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.

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.

Section 1. Payment of Dues.

The Board of Directors shall set the amount and date of payment of the dues.

Section 2. Privileges of Membership.

A member shall have the right to vote at the meetings of the Organization and shall have the privilege of the floor.

Section 3. Termination of Membership.

The Board of Directors 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. Regular Meetings.

The Annual Meeting of this organization for the election of Board of Directors and the transaction of any other business shall be held at such time and place as may be designated by the Board of Directors. Notice of the meeting shall be posted at headquarters or notices may be mailed to members at least fifteen days in advance of the date set for such meeting.

Section 2. Special Meetings.

Special meetings shall be called at any time by the Secretary when so directed by the President or by a majority of the Board of Directors. Notice of such meeting shall be posted at headquarters or notices may be mailed to members at least fifteen 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.

Section 4. Rules.

Any question concerning parliamentary procedure at meetings of this Organization shall be determined by reference to Robert's Rules of Order, Revised.

ARTICLE V - BOARD OF DIRECTORS

Section 1. Number.

The Board of Directors [hereafter the "Board"] shall consist of no less than seven persons, or more than eleven persons.

Section 2. Term of Office.

A director shall hold office for a term of three years and until his successor is elected. The membership of the Board shall be divided into three groups, so arranged that one group shall be elected each year. Each group shall have at least two seats up for election.

Section 3. Manner of Election.

Directors shall be elected by a plurality of the votes cast by ballot at the Annual Meeting.

Section 4. 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, either upon or without recommendation from the Nominating Committee; 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, not inconsistent 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 its welfare.

ARTICLE VI - 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.

Section 2. Other Meetings.

At least one 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 then in office shall constitute a quorum for the transaction of any business.

ARTICLE VII - 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 one year and thereafter until their successors are elected. Only the President 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 and shall have the authority to sign such papers 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, by-

laws, 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 have charge and custody of the financial records of the Organization and shall be responsible for depositing in its name, in one or more national banks or incorporated trust companies designated as depositories by the Board, all moneys 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 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 audited periodically, at least once a year, by a certified public accountant selected by the Board.

ARTICLE VIII – 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.

ARTICLE IX - COMMITTEES

Section 1. Number and Titles of Committees.

There shall be two standing committees —Nominating and Euthanasia. At the Board's discretion, there may be the following committees – Executive, Finance, Membership, Shelter, Public Relations, Humane Education, and any other committee the Board deems desirable.

Section 2. Selection.

The Board shall elect such members of the committees as are not specifically designated in the Bylaws, to serve until their respective successors are elected and shall have power to fill vacancies in such committees.

Section 3. Euthanasia Committee.

- a. The Euthanasia Committee shall consist of at least three members. There shall be at least one Board member and one non-Board member on the committee.
- b. No decision shall be made by the Euthanasia Committee without first consulting with a licensed veterinarian of the committee's choice.

Section 4. Nominating Committee.

- a. The Nominating Committee shall consist of three members of the Board. The committee shall select one of its members to be its Chair.
- b. The Nominating Committee, in addition to performing the duties described in Article X, shall at least ten days prior to any meeting of the Board, present to the members of the Board its recommendations for filling vacancies on the Board or in the offices.

Section 5. Executive Committee.

- c. The Executive Committee may consist of the President, the Vice-President, the Treasurer, and one other Director. The President shall be its Chair.
- d. The Executive Committee may act between meetings of the Board and may possess all the powers of the Board in regard to the conduct of the 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 or to fill vacancies on the Board or in offices. It shall meet on call of the President whenever, in his or her judgment, the business of the Organization may require.

Section 6. Finance Advisory Committee.

- a. The Finance Advisory Committee may consist of five persons, including the President, the Treasurer and at least one other director. The Treasurer shall be its Chair.
- b. The duty of the Finance Advisory Committee shall be to advise on financial problems and investments generally and to perform such further duties as the Board may from time to time prescribe. The committee shall meet on call of its Chair or the President.

Section 7. Other Committees.

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

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

Section 1. Nomination Procedure.

- a. The Nominating Committee at least sixty days prior to the Annual Meeting shall make nominations for directors to be elected at the Annual Meeting and report the same to the Secretary.
- b. The Secretary upon receipt of such nominations shall cause them to be posted at the headquarters of the Organization at least thirty days prior to the Annual Meeting.
- c. Additional nominations may be made by filing the same with the Secretary in writing duly signed by twenty members, and at least forty-five days before the opening day of the Annual Meeting. Each signature shall also be subscribed by one witness thereto and the petition shall contain the address of each petitioner.
- d. The Secretary thereupon shall cause all such nominations to be posted at the headquarters of the Organization and mailed to each member at least fifteen days prior to the Annual Meeting.
- e. Only persons nominated as therein provided shall be eligible for election to the Board.

ARTICLE XI - AMENDMENT OF BYLAWS

Section 1. Amendment Procedure.

- 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 sixty 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 fifteen days prior to the holding of such Annual Meeting or five days prior to the holding of such special meeting.

ARTICLE XII - EFFECTIVE DATE

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