

BYLAWS OF THE OCCOCH MOUNTAIN HUMANE SOCIETY, INC.

ARTICLE I. ORGANIZATION NAME AND MISSION STATEMENT

Section 1: Name

The name of the organization is the Ocooch Mountain Humane Society, Inc (OMHS). It may be alternatively referred to within these Bylaws as the Corporation.

Section 2: Mission Statement

The Ocooch Mountain Humane Society, Inc. is a non-profit, tax-exempt volunteer organization organized as a non-profit corporation under Chapter 181, Wisconsin Statutes, which is dedicated to providing shelter and care to stray, unwanted, or abandoned animals in primarily the Richland County area. Founded on the principle of compassionate care, the organization is committed to assisting the community by attempting to place animals in healthy, humane surroundings and to provide education and information about responsible animal care to all members of the community.

ARTICLE II. MEMBERSHIP

Section 1: Qualification for Membership

Membership shall be open to those persons (natural or corporate) who are interested in the purposes for which the organization has been incorporated. To be a Member of the Ocooch Mountain Humane Society, Inc. all of the following are required:

1. Completion and submission to the Corporation of a membership application;
2. Acceptance of the bylaws, policies, and procedures of the Corporation;
3. Payment of the required membership dues;
4. Approval for membership by a majority of the Board of Directors.

Ocooch Mountain Humane Society does not discriminate on the basis of race, color, sex, pregnancy, sexual orientation, gender identity or expression, gender stereotypes, national origin, ancestry, religion, creed, age, disability, marital status, and military or veteran's status.

Section 2: Membership Types

Various types of membership shall be offered at price ranges to be established by the Board of Directors. Regardless of level of membership, a member shall have only one vote at any meeting of the members.

Section 3: Privileges of Membership; Right to Vote

Members who are current in the payment of their dues shall be deemed active members. Every active Member who is a natural person shall be entitled to cast one vote on each issue brought before the annual meeting of the members or at any special meeting of the members. A member who is a corporation or other legal entity shall be entitled to cast one vote on behalf of the corporate member. The record date for voting at any meeting of the members after the initial organizational meeting shall be ninety (90) days prior to the date of the meeting. In other words, a person is not entitled to vote at a meeting of the members (other than the initial organizational meeting) until the person has been a member of the Ocooch Mountain Humane Society, Inc. for ninety (90) days immediately prior to the vote. For the purposes of this section, a person shall be deemed to have become a member on the date the Board of Directors approves the person's application for membership. Donors who are not members shall not be entitled to vote.

Section 4: Approval for Membership

No person shall be a member unless approved for membership by the Board of Directors, which may reject any application for reasonable cause. Any person refused membership or expelled from membership by the Board of Directors may appeal such rejection or expulsion to the members at the next ensuing annual meeting of the members of The Ocooch Mountain Humane Society, Inc. by addressing a notice of appeal to the Secretary at least ten (10) days before such annual meeting. The members may overrule any such rejection or expulsion by majority vote.

Section 5: Payment of Membership Dues

The Board of Directors shall set the amount of the annual membership dues. Annual dues shall be due and payable annually each November from the date of membership approval by the Board of Directors. If any member fails to pay annual dues within ninety (90) days of the annual renewal date, that person's membership shall automatically terminate. However, a membership terminated for nonpayment of dues may be reinstated by payment of all unpaid dues.

Section 6: Expulsion from Membership

A majority of the Board of Directors may expel a member from membership for cause at any time.

Section 7: Donations

Donations to the Ocooch Mountain Humane Society, Inc. may be made by any person or organization at any time. Donors need not be members to make donations. The Board of Directors may, by majority vote, refuse to accept any donation for any reason. No donation may be accepted which jeopardizes the tax-exempt status of the organization or which is subject to any condition, which the Board finds unacceptable.

ARTICLE III. MEETINGS OF MEMBERS

Section 1: Annual Meeting of Members

The annual meeting of members shall be held each year in the month of January. The time, date, and location of the annual meeting shall be given to every active member by mail not less than seven (7) days prior to the meeting.

Section 2: Special Meetings of Members

- A. The Board of Directors may call a special meeting of the members whenever the Board deems such a meeting necessary.
- B. Members holding at least 25% of the voting power of the Corporation may call a special meeting by delivering to the secretary one or more signed and dated written demands for a special meeting describing one or more purposes for which the special meeting is to be held.
- C. Notice of a special meeting shall be given to every active member by mail not less than seven (7) days prior to the meeting.

Section 3: Rules of Order

Robert's Rules of Order, Revised shall govern all meetings of the members of the Ocooch Mountain Humane Society, Inc.

Section 4: Voting at Meetings of Members

Each member is entitled to one vote on each motion brought to the floor by the proper procedure at a meeting of the members. Members must be present in person to vote.

ARTICLE IV. BOARD OF DIRECTORS

Section 1: General Powers of Board of Directors

The business and affairs of the Corporation shall be managed by a Board of Directors, which may alternatively be referred to herein as the Board. The Board of Directors shall have all powers granted to a board of directors by Chapter 181, Wisconsin Statutes, except to the extent that such powers are limited by the Articles of Incorporation or Bylaws. The Board of Directors is responsible for establishing overall policy and direction of the organization.

Section 2: Number of Directors Constituting Board

The Board of Directors shall consist of nine (9) members all of whom shall be natural persons.

Section 3: Terms of Office of Directors and Election to Board of Directors

- A. Every election to fill a seat on the Board of Directors, which is vacant due to expiration of the term of the incumbent, shall require a majority vote of the members at the annual meeting. Each vacant seat on the Board of Directors shall be filled by separate vote. The remainder of a term, which becomes vacant during the term, shall be filled by the Board of Directors under Section 9.
- B. The initial Board of Directors shall be elected at the initial organizational meeting of the Members, which shall be deemed the first Annual Meeting. At the time of the election of the initial Board of Directors, three (3) persons will be elected to an initial term of three (3) years, two (2) persons will be elected to an initial term of two (2) years and two (2) persons will be elected to an initial term of one (1) year.
- C. After the initial terms, all Directors' terms will be three (3) years.

Section 4: Regular Meetings of the Board of Directors

The Board of Directors shall meet monthly, although the Board of Directors may vote not to hold a monthly meeting in a given month if the Board deems such a meeting unnecessary or that it will be unlikely to be able to secure a quorum for such a meeting. All Board of Directors meetings are open to the public. An agenda will be sent to each Board member seven (7) days in advance of the meeting date except in the case of an emergency where it is impractical to give seven (7) days notice. Public notice of meetings of the Board of Directors will be given via community calendar.

Section 5: Special Meetings of the Board of Directors

Special meetings of the Board of Directors may be called by the President. If the President refuses to call a special meeting for the Board of Directors, any four (4) directors may call a special meeting of the Board of Directors by giving the Secretary a signed and dated demand for a special meeting.

Section 6: Quorum Requirement

A quorum of the Board of Directors must be present before business can be transacted or motions passed. Five (5) members of the Board of Directors shall constitute a quorum when there is a full membership. Should a position be vacant, quorum will be based on fifty percent of current membership number.

Section 7: Rules of Order

Robert's Rules of Order, Revised shall govern all meetings of the Board of Directors of the Ocooch Mountain Humane Society, Inc unless a specific provision of the Bylaws provides for other procedure.

Section 8: Voting by Proxy at Board of Directors Meeting

Generally, any director must be present to vote at a meeting of the Board of Directors. In the case of extenuating circumstances such as the illness of a Director or a death in the Director's immediate family, a Board member may vote by proxy. The proxy vote must be in writing, delivered to the President prior to the vote, and state with reasonable specificity the issue being voted upon and the Board member's vote on the issue.

Section 9: Vacancies on the Board of Directors

When a midterm vacancy on the Board of Directors occurs, the Board of Directors shall elect a person to fill the vacant seat for the remainder of the term. Any member of the present Board may submit nominations of any person(s) to fill the vacant seat(s). Such nomination(s) shall be delivered to the secretary not less than two (2) weeks in advance of the Board of Directors meeting at which the vacant seat(s) will be filled. The names of all nominees shall be sent out to Board members, to be voted upon at the next Board of Directors meeting. If there is more than one vacant seat to be filled, each vacant seat shall be filled by a separate vote. A majority vote of the Board of Directors shall be required to elect a Director. Nominees to fill vacancies must be Ocooch Mountain Humane Society, Inc. members. A director elected to fill a vacancy shall be elected for the unexpired term of his/her predecessor on the Board.

Section 10: Resignations from the Board of Directors

A resignation from the Board of Directors must be in writing and delivered to the Secretary.

Section 11: Removal of a Director from the Board

A Board member shall be removed from the Board of Directors for excess absences from the Board if she/he is absent without excuse from three (3) meetings of the Board in a Calendar year, unless the Board finds extenuating circumstances and a majority of the Board votes for non-removal. A Board member may be removed from the Board of Directors for other reasons upon the vote of seven (7) Board members.

ARTICLE V: OFFICERS

Section 1: Officers and Qualifications

There shall be four (4) officers of the Board of directors: a President, a Vice President, a Secretary, and a Treasurer. To qualify to serve as an officer, a person must be a member of the Board of Directors. In the event that an officer leaves the Board of Directors, his/her office shall immediately become vacant and the Board shall elect a member of the Board to serve out the remainder of the officer's term. Every officer shall be entitled to vote at Directors meetings and at members meetings.

Section 2: Duties of Officers

The duties of the respective officers are as follows:

- A. The President's duties shall include: convening and presiding over regularly scheduled and special Board of Directors meetings and convening and presiding

over meetings of members. *The President as a signer on the brokerage and bank accounts and in conjunction with the Board Treasurer needs to make recommendations to the Board for the reallocation of funds for reinvestment or dispersal of assets held in the brokerage or bank.*

- B. The Vice President's duties shall include: performing the duties of the President in her/his absence and coordinating the work of the committees.
- C. The Secretary's duties shall include: keeping records of Board actions, including taking of minutes at all meetings of the Board and of the members; establishing and maintaining a roll and mailing list of current members; sending out meeting announcements; distributing copies of minutes and the agenda to each Board member; and assuring that corporate records are properly maintained and that all required corporate filings are duly and timely completed.
- D. The Treasurer's duties shall include: collection and dispersal of funds as directed by the Board of Directors; making a financial report at each Board of Directors meeting; assisting in the preparation of the budget and coordination with the Board of Directors in arranging for the annual audit. The treasurer will execute and list all checks for under \$250 as directed by the Board, and will cosign all *checks in excess of \$750*. The President is the first cosigner. In the President's absence, the Vice President will cosign.
- E. The Board of Directors may assign each officer additional duties on either a temporary or permanent basis.

Section 3: Election of Officers; Terms of Officers

Officers will be elected by the Board of Directors to serve for a one-year term. The election of officers will be held at the first meeting of the Board of Directors after the annual meeting of members, by the Board of Directors as it exists after any election at the annual meeting of new Board members by the membership.

Section 4: Removal of Officers

Any officer may be removed from office during his/her term by vote of five (5) members of the Board of Directors. In the event of removal of an officer from office, her/his office shall immediately become vacant and the Board shall elect a member of the Board to serve the remainder of the officer's term.

Section 5: Relationship of Officers to Board of Directors

The Board of Directors retains the ultimate control of the Corporation. Any act of an officer may be overruled by the Board of Directors, and the Board of Directors may at any time give binding direction to any officer in regard to matters affecting the Corporation.

ARTICLE VI. COMMITTEES

Section 1: The Board of Directors shall determine what, if any, permanent and/or temporary committees shall exist.

Section 2: Each committee shall have at least one member of the Board of Directors on its roster.

Section 3: All committees will be required to submit a report at each Board of Directors meeting. Reports will be coordinated by the Vice President.

Section 4: Each committee must submit a written proposal for any activities or projects to the Board of Directors for approval.

ARTICLE VII. BYLAW REVIEW AND REVISION

Section 1: Annual Bylaw Review

Bylaws will be reviewed annually by a committee of three (3) Board members appointed by the President. The committee shall report to the entire Board of Directors its recommendations as to what, if any, revisions to the Bylaws should be adopted.

Section 2: Revisions to Bylaws

These Bylaws may be altered, amended, or repealed and new Bylaws may be adopted by the Board of Directors by affirmative vote of five (5) Directors. Copies of the proposed alterations, amendments, or new Bylaws shall be provided to each Director by the Secretary not less than seven (7) days prior to the meeting at which said amendments shall be considered.

ARTICLE VIII. DIRECTOR'S CONFLICT OF INTEREST

Section 1: WHEN CONTRACT OR TRANSACTION IS NOT VOID OR VOIDABLE

No contract or other transaction between a corporation and a director, or any entity in which a director is a director or officer or has a material financial interest, is void or voidable because of the relationship or interest or because the director is present at the meeting of the board or a committee that authorizes, approves or ratifies the contract or transaction or because the director's vote is counted for that purpose, if any of the following applies:

- A. The relationship or interest is disclosed or known to the board or committee that authorizes, approves or ratifies the contract or transaction and the contract or transaction was authorized, approved or ratified by a vote or consent sufficient for the purpose without counting the votes or consents of interested directors.
- B. The fact of such relationship or interest is disclosed or known to the members entitled to vote and they authorize, approve or ratify that contract or transaction by vote or written consent.
- C. The contract or transaction is fair and reasonable to the corporation.

Section 2: QUORUM REQUIREMENTS. Common and interested directors may be counted in determining the presence of a quorum at a meeting of the board or a committee that authorizes, approves or ratifies a contract or transaction under sub. (1). [Sec. 181.0831 Wisconsin Statutes]

ARTICLE IX. LIMITED LIABILITY OF DIRECTORS AND OFFICERS

Section 1: IN GENERAL. Except as provided in Sections 2 and 3, a director or officer is not liable to the corporation, its members or creditors, or any person asserting rights on behalf of the corporation, its members or creditors, or any other person, for damages, settlements, fees, fines, penalties or other monetary liabilities arising from a breach of, or failure to perform, any duty resulting solely from her/his status as a director or officer, unless the person asserting liability proves that the breach or failure to perform constitutes any of the following:

- A. A willful failure to deal fairly with the corporation or its members in connection with a matter in which the director or officer has a material conflict of interest.
- B. A violation of criminal law, unless the director or officer had reasonable cause to believe that her/his conduct was lawful or no reasonable cause to believe that his/her conduct was unlawful.
- C. A transaction from which the director or officer derived improper personal profit or benefit.
- D. Willful misconduct.

Section 2: EXCEPTIONS. Except as provided in Section (3), this section does not apply to any of the following:

- A. A civil, criminal, administrative or investigatory proceeding brought by or on behalf of any governmental unit, authority or agency.
- B. Proceeding brought by any person for a violation of state or federal law where the proceeding is brought pursuant to an express private right of action created by state or federal statute.
- C. The liability of a director under ss. 181.0832 and 818.0833 Wisconsin Statutes.

Section 3: GOVERNMENTAL ENTITY ACTING IN CAPACITY AS PRIVATE PARTY. Section 2 A. and B. does not apply to a proceeding brought by a governmental unit, authority or agency in its capacity as a private party or contractor. [Sec. 181.0855 Wisconsin Statutes.]

ARTICLE X. INDEMNIFICATION OF OFFICERS AND DIRECTORS

Section 1: IN GENERAL. The corporation shall indemnify a director or officer, to the extent that she/he has been successful on the merits or otherwise in the defense of a proceeding, for all reasonable expenses incurred in the proceeding if the director or officer was a party because he/she is a director or officer of the corporation.

Section 2: EXCEPTIONS.

- A. In cases not included under Section 1, the corporation shall indemnify a director or officer against liability incurred by the director or officer in a proceeding to which the director or officer was a party because he/she is a director or officer of the corporation, unless liability was incurred because the director's or officer's breach or failure to perform constitutes any of the following:
 - (1) A willful failure to deal fairly with the corporation or its members in connection

with a matter in which the director or officer has a material conflict of interest.

- (2) A violation of the criminal law, unless the director or officer has reasonable cause to believe that her/his conduct was lawful or no reasonable cause to believe that his/her conduct was unlawful.
- (3) A transaction from which the director or officer derived an improper personal profit or benefit.
- (4) Willful misconduct.

B. Determination of whether indemnification is required under this subsection shall be made under s. 181.0873 Wisconsin Statutes.

C. The termination of a proceeding by judgment, order, settlement or conviction, or upon a plea of no contest or an equivalent plea, does not, by itself, create a presumption that indemnification of the director or officer is not required under this subsection.

Section 3: WRITTEN REQUEST REQUIRED. A director or officer who seeks indemnification under this section shall make a written request to the corporation. [Sec. 181.0872 Wisconsin Statutes]