



## BYLAWS OF VALLEY ANIMAL HAVEN & ADOPTION CENTER

### **ARTICLE I: NAME**

The name of this organization is Valley Animal Haven & Adoption Center, a non-profit corporation. It will be known here simply as "Valley Animal Haven".

### **ARTICLE II: PURPOSE, POLICY & MISSION**

Section 1 – PURPOSE: The purpose of Valley Animal Haven is to prevent cruelty to animals, to promote animal welfare, and to educate the public about humane care and treatment of animals.

SECTION 2 – POLICY: The policy of Valley Animal Haven is give humane care and treatment to all animals in Valley Animal Haven's area and to try to find good homes for animals within their care. Animals may not be taken or used for experimentation or vivisection. Valley Animal Haven is a no-kill shelter. Humane euthanasia will only be permitted if deemed necessary by a licensed veterinarian.

SECTION 3 – MISSION STATEMENT: Valley Animal Haven's mission is to provide a temporary haven for adoptable dogs and cats, place them in suitable homes, increase awareness of the humane treatment of animals and promote spay/neuter programs to reduce the overpopulation of dogs and cats in Kings County.

SECTION 4 – Definition of Board Officer, Board Member and "The Board" in general: "The Board" is the overall governing authority of Valley Animal Haven. The Board, as a group, determines the general principles and practices of Valley Animal Haven. A Board Member is an individual that has submitted an application to become and board member and subsequently been approved to join the board by a majority vote of existing Board Members. Board Officers are Board Members that have voiced an interest in holding a position as either President, Vice President, Secretary, or Treasurer of Valley Animal. These individuals must be Board Members in good standing to be considered for any Board Officer position. Board Officers are elected into their selected positions by a majority vote of the Board.

### **ARTICLE III: GENERAL MEMBERSHIP & BOARD MEMBERSHIP**

#### **GENERAL MEMBERSHIP:**

SECTION 1 – ELIGIBILITY: Anyone interested in Valley Animal Haven's purpose, and willing to support its policies, can become a member by paying annual dues. A membership will continue by paying annual dues unless it is ended as specified in 3 and 7 of this article.

SECTION 2 – General Membership levels and dues shall be structured by the Fundraising Committee and approved by the Board.

General Membership starts on the date an application, and membership fees, are received. Student members must be between the ages of 14 years and 18 years and must have signed parental permission. Honorary members are elected by the Board in recognition of noteworthy humane acts.

SECTION 3 – TERM, DUES PAYMENT: Senior citizen, Student, Individual, Family and Patron memberships are for one year. The Chairperson of the Fundraising Committee will send renewal notices before a membership expires. A second notice will be sent when dues are 60 days late. If dues are not paid within 90 days, the membership will be dropped.

SECTION 4 – TRANSFERRAL, ASSIGNMENTS: Membership is not transferable or assignable.

**BOARD MEMBERSHIP:**

SECTION 5- Board Membership applications must be submitted to the Board for approval prior to a Board Membership applicant being allowed to vote on any issues affecting Valley Animal Haven. Voting members may cast one vote at any general meeting, or in any referendum.

SECTION 6 – RIGHTS: Voting members have the right to elect Board Officers and to serve on committees. No voting member who is a paid employee or who is the parent, child, or spouse of a paid employee of Valley Animal Haven may serve on any committee whose responsibilities in any way affect personnel policy or personnel salaries of Valley Animal Haven. The Board Officers shall settle all disputes of interpretation of this section.

SECTION 7 – RESIGNATION: A Board Officer or Board Member may resign at any time by sending written notice to the Board President.

SECTION 8 – EXPULSION: A Board Officer or Board Member may be expelled for good reason by a two-thirds vote of the Board. Expulsion may be appealed to the membership at the next ensuing monthly meeting by sending a notice of appeal to the Board Secretary 10 days prior to that meeting.

**ARTICLE IV: MEETINGS**

(eliminated previous Section 1 item regarding Annual Meeting)

SECTION 1 – GENERAL MEETINGS: General meetings will be held at a time and place designated by the Board.

SECTION 2 – SPECIAL MEETINGS: Special meetings of the Board Officers may be called by or at the request of the President or at least three (3) Board Officers, at a time and place determined by the person or persons calling the meeting. Notice of such meeting shall be delivered personally, by mail, email or by telephone, to each current Board Officer, at least three (3) days prior to such meeting. Any Board Officer may waive notice of such meeting.

SECTION 3 – AUTHORITY: At any meeting, only the members present, whether in person or via telephone, have the authority to conduct business. Decisions at any meeting will be made by majority vote of those present and voting. No proxy voting will be allowed.

SECTION 4 – ADVANCE NOTICE: The Board Secretary will give public notice at least 7 days before any general meeting.

SECTION 5 – QUORUM: A Quorum will be required to facilitate the transaction of any business at any monthly or special meetings. A quorum will consist of a minimum of two board officers and two board members. These board members must be in good standing.

SECTION 6 – VOTING: Except when specified otherwise in these bylaws, decisions at any meeting will be made by majority vote of the Board Officers and Board Members present at the meeting. Each Board Member has one vote. No proxy voting will be allowed.

SECTION 7 – MISSED MEETINGS: If any Board Member misses three consecutive meetings without having been excused by the Board President or Secretary with the approval of the Board, or misses one-third of the regularly scheduled meetings during the previous 12 months, that Officer will be considered to have resigned.

SECTION 8 – DEFINITION OF “MEMBERS IN GOOD STANDING”. A member in good standing is one who upholds the rules and regulations of Valley Animal Haven as set forth in these bylaws. A member in good standing is one who represents Valley Animal Haven in a professional manner and does not slander or cause scandal for the shelter. A member in good standing attends monthly board meetings and adds positive and constructive input regarding the activities of Valley Animal Haven.

#### **ARTICLE V: BOARD OFFICERS**

SECTION 1 – PURPOSE: The concerns, direction, and management of the affairs of Valley Animal Haven shall be vested in the Board Officers.

SECTION 2 – SIZE, QUALIFICATIONS: This Board will have at least four officers and it will have a maximum of seven officers. At any time when the number of officers shall be fewer than four, the remaining officers shall add to their number until there be not fewer than four in office, but no act of Valley Animal Haven shall be void at any time merely because there are fewer than four board officers.

Only board members may be elected into board officer positions. No voting member who is a paid employee or who is the parent, child, or spouse of a paid employee of Valley Animal Haven may serve on any committee whose responsibilities in any way affect personnel policy or personnel salaries of Valley Animal Haven. Only one member of a household or immediate family (parent, child, spouse) may serve as a Board Officer.

SECTION 3 – ELECTION, TERM: Board Officers will be elected, as often as necessary to fill vacancies, by a majority vote of the voting members. Officers will serve for a period of two years. A Board Officer can hold the same office for consecutive terms if elected to do so by a majority vote of Board Officers and Board Members.

SECTION 4 – VACANCIES: In case any Board Officer shall by death, resignation, incapacity to act, or otherwise cease to be an Officer during his or her term, his or her successor shall be chosen by the Board to serve until the next monthly meeting of the board members. At such meeting, the active board members shall elect an Officer to fill the unexpired term of the resigning Officer.

SECTION 5 – VOLUNTEER STATUS AND COMPENSATION: Board Officers , Board Members and committee members serve as unpaid volunteers, but may be reimbursed, with the approval of the Board, for expenses resulting from their official duties.

SECTION 6 – POWERS, RESPONSIBILITIES: The Board will have full power to do everything necessary to promote Valley Animal Haven’s welfare. The Board’s powers and responsibilities, among others include: managing Valley Animal Haven’s affairs and property, and making agreements to provide shelter facilities and vehicles to carry out the programs of Valley Animal Haven.

SECTION 7 – CODE OF CONDUCT: Board Officers and members shall not act in a manner inconsistent with their duties to the organization, or in a manner that allows them, by virtue of their position on the board, to obtain either personal or professional advantage for themselves, their family members or close associates.

SECTION 8 – BOOKS AND RECORDS: Every Board Officer shall have the absolute right at any reasonable time to inspect all books, records, and documents of every kind. Inspection may be made in person or by agent or attorney, and the right to inspection shall include the right to copy and make extracts.

SECTION 9 – RECORD-KEEPING: The corporation shall keep correct and complete books and records of account; of the minutes of the meetings of the members, the Board, and any committee(s) authorized to act for the Board. Books and records shall be kept in a manner consistent with good business practices and in such a manner as set out in the policies and procedures of the board.

## **ARTICLE VI – OFFICERS**

SECTION 1 – PRESIDENT: The Board shall designate one (1) of its members to act as President of the Board, to preside at meetings of the Board, but to have no authority or power to act for the corporation unless specifically authorized to do so by resolution passed by the Board. The President shall preside at all meetings of the Board and shall supervise the affairs of the corporation and the activities of the officers. The President has the authority to countersign with the Treasurer any deeds, mortgages, bonds, contracts, or other instruments, which the Board has authorized to be executed, except where the Board has expressly delegated the signing to some other officer or agent. The President shall perform all duties incident to the office of the President, and such other duties as may be prescribed by the Board.

SECTION 2 – VICE PRESIDENT: The Vice President is to actively assist the President and to perform the duties of the President in the President’s absence. The Vice President shall fill all functions of the President when the latter is incapacitated, is unavailable, or for any reason cannot attend.

SECTION 3 – SECRETARY: The Secretary is to take the minutes of each meeting; to distribute copies of the minutes to each Board Member; to make copies of the minutes available to any other member on request; to keep all non-financial books and records available for inspection; to have custody of Valley Animal Haven’s records, bylaws, and archives, unless any or all of these are to be placed in the care of others by the Board; to send agendas of meetings to each Board Officer; to give advance notice of meetings as specified elsewhere in these bylaws to general membership; to receive

correspondence; to report correspondence to the Board; to answer correspondence unless directed otherwise by the Board; and to perform other duties the Board may assign.

**SECTION 4 – TREASURER:** The Treasurer is to keep and have custody of all financial records; to submit a monthly income and expense report. Submit an analysis of income, expenditures, assets, and liabilities to the Board and to the membership at the annual meeting; to deposit in Valley Animal Haven’s name in banks or trust companies designated by the Board all money received; to disburse funds as specified I the budget approved by the Board; to countersign with the President, any papers regarding Valley Animal Haven’s interest in the sale of securities or other assets or in the settlement of estates or trusts; to perform duties generally the same as those of other treasurers in similar organizations.

## **ARTICLE VII – COMMITTEES**

**SECTION 1 – SPECIAL COMMITTEES, CHAIRPERSONS, MEMBERSHIPS:** The following shall be the standing committees: Fund Raising and Publicity, and Audit Committee. The Board may also create special committees for any necessary purposes.

Chairpersons are appointed by the Board and must submit a written report on planned activities to the Board. Board Officers are expected to serve as the chairperson on at least one fundraising activity per calendar year. Membership on all committees, except the Audit Committee, is open to any voting member with the approval of the Chairperson.

**SECTION 2 – FUNDRAISING:** This committee must have at least two (2) Board Members. Volunteers of Valley Animal Haven in general may also be members of this committee; however they may not serve as Chairperson.

The duties of this committee shall be to plan all fund raising events. Plans for all activities must be presented to the Board for confirmation at least 30 days prior to such activities taking place.

## **ARTICLE VIII – RULES**

**SECTION 1 –** All membership, Board, and committee meetings will be conducted according to the rules in the latest edition of Robert’s Rules of Order.

**SECTION 2 –** No original founder of the organization, while in a paid position with Valley Animal Haven, can be terminated from said position for any reason other than proven, and legally tried, embezzlement charges or tried and proven animal abuse as defined by all applicable laws. This article cannot be changed or altered until after the death of all originating corporation founders.

## **ARTICLE IX – DISASTERS AND EMERGENCIES**

**SECTION 1 – DISASTER:** In the event of any emergency caused by enemy action, nuclear disaster or accident, story, fire, flood, earthquake, explosion, or other cause, and resulting in the death, disability, or inability to convene or function, of a quorum of the members of the Board, any one (1) or more of the remaining Board Officers shall have the power to act in place and stead of such quorum, and to take such action he/she may judge necessary to carry on the functions of the Board during the period of emergency. Such action may include the appointment of new Board Officers,

who shall serve and hold office until the next monthly meeting or until a special meeting is called with proper notice to members for the election of Board Officers. During the emergency, all other requirements of these Bylaws as to quorum, notice, and place of Board Officer's meetings shall be waived.

SECTION2 – ASSUMPTION OF DUTIES: During the emergency, functions of any Officer of the corporation who has been killed or incapacitated shall be assumed by the Officer next in rank, in the following order: President, Vice President, Secretary and Treasurer. New offices may be selected, or the accession officers may be ratified, at the next regular meeting of the Board, or at a special meeting called for that purpose.

#### ARTICLE X – AMENDMENT OF BYLAWS

SECTION 1 – These bylaws may be repealed, altered, or amended by a majority vote of the Board at any meeting or any special meeting called for that purpose, with the exception of Article VIII, Section 2, which cannot be repealed, altered, or amended as specified in the article. New bylaws become effective on their adoption date and supersede all previous bylaws.

Accepted this 7<sup>th</sup> day of July, 2016

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Pamela Brasil - President

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Steven Wildes – Vice President

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Maureen Tompkins - Treasurer

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Haley Smith – Interim Secretary