

COUNTRYSIDE HUMANE SOCIETY, INC.

Bylaws

Approved: 05/26/11

Article I. IDENTITY OF CORPORATION

Section 1. Society

These are the bylaws of the "Countryside Humane Society," a non-profit and non-stock corporation. Such corporation is hereinafter referred to as the "Society."

Section 2. Principal Office

The principal office for transaction of the Society's business shall be located in Racine County, Wisconsin.

Article II. PURPOSE

The purpose of the Society shall be education of the general public as to the humane treatment of animals, promotion of the value and necessity of spay/neuter programs, the prevention of cruelty to animals, and enforcement of laws pertaining to the humane treatment of animals. The Society subscribes to the philosophies and purposes of the American Humane Association and the Humane Society of the United States.

Article III. MEMBERS

Section 1. Classes of Memberships

- A. Lifetime Membership
- B. Corporate Membership
- C. Family Membership
- D. Individual Membership
- E. Youth Membership

Section 2. Membership Fees

Membership fees are posted annually at the Society, in the Society's newsletter and on the Society's website.

Section 3. Payment of Dues

Persons may become members of the Society upon payment of the dues as established by the Board of Directors according to the classifications in Section 1 of this Article. Annual dues are due January 1 of the New Year and payable by January 31 of the New Year. If such dues are not paid within thirty (30) days thereafter, such membership shall cease.

Section 4. Termination of Membership

The Board of Directors may terminate any membership if the reasons for joining or the member's conduct are not in accordance with the purposes set forth in Article II

of these bylaws. The Society shall give written notice to the terminated member. Membership fee is non-refundable after June 15 and considered a donation.

Section 5. Transfer of Membership

Membership in the Society is not transferable or assignable.

ARTICLE IV. MEETINGS OF BOARD MEMBERS

Section 1. Annual Board Meeting

The Annual Meeting of the Society for the election of directors and the transaction of any other business shall be held at such time and place as designated by the Board of Directors, but not later than June 30 of the year.

Section 2. Nominations for Board of Directors

At each Annual Board Meeting, the Board shall elect a Nominating Committee of three (3) members to serve for the upcoming year. At least fourteen (14) days before the next annual meeting, the Nominating Committee shall nominate a number of candidates for membership on the Board of Directors not less than the number to be elected at the ensuing annual meeting. The Committee shall notify the secretary of the nominations, and the secretary shall, at least seven (7) days before the annual meeting, notify board members entitled to vote of the nomination by mail, or email.

Section 4. Regular Meetings.

Following the Annual Board Meeting, at least four (4) other regular meetings of the directors shall be held prior to the end of the fiscal year.

Section 5. Special Meetings

Special meetings of the Board may be called by or at the request of the President, or any two (2) directors, at a time and place to be determined by the officer or directors and upon the giving of written notice by email, U.S. mail or telephone at least twenty-four (24) hours in advance.

Section 6. Quorum.

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

Section 7. Notice of Meetings; Agenda.

Notice of meetings of the Board shall be given verbally or emailed to directors at least three (3) days prior to regular meetings and twenty-four (24) hours prior to a special meeting. Agenda items may be added if a majority of the Board members agrees at the beginning of the meeting.

Section 3. Rules.

Meetings shall be conducted in accordance with Roberts Rules of Order, Revised.

ARTICLE V. BOARD OF DIRECTORS

Section 1. Number and Qualification.

The number of directors shall consist of not less than five (5) and not more than seven (7). Each director shall serve for a term of three (3) years, such that the term of one-third (1/3) of the directors shall expire each year. Directors must agree with the purposes of the Society, be a member of the Society and reside in Racine County. To qualify to serve on the Board of Directors, a person must not be of the "no kill" philosophy; and must agree to take an Oath of Office upon election to the Board of Directors. Any person who is employed by the Society shall be ineligible for election to or service on the Board of Directors during the course of said employment. No director shall be within the fourth degree of kinship or less, as described in Sec. 852.03(2), Stats. (1989) to any other director.

Section 2. Manner of Election to Board of Directors

Candidates for Board positions are recommended by the Board Nominating Committee and are elected by a majority of the directors.

Section 3. Power and General Duties

The Board of Directors shall have control of and be responsible for the management of the affairs and property of the Society and shall have the power to fill vacancies on the Board for the unexpired portion of any term. The Board of Directors shall implement the purpose of the Society by providing and continuously maintaining responsible directors; by ensuring excellence of administration, staffing and operation; by formulating general and long-term goals; by implementing and maintaining financial stability of the Society; and by determining the Society's role within the community.

Section 4. Compensation

Directors, officers, and members of committees shall receive no salary or fees for their services but may be reimbursed for any expense incurred in fulfilling their duties, which is approved by the Board.

Section 5. Removal of Directors

Any director may be removed by action of the Board of Directors in the following manner: Reasons for removal shall be made in writing, signed by at least three (3) members of the Board of Directors and filed with the President. The President shall provide a copy to the Secretary, and the Secretary shall mail a copy by registered or certified mail or emailed with return receipt to the director so charged and a copy to all members of the Board of Directors. The director(s) considered for removal may appear at the following meeting of the Board of Directors, at which time he/she shall be given an opportunity to be heard and to present all evidence refuting the reason(s) for removal. After such presentation and the reading of the reasons, a majority two-thirds (2/3) of the Board of Directors may remove the accused director(s). The absence of a director from more than two (2) consecutive Board meetings without prior notification to the President constitutes valid reasons for removal, but does not require that the director(s) be given an opportunity to be heard.

Section 6. Organization

The President of the Society, or in his/her absence, the Vice President, shall conduct the meetings of the Board of Directors. The Secretary, or in his/her absence, any person appointed by the chairman of the meeting, shall act as secretary of the meeting.

Section 7. Vacancies.

In case any director shall cease to be a director during his or her term, a successor shall be chosen by the Board to fill the unexpired term of the director.

Section 8. Closed Sessions of the Board of Directors

The Board of Directors, upon a motion of the majority, may request a closed session meeting prior to; during; or immediately following any regular or special board meeting if the purpose of said meeting involves or is related to any of the following matters:

A. Deliberations or advice concerning any legal matter or matter pending before any judicial, quasi-judicial or governmental body.

B. Consideration concerning the hiring, compensation, promotion, dismissal demotion, discipline, removal or unemployment compensation, of any employee, officer or director of the organization.

C. Deliberations or negotiations in respect to any contracts for services of purchase of property.

D. Personnel, board, officer evaluation or problems, or investigations of charges against specific persons, which if discussed in public may or would likely have a substantial adverse effect upon the reputation of any person.

E. Conferring with legal counsel for the organization who is rendering oral or written advice concerning strategy to be adopted by the body with respect to litigation in which it is or may become involved.

ARTICLE VI. OFFICERS

Section 1. Officers and Duties

The officers of the Society shall be a president, a vice president, a treasurer, a secretary and all other officers as the business of the Society may require, all of whom shall be elected by the Board of Directors at the meeting held at the next meeting after the Annual Meeting, to serve for a term of one (1) year and thereafter until their successors are elected. The duties of the officers shall be (I.) such regular duties as usually pertain to each office, (II.) such other duties as may be prescribed in these bylaws, and (III.) such other duties as the Board may from time-to-time delegate to each officer. Two (2) officer's positions may be held by the same person, with the exception of President and Secretary; and President and Vice President.

Section 2. Corporate Books and Records

The Secretary shall keep a complete record of all acts and affairs of the Society and shall see that notices are duly given as provided in these bylaws.

Section 3. Finances

The treasurer shall receive and deposit in a bank designated by the Board of Directors, all monies and securities and disburse funds in accordance with a budget approved by the Board. The Society will yearly obtain an independently audited report of the income and expenditures of the organization. A report of liabilities and assets of the organization shall be provided to the Board within six (6) months after the close of the preceding fiscal year.

Section 4. Resignation

Any officer may resign at any time by giving written notice to the Board President or the Secretary. Such resignation shall take effect at the time specified therein. If no time is specified, upon the receipt of the resignation by the Secretary or the Board President, the resignation will be accepted and considered effective immediately.

Section 5. Removal; Vacancy

Any officer may be removed from office by a two-thirds (2/3) vote by the Board of Directors, whenever in their best judgment the best interests of the Society will be served thereby. A vacancy occurring in any office, for any reason, may be filled for the unexpired portion of the term of said office by a majority vote of the Board of Directors.

ARTICLE VII. COMMITTEES

Section 1. Number and Title of Standing Committees

A. There shall be one standing committee: Nominating

Section 2. Nominating Committee

A. The Nominating Committee shall consist of three (3) members of the Board of Directors. The chairman shall be selected by the Committee. Members shall serve until their respective successors are appointed.

B. In addition to performing the duties described in Article IV, the Nominating Committee shall provide recommendations for the filling of vacancies on the Board of Directors or in offices.

Section 3. Other Committees

The Board of Directors shall appoint, other committees as it may deem necessary each committee will consist of at least three (3) or more members. Each committee shall elect a chairperson and make reports to the Board.

**ARTICLE VIII. INSTRUMENTS, BANK ACCOUNTS, CHECKS AND DRAFTS,
LOANS AND SECURITIES**

Section 1. Execution of Instruments

The Board of Directors may authorize any officer(s) to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Society, and such authorization may be general or confined to specific instances. Without Board approval, no officer, director, or employee shall have any power or authority to bind the Society by any contract or engagement or to pledge its credit or render it liable for any purpose or in any amount.

Section 2. Bank Accounts.

The Board of Directors may authorize the opening and keeping of general and/or special bank accounts with such banks, trust companies or other depositories as may be selected by the Board or by any officer or officers of the Society to whom such power may be delegated by the Board of Directors.

Section 3. Checks and Drafts.

All checks, drafts or other orders for the payment of money, notes, acceptances, or other evidences of indebtedness issued in the name of the Society, shall be signed by such officer or officers, of the Society, as determined by Board of Directors. Endorsements for deposit, to the credit of the Society in any of its duly authorized depositories may be made without countersignature, by the President, Vice President, or the Treasurer or an individual authorized by the Board of Directors.

Section 4. Loans

No loans shall be contracted on behalf of the Society and no evidence of indebtedness shall be issued unless authorized by of the Board of Directors.

Section 5. Sale of Securities

The Board of Directors may authorize and empower any officer(s) to sell, assign, pledge any shares of stocks, bonds, securities, or interest in stocks, bonds or securities, owned or held by the Society at any time.

ARTICLE IX. MISCELLANEOUS

Section 1. Amendment of Bylaws

These bylaws may be repealed or amended by the Board of Directors at any regular scheduled board meeting, annual meeting or at any special meeting of this organization called for that purpose, provided any amendment to change proposed shall have first been submitted to the Board of Directors three (3) days prior to the holding of the regular, annual or special meeting and approved by a majority vote. Following such approval by the Board, copies of such proposed changes or amendments shall be available to all members of the organization.

Section 2. Wildlife

Injured and sick wildlife able to be rehabilitated may be turned over to a licensed wildlife rehabilitation agent or center or the Wisconsin Department of Natural Resources.

Section 3. Fiscal Year

The fiscal year of the organization shall begin on the 1st day of January and end on the 31st day of December of every year.

Section 4. Seal

The organization shall have no official seal.

Section 5. Effective Date

The bylaws, effective upon their adoption, supersede all former bylaws of this organization.

Section 6. Indemnification

A. Persons Indemnified.

The Society shall, to the fullest extent allowed by the laws of the State of Wisconsin, indemnify and/or reimburse all costs and expenses incurred by the following persons while performing their duties and/or responsibilities on behalf of the Society and who submits a written request for indemnification and/or reimbursement:

- 1) The Directors/Officers of the Society;
- 2) The members of any committee that may be created by the bylaws or the Board of Directors;
- 3) Any person acting on behalf of the Society with the authorization of the Board of Directors.

B. Scope of Indemnification

The Society shall indemnify the persons specified in the above Section 6 - A, to the fullest extent allowed by the laws of the State of Wisconsin, for any and all costs and expenses, of any nature whatsoever, incurred as a result, whether directly or indirectly, of such persons performing their duties and/or responsibilities pursuant to these bylaws and/or the declaration referred to in these bylaws and/or on behalf of the Society and/or while, in any other manner, acting on behalf of the Society. This shall expressly include, but not be limited to, any damages, judgments or any other type of liability, and/or any actual reasonable attorneys fees incurred. It is the express intent of this present Article XII that the indemnification provided herein shall be as full and complete as permissible under the law, and limited only by any specific limitations that may be expressly contained in the applicable laws of the State of Wisconsin. Additionally, it is the express intent of this present Section to expand, to the fullest degree permissible under the laws of the State of Wisconsin, the

nature, type and extent of Indemnification provided for and allowed under Chapter 181 of the Wisconsin Statutes and/or any other laws of the State of Wisconsin.

C. Insurance

The Society shall purchase and maintain insurance on behalf of a director or officer or any individual who is or was an employee or authorized agent of the Society against any liability asserted against or incurred by such individual in his/her capacity as such or arising from his/her status as such, regardless of whether the Society is required or permitted to indemnify any such liability under this section.

Section 7. Dissolution

In the event of dissolution, the Board of Directors shall apply and distribute the assets of the Society as follows:

A. All liabilities and obligations of the Society shall be paid, satisfied and discharged or adequate provision shall be made therefore.

B. Assets held by the Society upon condition requiring return, transfer or conveyance, which condition occurs by reason of the dissolution, shall be transferred or conveyed in accordance with such requirements.

C. Assets received and held by the Society subject to limitations permitting their use only for charitable, benevolent, educational or similar purposes, but not held upon a condition requiring return, transfer or conveyance by reason of the dissolution, shall be transferred or conveyed as provided in paragraph D and E below.

D. All remaining assets of the Society shall be transferred or conveyed, as a gift, to one or more domestic or foreign nonprofit non-stock corporations (such as the American Humane Association or the Humane Society of the United States), as the Board of Directors may determine, which have a purpose similar to the dissolving Society and which are tax exempt organizations under the provisions of the United State Internal Revenue Code.

E. Any assets of the Society not disposed of as provided above shall be disposed of by the Racine County Circuit Court exclusively for the tax exempt purposes of the dissolving Society, or transferred by the Court to such other organizations(s) as the Court may determine to be organized and operated for such similar tax exempt purposes.

Section 8. Manager

The Board of Directors may by resolution appoint a manager who shall not be a member of the Board of Directors. The manager shall act as chief operating officer of the Society and shall have such responsibilities consistent with these bylaws and may be delegated to him/her by the President. The manager shall at all times be subject to the policies, control and direction of the Board of Directors.

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Approved by the Countryside Humane Society's Board of Directors on the 26th day of May, in the year 2011.

Signed by: Jayce E. Brown, CHS Secretary

Date: 5/26/11

Signed by: Marilyn E. Benson, CHS President

Date: 5/26/11



Countryside Humane Society, Inc.
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