

BY-LAWS

Valley River Humane Society

Adopted July 1, 1969

Revised July 1, 2017

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ARTICLE I - Name, Mission and Purpose

Section 1 Name: The name of this society shall be the VALLEY RIVER HUMANE SOCIETY, INC, 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 to engage in any lawful activity including but not limited to the following:

- 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, and unwanted animals. This mission strives to accept 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. 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 dogs and cats 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 reasonably 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.

I. The preceding obligations may not be modified without a 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 to VRHS which may include, but not be limited to disruptive behavior, dishonest or libelous accusations, and/or intentionally divisive actions.

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

Section 3 Members in Good Standing: A member of VRHS shall be deemed in good standing if his or her annual membership is not delinquent and is not otherwise terminated, canceled, 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 General Statutes Chapter 55A-6-31. Appeals may be made to the Board of Directors.

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 Board of Directors.

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

Section 3 Fiscal Year: The fiscal year runs from July 1st to June June 30th.

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. 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.

Section 2 Board of Directors:

- 1) Regular meetings of the Board of Directors shall be held at least quarterly on a date determined by the Board. Membership meetings shall be held annually. Notice and location of the regularly scheduled annual meeting shall be posted via electronic and print 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) A quorum of the Board of Directors shall consist of $\frac{2}{3}$ of the current Board.
- 4) 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. A vote may be taken by electronic communication without a meeting. An action taken by such a communication will be reaffirmed at the next regular meeting of the Board, and included in the minutes.
- 5) 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 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 accepting provisions of Article 1, Section 3(I), Article VII, Section 6, Article X.

ARTICLE V - Election of Officers and Directors

Section 1 Election of Officers: The nominations for officers shall be made by a nominating committee. The nominating committee shall present its slate of officers at the general membership meeting no less than thirty (30) days prior to the annual 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. 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 shall serve on the Board of Directors. The nominating committee will consider dedication to the mission of VRHS when selecting a slate of officers.

Section 3 Assumption of Office: Officers elected at the annual membership meeting shall assume office on July 1 of the new fiscal year.

ARTICLE VI - Officers

Section 1 Numbers and Titles: There shall be five officers of VRHS: President, Past President, Vice President, Secretary, and Treasurer.

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 Past-President: The Past President shall serve in an advisory position for one year following completion of their Presidential term. The Past President does not have voting privileges.

Section 4 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 5 Secretary: The Secretary shall record and preserve the minutes of the board and annual meetings 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 archives and any historical documents shall be given to the succeeding secretary. 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 6 Treasurer: He or she shall keep or cause to be kept a full and accurate account of receipts and disbursements. The deposit of money, checks, and other obligations to the credit of VRHS 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 XVI. The processing of tax records may be completed by the Treasurer or by a tax consultant, at the discretion of the Treasurer.

ARTICLE VII - Board of Directors

Section 1 Number: The Board of Directors shall consist of five officers and additional Directors at Large to meet the needs of the organization.

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

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 store, 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. These may include, but are not limited to, Fundraising, Grant Writing, Communications, Membership, Compliance, Education, and Volunteers.

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 Removal of Directors: Members of the Board of Directors may, by two thirds vote of those present at a scheduled Board of Director meeting, remove any Officer or Director appointed by them. Reasons for removal include, but are not limited to, failure to attend a majority of scheduled board meetings three consecutive meetings or five meetings in a fiscal year), injurious conduct or similar (Article II, Section 3).

Section 8: Ineligibility: 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 two (2) members, one of which is a Director at Large. 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 at the annual meeting.

Section 2 Fundraising Committee: This committee will be chaired by a board member. They will be responsible for planning public events to garner funds for VRHS.

Section 3 Grants Committee: This committee will be chaired by a board member. They should 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.

Section 4 Volunteer Committee: This committee will be chaired by a board member. They will be responsible for recruiting, retaining, and data management of volunteers who serve at the shelter, the thrift store, and at community events.

Section 5 Membership Committee: This committee will be chaired by a board member. The committee shall formulate and develop policies for solicitation of membership dues from persons and agencies and ensure that members with expiring memberships are notified for renewal. The Chairperson, or membership committee member, shall acknowledge all donors. The membership list and other pertinent information shall be given to the succeeding Membership Chairperson.

Section 6 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 7 President's role in regards to committees: The President may be a nonvoting 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 8 Removal of Committee Members: The Board of Directors may, by two-thirds vote of those present at a Board of Directors scheduled meeting, remove and replace any committee member serving on any committee.

ARTICLE IX - POLICIES

Section 1 Order of Business: The order of business at all meetings, so far as possible, shall follow Robert's 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 incurred on behalf of VRHS under specific direction of the Board of Directors.

Section 4 Shelter Manager: The Shelter Manager will report to the President, or in his or her absence, the Vice-President or designee. The Shelter Manager will submit regular reports of shelter operations and data at the Board of Directors meetings.

Section 5 Thrift Store: VRHS will be responsible for the operation of the society's thrift store. The board is responsible for hiring a thrift store manager, who will establish written guidelines for the hours and policies, including specifics for handling of deposits. The Shelter Manager will report to the President, or in his or her absence, the Vice-President or designee. Thrift store volunteers will be supervised by daily team leaders, or the manager. The thrift store will be operated per all applicable local, state and federal rules and regulations. Changes or additions to the thrift store policies and procedures shall be made by a majority approval of the Board of Directors. The thrift store manager shall attend Board of Director meetings.

Section 6 Routine matters: Routine matters related to the administration of VRHS 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. 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 7 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 to the Board of Directors and voted upon.

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 bylaws and is controlling the Corporation by operation of law.

ARTICLE X - Amendment Of By-Laws

These by-laws may be amended by a two-thirds vote of the Board of Directors at any regular meeting of the Board of Directors. 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. 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.