

BY-LAWS

Valley River Humane Society

Adopted July 1, 1969

Revised July 1, 2017

Article 1 – Name, Mission and Purpose

Section 1 Name: The name of this society shall be the VALLEY RIVER HUMANE SOCIETY, INCORPORATED, a non-profit corporation, herein referred to as VRHS.

Section 2 Mission: The mission of the Valley River Humane Society is to foster a healthy relationship between humans and all living creatures, prevent animal cruelty and suffering, find quality homes for abandoned pets, and educate all ages about animal needs and the value of responsible pet ownership.

Section 3 Purpose: The purpose of VRHS shall be as follows:

- A. To reduce the number of homeless animals by the promotion of spay and neutering, and by the adoption of homeless animals into safe homes.
- B. To establish and maintain a shelter for the humane care of homeless, stray, unwanted, and helpless animals. This mission requires the acceptance at the shelter of all canine and feline animals from the counties we serve without charge to the public, except for contractual agreements with the county and/or municipal governments. Donations may be requested at time of surrender, but are not required.
- C. To provide humane and painless euthanasia when it is impossible to find the original owners or new homes for surrendered animals. Immediate humane action will be justified for critical injuries or severe illness.
- D. To cooperate with such national, state, and local agencies as may be legally charged with the responsibility of providing for the welfare of the animals, and providing effective means for the prevention of cruelty to all animal life, whether domestic, wild, exotic or otherwise, in the counties that have contracts with VRHS in North Carolina.
- E. To distribute educational literature and other information on the care and protection of animals.
- F. To empower the Board of Directors to acquire, lease, rent, purchase, own, operate, encumber, sell, and convey real or personal property for the use of the Corporation, or for the purpose of obtaining income from any accumulated funds as may be necessary for the purposes of the Corporation to the extent permitted by law and with the approval of membership.
- G. To do and perform such matters as are allowed by law for a tax exempt corporation, as may be reasonable convenient or necessary, to attain the objectives and ends for which the Corporation was

organized as provided herein, provided that no part of Corporation funds shall be used to benefit any member of the Corporation.

H. To prohibit the use and/or sale of animals for vivisection purposes or laboratory use.

I. The preceding obligations may not be modified without a majority vote of members present at a properly advertised meeting.

ARTICLE II – Membership

Section 1 Members: Any person, household entity, or agency interested in the objectives and purposes for which VRHS has been incorporated may become a member upon initial annual payment of membership dues. Animal research organizations will not be allowed membership. The Board of Directors may deny a membership by a majority vote of its directors at a regularly scheduled or special meeting of the Board of Directors. Reasons for denial will be based on conduct injurious of VRHS which may include, but not be limited to disruptive behavior, dishonest or libelous accusations, and/or intentionally divisive actions. Applicants, whose membership is denied, will receive written notification within ten (10) calendar days to appeal the decision to the Board of Directors.

Section 2 Dues: The Board of Directors may change the amount of dues by a majority vote of its members.

Section 3 Members in Good Standing: A member of VRHS shall be deemed in good standing if his or her membership is not delinquent and is not otherwise terminated, cancelled, or in default as of the date the question of good standing is examined.

Section 4 Disciplinary Action: Any member or members of VRHS guilty, in the judgment of the Board of Directors, of conduct injurious to VRHS or to any member(s) thereof, may have his/her membership in VRHS revoked by a two-thirds vote of the duly elected Board of Directors. "Injurious Conduct" may include, but not be limited to disruptive behavior, dishonest, or libelous accusations, and/or intentionally divisive actions. Prior to taking disciplinary action the member concerned will be given written notice of the action under consideration, and the reasons for it. The member will have ten (10) calendar days to reply in writing. No disciplinary action will be taken unless an appeals process is in place made known to the person against whom the action is to be taken. Any disciplinary action must be in compliance with General Statutes of North Carolina 55A-6-31. Appeals may be made to the Board of Directors.

Section 5 Membership Chairperson: The Membership Chairperson shall formulate and develop policies for solicitation of membership dues from persons and agencies and insure that members with expiring memberships are notified for renewal. The chairperson, or another board designated person, shall send

thank you cards or E-mails to all donors at an appropriate time period. The membership chairperson may be a board member or a VRHS member in good standing. The membership list and other pertinent information shall be given to the succeeding membership chairperson.

ARTICLE III – Finances

Section 1 Contributions: VRHS may receive voluntary contributions in support of its programs of work and activities, and for special purposes. Any monies designated for a special purpose shall be reported in financial records in separate accounts as restricted funds. Such funds may not be used for any purpose other than designated. If monies in a restricted fund are no longer feasible for the designated purpose, the funds may be moved to another fund with the approval of the donors, if available, and a majority of the voting members at a regularly scheduled meeting with proper notice.

Section 2 Reports: A financial report of income and disbursements shall be made at each meeting.

Section 3 Fiscal Year: The fiscal year end of this corporation shall be June 30.

Section 4 Audit: The books of VRHS shall be reviewed by an internal audit committee consisting of volunteers not associated with VRHS at the end of the fiscal year, and a report will be given to the Board of Directors and the general membership. A certified audit or review by a certified public accounting firm may be done if deemed necessary.

ARTICLE IV – Meetings

Section 1 General Membership: A meeting of the general membership shall be held annually with the President presiding, and shall be held in conjunction with the last regular meeting of the fiscal year, for the purpose of electing officers and directors for the next fiscal year, and to act on such matters consistent with the notice of meeting requirements. New members to VRHS, joining less than two (2) weeks prior to the annual meeting, will not gain voting rights until after the close of the annual meeting. Special meetings of the general membership may be called by the President, or by two-thirds vote of the members of the Board of Directors, or by the secretary upon request in writing signed by one-fourth of the members. Special meetings will be held within thirty (30) calendar days of the date the 1st member signs a request for said special meeting.

Section 2 Board of Directors:

1) Regular meetings of the Board of Directors and members shall be held quarterly on a date determined by the Board. Notice and location of the next regularly scheduled meeting shall be given at every regularly scheduled or special meeting, posted at VRHS facilities and published in the VRHS newsletter and local media.

2) Special meetings of the Board of Directors may be called by the President, or by approval of 2/3 of the directors of the Board. Notice must be given to all Board members at least 5 days prior to such meeting.

3) All directors participating in a regular or special meeting or conducting the meeting through the use of any means of communication, by which all directors participating may simultaneously hear each other during the meeting, may be deemed to be present, in person, at that meeting. In extreme circumstances, a vote may be taken by electronic communication without a meeting, if the action is taken by all members of the Board. An action taken by such meeting will be re-affirmed at the next regular meeting of the Board, and included in the minutes.

4) Proxy Voting by Board Members: In the event a board member cannot attend a meeting where VRHS matters will be decided, said board member may give another board member the authority to proxy vote on any or all matters specified by the absentee member. The absentee member must notify the VRHS President and Secretary in writing or by electronic means (email, text message, etc.) prior to the vote.

Section 3 Notice: Notice of membership meetings of VRHS shall be deemed to have been duly given if notice, in writing, has been placed in the mail, postage prepaid, addressed to the last known address of the member, or if printed in the official publication of VRHS, or if placed in the local news media at least ten (10), but not more than 60 calendar days before the date of the meeting. When voting will be required, notice will be by U.S. Mail or e-mail. Notice shall include a summary or description of any matters that will be voted on.

Section 4 Voting: Voting members in good standing in VRHS shall be entitled to vote at any membership meeting. At such meetings, members must vote in person. Each member, as defined by Article II, Section I, shall have one vote. There will be no proxy or absentee voting. Voting shall be by ballot, unless the rule is waived by unanimous vote of the members present.

Section 5 Quorum: A quorum will be established by a majority vote of members present, assuming proper notice has been given, and excepting provisions of Article 1, Section 3(l), Article VII, Section 6, Article X.

ARTICLE V – Election of Officers and Directors

Section 1 Election of Officers and Directors: The nominations for officers and directors shall be made by a nominating committee. Each nomination shall include the corresponding position on the Board. The nominating committee shall present its slate of officers and directors at the general membership meeting no less than thirty(30) days prior to the annual membership meeting. Nominations from the floor will be accepted from any member in good standing at the general membership meeting. No nominations or write-ins will be considered at the annual membership meeting. The election shall be by ballot, unless the rule is waived by a unanimous vote of the members present. VRHS members attending

advertised and properly scheduled meetings will constitute a voting quorum. Positions are elected for two(2) year terms.

Section 2 Eligibility for election: To be eligible for election to the Board of Directors a member must be in good standing with VRHS. No employee or employee's relative of the shelter shall serve on the Board of Directors. The nominating committee will consider dedication to the mission of VRHS when selecting a slate of officers and board members.

Section 3 Assumption of Office: Officers and Directors of VRHS shall assume office at the first meeting of the Board of Directors following the beginning of the fiscal year for the transaction of business.

Section 4 Alternate Board Member: This VRHS member will be elected the same way as regular board members and is expected to attend all board meetings and regular membership meetings. The alternate may fill a vacant board position, but only if the position is permanently vacant. The alternate board member will not have voting rights, unless he/she filled a vacant board position. With membership approval, this position may be filled at a later date by the newly elected Board of Directors.

ARTICLE VI – Officers

Section 1 Numbers and Titles: There shall be four officers of VRHS, President, Vice President, Secretary, and Treasurer. Each officer shall have one vote on matters before the Board.

Section 2 President: The President shall be the chief Executive Officer of the Corporation. He or she shall preside at meetings of the Board and membership. He or she shall have general charge of VRHS, subject to the control of the Board of Directors.

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. Otherwise, he or she shall have such powers and perform such duties as may be assigned by the President or by the Board of Directors.

Section 4 Secretary: The Secretary shall record and preserve the minutes of the meeting for the membership and the Board of Directors. All actions of VRHS shall be recorded in a book or books to be kept for that purpose. The secretary shall have custody of the corporate seal, by-laws, records and general archives of VRHS, except as they may be placed in charge of others by approval of the board. The person (historian) designated to oversee the general archives shall keep a scrap book of VRHS events containing photographs, newspaper articles, public acknowledgements, letters of appreciation and any other pertinent information deemed appropriate, which pertains to the history of the society.

The historian may be a board member, or a VRHS member in good standing. The archives and any historical documents shall be given to the succeeding secretary or historian (archivist). The secretary shall give due notice of the date, time, and place of all regular, special and annual meetings and any VRHS events requiring media coverage. These responsibilities may be delegated to a board-approved public relations person, who will generate favorable opinion of VRHS while promoting the society's activities. The P.R. person may be a board member or a VRHS member in good standing. The secretary shall oversee any correspondence requiring written information concerning VRHS or delegate the responsibility to a board-approved person. (See correlating Publication Policy: Article IX Section 2)

Section 5 Treasurer: He or she shall keep or cause to be kept a full and accurate account of receipts and disbursements and deposit all money, checks, and other obligations to the credit of VRHS in such depository or depositories as may be designated by the Board of Directors. The Treasurer shall disburse or direct the disbursement of the funds of VRHS as ordered by the Board of Directors, making proper vouchers for such disbursements and shall render or direct to be rendered a statement of account and transactions whenever required by the Board of Directors.

The treasurer shall present a current financial statement at each annual meeting of VRHS, and generally perform all duties relevant to the position of Treasurer, subject to control of the Board of Directors. The complete set of financial statements and supporting documents shall be kept at the Animal Shelter for inspection in accordance with N.C.G.S., Chapter 55A, Article XL.

ARTICLE VII – Board of Directors

Section 1 Number: The board of Directors shall consist of nine members, four of them being officers.

Section 2 Term of Office: Terms for Officers and Directors are unlimited.

Section 3 Authority: The Board of Directors shall have control of and be responsible for the management of property and routine affairs of the Society and generally have power to do or require to be done anything deemed necessary or expedient for the promotion of its welfare. All records of VRHS shall be made available to members of the Board of Directors upon request.

Section 4 Board Approval: No board member (officer or director) shall singly have authority to make major decisions concerning the thrift shop, shelter, employees, volunteers or any other aspect of VRHS without approval from the majority of the Board of Directors.

Section 5 Responsibility: Each director shall voluntarily assume responsibility for coordination and supervision of one or more specific areas, for example: Fundraising, Finance, Public Relations, Membership, Animal Issues, Legislation, Education, Veterinary Services, etc.

Section 6 Vacancy: Should there be a vacancy on the Board of Directors through death, resignation, disqualification or otherwise, the remaining board members may elect a successor having the necessary qualifications to fill the vacancy.

Section 7 Quorum: A majority of members of the Board of Directors shall be present at a regular monthly or called meeting to constitute a quorum for the transaction of all business of this Society.

Section 8 Removal of Directors: Members of the Board of Directors may, by two-thirds vote of those present at properly scheduled meeting, remove any director appointed by them. The Board of Directors may not remove any director who was elected by the membership, except for non-attendance as provided in Article VII, Section 7. A member of the Board of Directors, elected by the membership, may be removed by a two-thirds vote of the members at a properly scheduled membership meeting.

Section 9 Failure to attend meetings: Should any member of the Board of Directors fail to attend three consecutive meetings or five meetings within a fiscal year, without an excuse accepted by the Board, his/her office will be considered vacant.

Section 10: Ineligibility: Spouses or relatives of board members will not serve on the Board of Directors at the same time. No spouse or relative of a paid employee may serve on the Board of Directors. No person may serve on the Board of Directors who stands to gain financially from any transaction.

ARTICLE VIII – Committees

Section 1 Nominating Committee: the Nominating Committee shall consist of at least three (3) members; two voting (non-director) members and one voting director, serving as chairperson. The Nominating Committee shall be appointed by the Board of Directors and shall be activated as needed. The Nominating Committee shall be responsible for presenting a slate of Officers and Directors at the annual meeting. This committee shall serve for one (1) year from date of appointment, and make recommendations for filling vacancies on the board.

Section 2 Finance Committee: A committee of five (5) persons, including the Treasurer of VRHS, as chairperson, shall be appointed by the Board of Directors to oversee all financial aspects of the VRHS, including but not limited to acquisitions and structure modifications or new construction. This committee shall serve for one (1) year from date of appointment.

Section 3 Animal shelter Committee: The shelter committee will consist of at least three people and chaired by a board member. This committee shall formulate and supervise the policies for operation and maintenance of the society's animal shelter. Shelter volunteers will be supervised by a volunteer coordinator, shelter manager or the shelter committee. The shelter will be operated per all applicable local, state and federal rules and regulations. Changes or additions to the shelter policies and procedures shall be made by a majority approval of the Board of Directors. The committee will not act in an authoritative capacity, but will monitor and observe shelter operations and report their findings to the Board of Directors.

Section 4 Thrift Shop Committee: VRHS will be responsible for the operation for the society's thrift shop. The board will appoint, or hire, a thrift shop manager and establish written guidelines for the hours and policies, including specifics for handling of funds. The thrift shop committee will consist of at least three people and chaired by a board member. Thrift shop volunteers will be supervised by daily team leaders, the manager or committee members. The thrift shop will be operated per all applicable local, state and federal rules and regulations. Changes or additions to the thrift shop policies and procedures shall be made by a majority approval of the Board of Directors.

Section 5 Humane Education Committee: This committee will consist of at least three people and chaired by a board member. They will be responsible for distributing educational material concerning the care and protection of animals and for performing duties such as classroom discussions stressing the importance of humane treatment of pets and endangered species.

Section 6 Fundraising Committee: This committee of three or more, and chaired by a board member, will be responsible for planning public events to garner funds for VRHS. They may seek opportunities to secure funds through auctions, yard sales, raffles, hot dog sales, bake sales, pet adoptions and other board approved activities. Matching funds from businesses and individuals should be considered. The Committee should consider placing doggy banks at local businesses and finding other ways to encourage individual contributions.

Section 7 Grants-in-Aid Committee: This committee of three or more and chaired by a board member, shall establish and obtain knowledge of financial resources that could provide financial aid to VRHS. All available local, regional and national funding opportunities shall be considered. The committee members must be qualified to determine which grants would be applicable to our situations and would further the mission and priorities of our society. Skilled grantsmanship and diligence will be required in acquiring grants-in-aid and providing requested progress reports.

Section 8 Advisory Committee: The advisory committee shall consist of three non-board VRHS members in good standing. This committee will be empowered to provide the Board of Directors with professional guidance, advice and insightful leadership concerning any specific action or involvement in VRHS.

Section 9 Other Committees: The Board of Directors may establish such other committees as may be deemed advisable in order to carry out the objectives of VRHS. Each committee shall report their findings to the Board of Directors for discussion and final approval of any transaction.

Section 10 President's role in regards to committees: The President may be a non-voting member of any committee except the Nominating Committee. He/she shall not participate in the Nominating Committee in any way. Furthermore, the President may only observe and offer advice to other committees and must not influence their decisions or participate in their voting process.

Section 11 Removal of Committee Members: the Board of Directors may, by two-thirds vote of those present at a properly scheduled meeting, remove and replace any committee member serving on any committee.

ARTICLE IX – General Provisions

Section 1 Order of Business: the order of business at all meetings, so far as possible, shall follow Roberts Rules of Order.

Section 2 Publication Policy: Material that is published or broadcast by any member should not include the name or implied approval of the Valley River Humane Society, unless the material has had the prior approval of the Board of Directors, or unless that person is an officer or committee chair, and the material has a bearing on the specific duties of the office or the committee. Infractions shall be dealt with in accordance with Article II, Section 4.

Section 3 Remuneration: Officers and members of the Board of Directors of VRHS shall serve without remuneration, but may be reimbursed at the discretion of the Board of Directors for necessary expenses of travel and subsistence when in service to VRHS under specific direction of the Board of Directors.

Section 4 The Shelter Manager will report to the President, or in his or her absence, the Vice-President or designee.

Section 5 Routine matters: Routine matters related to the administration of VRHS and the Corporation are to be decided upon by the Board of Directors. All other matters are controlled by the voting membership, and these matters include, but are not limited to, revision or amendment to the Articles of Incorporation or By-laws, dissolution, changes in the fundamental policies or purposes of the

organization, and expenditures, acquisitions, or disposition of assets with a total value equal to or greater than \$5,000. Approval of expenditures, acquisitions, or disposition of assets with a total value equal to or greater than \$5,000, and recommended by the Finance Committee, must be by a majority vote of the members present at any scheduled meeting, providing proper notice has been given. Revisions or amendments to the Articles of Incorporation or bylaws, dissolution, changes in fundamental policies or purposes of the organization must be by a majority vote of the membership present and proper notice of the meeting given.

Section 6 Expenditures, acquisitions, or dispositions: Expenditures, acquisitions or disposition of assets in excess of \$2,500.00, with the exception of amounts paid to employees and vendors in the regular course of business, must be researched and proposed by the Finance Committee, approved by the Board of Directors, then approved by a majority of the members present at any scheduled meeting, provided proper notice of the meeting has been given. For Section of this Article only, proper notice of the meeting may be given via VRHS or announced at a preceding meeting.

Section 7 Employment: VRHS Board of Directors will not employ any individual with any convicted criminal activity on record. This matter should be cleared through the Clerk of Court's office. Relatives of the board or staff will not be hired in any capacity without approval of the Board of Directors.

Section 8 General Statutes of North Carolina: Any matter set forth in these by-laws contrary to provisions of Chapter 55A of the General Statutes of North Carolina is deemed null and void. Notice is further directed to the fact that any matter referred to in these by-laws may be covered by appropriate provision in Chapter 55A of the General Statutes of North Carolina, which shall be considered a portion of these by-laws and is controlling on the Corporation by operation of law.

Section 9 Mail: All mail sent to the society's post office address will be picked up at least twice weekly by the society's Treasurer or by a board designated person. This person will notify the appropriate person of mail intended for him/her.

ARTICLE X – Amendment of By-Laws

These by-laws may be amended or repealed by a two-thirds vote of the Board of Directors at any regular meeting of the Board of Directors, provided Board members have had thirty (30) days to review the proposed changes. After Board approval, all revisions to the by-laws must be approved by a majority vote of the members present at a properly advertised meeting. 13 Changes to the by-laws must be presented to the membership at least thirty (30), but no more than sixty (60) days prior to being voted on.

ARTICLE XI – Indemnification

This Corporation shall indemnify a director or officer of the Corporation as provided by N.C.G.S. 55A-8-51.

ARTICLE XII – Immunity

It is the public policy of the State of North Carolina to enable Non-profit corporations to attract and maintain responsible, qualified directors and officers. Any person serving as a director or officer of a nonprofit corporation shall be immune from civil liability for monetary damages, for any act, or failure to act, arising out of this service, and is not, personally liable for the acts, debts, liabilities, or obligations of the corporation, providing he or she acts in good faith, with the care an ordinarily prudent person in a like position would exercise under similar circumstances, and in a manner the director reasonably believes to be in the best interests of the corporation.

ARTICLE XIII – History

The humane society was incorporated July 1, 1969 as a non-profit corporation with the name Cherokee Humane Society. This action was witnessed by incorporators Margaret Schroeder, P.J. Henn, and Eleanor Travis. In 1994 the society acquired contracts with Cherokee, Clay and Graham counties, and the name was changed to Tri-County Humane Society, Inc. In 1998 a new shelter was built in a different location and the name was amended to Valley River Humane Society, Inc. on April 21, 1998.