

Ocooch Mountain Humane Society Bylaws Update – Comparison to Guide Discussion

Topic	Original bylaws	Proposed revision	What is staying the same	Material change / Board attention
Document structure	Ten articles: organization/mission, membership, member meetings, board, officers, committees, bylaw review/revision, conflict of interest, liability, indemnification.	Eleven articles: name/purpose, membership, member meetings, board, officers, conflict, liability/indemnification, emergency authority, general, dissolution, amendment.	Core governance topics remain: members, board, officers, conflicts, liability, amendment.	Proposed bylaws are reorganized and modernized. Some former standalone topics are consolidated, while new topics are added: emergency authority, fiscal year, individual authority, financial oversight, dissolution.
Mission / purpose	Mission statement is specific: nonprofit, tax-exempt, volunteer organization providing shelter and care to stray, unwanted, or abandoned animals in Richland County; committed to assisting the community by placing animals in healthy, humane surroundings and providing education.	Broader corporate purpose: promote humane treatment of animals, operate a shelter for animals in need, and engage in related charitable and educational activities consistent with 501(c)(3).	Animal welfare, sheltering, charitable and educational purpose remain.	Proposed version is less geographically specific and less tied to the exact legacy mission wording. This gives operational flexibility but may feel like a meaningful mission-language change to members.
501(c)(3) limitations	Not expressly stated in the same way.	Adds limitations on private benefit, substantial lobbying, and political campaign activity.	Supports nonprofit compliance.	Useful addition. Helps align bylaws with charitable tax-exempt status.
Membership eligibility	Open to natural or corporate persons interested in the organization's purposes. Requires application, acceptance of bylaws/policies/procedures, dues payment, and Board approval.	Open to any individual who supports the mission, submits Board-approved application, and pays dues. Membership granted upon satisfying requirements.	Membership remains dues-based and mission-related.	Material change: removes corporate/entity membership language and removes Board approval as a discretionary membership step. This reduces gatekeeping but changes the current process.
Voting eligibility / 90-day rule	Active natural-person members current on dues may vote. Corporate/entity members vote through one	Members in good standing may vote in annual elections if they have been members for 90 days. Donors/supporters who are not	90-day voting rule and donor/nonmember distinction remain.	Proposed version is clearer but narrower: member rights expressly include voting in annual elections for directors.

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	designated person. A person must have been a member for 90 days before voting. Donors are not members and cannot vote.	members cannot vote. Board may establish record date.		
Dues / lapse	Annual dues due and payable each November from approval date. Membership automatically terminates if not paid within 90 days of annual renewal date. May be reinstated by paying unpaid dues.	Dues set by Board. Membership lapses if dues are not paid within a Board-established period. Reinstatement under Board policy.	Board sets dues; unpaid dues can result in loss/lapse; reinstatement possible.	Proposed version removes November renewal and 90-day default from bylaws, shifting details to Board policy. This is operationally flexible but less self-executing.
Membership approval / rejection	No person is a member unless approved by Board. Board may reject application for reasonable cause. Rejected or expelled person may appeal to members at next annual meeting; members may overrule by majority vote.	Membership granted upon satisfying application and dues requirements. Terminated member may request Board reconsideration; Board decision is final.	There remains a mechanism to address harmful membership issues.	Significant governance change: member appeal to the membership is removed and replaced with final Board reconsideration. This strengthens Board control and reduces public annual-meeting conflict, but changes member recourse.
Expulsion / termination of membership	Board majority may expel a member for cause at any time.	Board may end membership if actions are harmful to the Corporation, after written notice and reasonable chance to respond; decision in good faith and fair manner.	Board may terminate membership for cause/harm.	Proposed version adds process protections and fairness language. Good improvement
Annual member meeting	Held each year in January. Notice by mail at least 7 days before meeting.	Held for electing directors and conducting other business at a time/place determined by Board at least 30 days before the end of each fiscal year. Notice at least 10 days in advance; may be electronic.	Annual member meeting remains.	Material change: no fixed January annual meeting.

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Special member meetings	Board may call when necessary. Members holding at least 25% of voting power may call by written demand to Secretary describing purpose. Notice by mail at least 7 days prior.	Board may call, or 25% of members in good standing may petition. Petition must be signed, dated, delivered to Secretary, and describe purposes. Notice at least 10 days; may be electronic.	25% member threshold remains.	Proposed version is cleaner and adds dated/signed petition requirements. Notice period increases from 7 to 10 days.
Member meeting notice	Mail notice not less than 7 days before annual/special meetings.	Notice at least 10 days in advance; includes date, time, location or remote access; special meeting notice includes purpose; electronic notice allowed.	Advance notice remains.	Modernizes notice and permits electronic delivery. Board should confirm member email records are reliable.
Remote participation by members	Not expressly addressed. Original voting says members must be present in person to vote.	Members may participate electronically/virtually when available. Voting may occur in person or through approved electronic method; Board may verify identity.	Members must still be properly participating to vote.	Material modernization. Enables virtual meetings but requires practical procedures for verifying eligible voters.
Member quorum	No clear member quorum stated in the excerpted member-meeting provisions.	Quorum is greater of 10% of members eligible to vote or 15 members. If no quorum, members may adjourn but not conduct business requiring member vote.	Establishes functional meeting threshold.	Major addition. This is important for protecting against low-attendance action.
Rules of order for member meetings	Robert's Rules of Order, Revised governs all member meetings.	Meetings generally follow accepted rules of order, such as Robert's Rules of Order Newly Revised, unless bylaws or law say otherwise. Board may set reasonable conduct rules.	Parliamentary guidance remains.	Proposed language is less rigid and gives the Board more practical control over meeting conduct.
Board authority	Corporation managed by Board, which may alternatively be referred to as "the Board."	Affairs governed by Board; Board has Chapter 181 powers except as limited; responsible	Board remains governing authority.	Proposed version strengthens clarity that staff/volunteers operate

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	Board has Chapter 181 powers except as limited; responsible for policy and direction.	for direction, financial oversight, and policy setting. May delegate day-to-day operations to staff/volunteers, but operations remain under Board authority.		under Board authority. This is a material governance clarification.
Number of directors	Fixed at nine natural persons.	No fewer than three and no more than nine directors; number determined by Board and reviewed annually within 30 days of annual meeting.	Board size may still be up to nine.	Material change: shifts from fixed nine to flexible 3–9. This can stabilize governance during vacancies but changes member expectations about Board composition.
Board candidate qualifications	Nominees to fill vacancies must be OMHS members. Original election section does not clearly impose a six-month membership requirement.	All Board candidates must have been members for at least six months prior to election.	Directors are tied to membership.	Material addition. Helps assure commitment or understanding but may be limiting for sudden interest.
Ex officio Board members	Not addressed.	Board may appoint nonvoting ex officio members for expertise/representation; not counted for quorum; reviewed annually.	N/A.	New provision. Useful for expertise.
Director elections / terms	Initial staggered terms; after initial terms, all directors serve three-year terms. Vacant seats at annual meeting filled by separate vote of members.	Directors elected by members at annual meeting for staggered three-year terms. May serve up to three consecutive terms. Officer service does not extend director term.	Three-year staggered terms and member election remain.	Adds term limit of three consecutive terms. Removes some detailed annual election mechanics. Board should consider transition rules for current directors.
Board vacancies	Midterm vacancies filled by Board for remainder of term. Members may nominate; notice of nominees sent to Board; separate vote if more nominees than seats.	Vacancies may be filled by majority vote of remaining directors for the remainder of the term.	Board can fill vacancies.	Board appointment lasts until the term ends.

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Director removal	Automatic removal for absence without excuse from three Board meetings in a calendar year unless Board finds extenuating circumstances and votes not to remove. Director may also be removed for other reasons by vote of seven Board members.	Director may be removed, with or without cause, by two-thirds vote of the Board.	Board can remove directors.	Major change. Removes automatic attendance removal and replaces seven-member threshold with two-thirds of directors. Since Board size may vary, this is more scalable. Board may want attendance expectations in policy.
Regular Board meetings	Board meets monthly unless Board votes not to meet because unnecessary or unlikely to secure quorum. Meetings open to public. Agenda sent to each Board member seven days in advance except emergency. Public notice via community calendar.	Board meets at times and places it determines. Notice to directors at least 24 hours before meeting. Purpose need not be specified.	Board meetings remain Board-controlled.	Significant simplification. The proposed bylaws do not preserve the “open to the public” language. If OMHS wants Board meetings open as a governance practice, include it in bylaws or policy.
Special Board meetings	Called by President. If President refuses, any four directors may call by signed written demand to Secretary.	Not separately detailed; covered by general Board meeting/notice provisions.	Board may still meet as needed.	Removes specific member/director call mechanics for special Board meetings. Board should consider whether this loss of detail is acceptable.
Board notice	Agenda sent seven days in advance except emergency; public notice via community calendar.	Director notice at least 24 hours prior; waiver allowed in writing/electronically; purpose/business need not be stated.	Advance notice remains.	Material change. More flexible but less transparent. Consider whether 24 hours is sufficient for good governance except emergencies.
Board quorum	Five directors constitute quorum when full membership; if vacancy, quorum based on 50% of current membership number.	Majority of directors then in office constitutes quorum.	Quorum tied to current Board in office.	Similar concept, but cleaner and scalable with 3–9 Board size.

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Board proxy voting	Proxy voting allowed only for extenuating circumstances, in writing, delivered to President before vote, with reasonable specificity, and only after discussion.	No Board proxy voting provision. Directors may participate remotely; unanimous written consent allowed.	Remote/electronic participation and consent mechanisms can address absence.	Material removal. Board proxy voting is eliminated by omission. This is generally cleaner governance.
Board participation / remote meetings	Not addressed except proxy voting.	Directors may participate through communication methods allowing simultaneous hearing or immediate transmission/communication.	N/A.	Important modernization. Helps avoid proxies and supports virtual meetings.
Board conduct / meeting chair	Not detailed in same way.	Directors expected to meet attendance and conduct expectations; meetings chaired by President, then Vice President, then Treasurer, then director chosen by those present; Secretary records actions.	Board has orderly meeting structure.	Helpful addition. Specific conduct expectations should live in a Board Code of Conduct.
Director compensation	Not expressly stated in original bylaw excerpt.	Directors serve without compensation but may be reimbursed for reasonable expenses.	Likely consistent with nonprofit practice.	Useful addition.
Presumption of assent	Not addressed.	Director present is considered to agree with decisions unless dissent is recorded or submitted in writing, except if they voted in favor.	N/A.	New legal/governance provision. Directors should understand the importance of recording dissent.
Committees	Board determines permanent/temporary committees. Each committee has at least one Board member. Committees submit reports at Board meetings,	Board may establish standing/ad hoc committees; committees may include Board and non-Board volunteers; advisory unless given specific authority; President may serve	Board controls committees.	Proposed version clarifies advisory nature and Board authorization. Removes required reports and Vice President coordination. Those can move to policy.

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	coordinated by Vice President. Written proposal required for activities/projects for Board approval.	ex officio or delegate; no committee/group may act for Corporation unless authorized by Board.		
Unanimous consent without meeting	Not addressed.	Board or committee action may be taken without meeting if written consent is signed by all entitled to vote; electronic signatures permitted.	N/A.	Useful operational addition.
Information access and reporting	Not addressed in current bylaws.	Board has right to access information reasonably necessary for responsibilities. Operational roles expected to provide timely/accurate information within reasonable timeframe when requested by Board or designee.	Supports Board authority.	Material new provision, especially relevant to current governance/operations issues. Should be paired with policy defining systems access, records, and reporting expectations.
Officers: number and titles	Four officers: President, Vice President, Secretary, Treasurer. Officers must be Board members.	President, Secretary, Treasurer required. Vice President optional. Secretary and Treasurer may be same person. President may not hold another office. Board may create other officers/assistant officers.	Officers remain Board-elected and Board-based.	Material flexibility. Vice President no longer mandatory. Offices may be combined, except President. This helps small boards but concentrates responsibilities.
Officer duties	Detailed duties listed for President, Vice President, Secretary, Treasurer, including President presiding and brokerage/check role; Secretary records, membership roll, notices; Treasurer collects/disburses funds, reports, budget/audit, check signing thresholds.	Officers carry out Board-assigned duties and typical role responsibilities, including records, finances, and compliance.	Officer responsibility remains.	Detailed role duties are removed from bylaws. This allows duties to be updated by policy, but Board should ensure officer job descriptions and financial controls exist elsewhere.

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Officer election and term	Officers elected by Board for one-year term at first Board meeting after annual member meeting.	Officers elected by Board and must be directors at election and throughout term. If not elected at annual meeting, may be elected by unanimous written consent or later meeting. Serve until next annual meeting/successor/death/resignation/removal.	Board elects officers annually.	Mostly consistent, with added flexibility for written consent.
Officer vacancies	If officer leaves Board, office immediately vacant and Board elects replacement for remainder of term.	Same general rule: office vacant if officer leaves Board; Board elects director to remainder at earliest opportunity.	No major change.	Cleaner drafting.
Officer removal	Officer may be removed by vote of five Board members.	Officer may be removed without cause by two-thirds of all directors then in office.	Board can remove officers.	Material change; threshold scales with Board size.
Officer relationship to Board	Board retains ultimate control; Board may overrule officer acts and direct officers.	Not retained as standalone, but Board authority and individual authority provisions cover similar concept.	Board authority remains.	Substance largely retained elsewhere.
Conflict of interest	Detailed statutory-style language: interested transactions not void if disclosed/approved by disinterested directors, disclosed to members, or fair/reasonable. Interested directors may count toward quorum.	Simpler disclosure/recusal requirement. Written conflict policy required. Annual signing/disclosure. Transactions with Corporation addressed in liability/indemnification article: transaction valid if disclosed and approved by disinterested directors or fair/reasonable; interested directors may count for quorum but should not vote.	Conflict principles remain.	Proposed version is clearer and adds annual policy acknowledgment. It also states interested directors “should not vote,” which is stronger as a governance expectation than the original statutory validity framing.
Limited liability of directors/officers	Detailed statutory provisions with exceptions for willful failure to deal fairly, criminal	Simplified good-faith/prudent-person/reliance standard; says	Liability protection remains.	Proposed version is more readable but less detailed.

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	law violation, improper personal profit, willful misconduct, and certain proceedings/liabilities.	it does not limit additional legal protections.		
Indemnification	Detailed statutory-style indemnification for successful defense, exceptions, determination under statute, judgment/settlement not presumption against indemnification, written request required.	Broad indemnification to fullest extent permitted by law for current/former directors/officers; conditions based on good faith and best interests; excludes fraud/willful misconduct by court determination; may indemnify employees; may advance expenses and maintain insurance.	Indemnification remains.	Proposed version expands readability and adds employee indemnification option, advancement, and insurance language.
Emergency authority	Not addressed.	Board may exercise corporate powers during emergency when quorum cannot readily be assembled due to catastrophic event or comparable occurrence.	N/A.	New provision. Useful for continuity planning, but its trigger is narrow: inability to assemble quorum due to catastrophic event. It may not cover ordinary organizational crisis unless comparable.
Fiscal year	Not specified in original bylaws excerpt.	Fiscal year ends December 31.	Likely consistent with practice.	Useful addition.
Parliamentary guidance	Robert's Rules of Order, Revised governs member and Board meetings unless bylaws provide other procedure.	Meetings generally follow accepted rules of order, such as Robert's Rules of Order Newly Revised, unless bylaws/law say otherwise.	Robert's Rules remains as guidance.	Proposed version is less absolute and more practical.
Individual authority	Not expressly stated broadly, though Board retains ultimate control over officers.	No individual director, officer, volunteer, or staff member has authority to act for Corporation unless authorized by Board.	Board control remains.	Important new governance guardrail. Highly relevant where account access, public statements, contracts, or operational authority are concerns.

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Financial oversight	Treasurer duties include funds, reports, budget, audit coordination, check signing thresholds.	Board responsible for financial oversight. Financial policies and controls shall be established and followed.	Financial oversight remains.	Moves financial details out of bylaws and into policy. Board should adopt fiscal policy concurrently or soon after.
Dissolution	Not addressed in original bylaws excerpt.	Upon dissolution, assets distributed to 501(c)(3) organizations or government entity for public purpose.	N/A.	Important charitable-asset provision. Counsel should confirm alignment with Articles of Incorporation and IRS requirements.
Bylaw review	Annual review by committee of three Board members appointed by President; committee reports recommendations to Board.	Annual review committee removed.	Bylaws can still be amended.	Removes annual review requirement. This reduces procedural burden but loses a recurring governance discipline.
Bylaw amendment	Bylaws may be altered/amended/repealed/new bylaws adopted by affirmative vote of five directors. Proposed changes sent to directors at least seven days before meeting.	Bylaws may be amended by two-thirds vote of Board, provided proposed changes are shared with Board in advance and comply with Articles/law.	Board retains amendment authority.	Material threshold change. Under flexible 3–9 Board size, two-thirds scales. With nine directors, six votes would be required rather than five. Advance notice no longer fixed at seven days.