

POPE MEMORIAL HUMANE SOCIETY

BYLAWS



Thomaston, Maine

Approved by the
Board of Directors
December 7, 2017

ARTICLE I GENERAL

Section 1.

Name

The name of this corporation is The Pope Memorial Humane Society of Knox County.

Section 2.

Principle and Business Offices

The principle and business offices of the Corporation are located on Buttermilk Lane in Thomaston, Maine.

Section 3.

Registered Office

The registered office of the Corporation is at P.O. Box 1294, Rockland, Maine, 04841. The address of the registered office may be changed by the Board of Directors or by the registered agent.

Section 4.

Registered Agent

The Registered Agent of the Corporation shall be the Acting Attorney of the Corporation as approved by the Board of Directors.

ARTICLE II PURPOSES

Section 1.

General Purposes & Mission

The Pope Memorial Humane Society of Knox County is devoted to caring for and placing unwanted and abandoned animals in loving homes; promoting responsible pet ownership and humane treatment of all animals.

Section 2.

Tax-Exempt Status

It is intended that the Corporation shall have and continue to have the status of a corporation (a) which is exempt from Federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or successor provisions of Federal tax law (the "Internal Revenue Code") (b) contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code, and consequently which is other than a private foundation as defined in Section 509 of the Internal Revenue Code. The Articles of Incorporation and these Bylaws shall be construed accordingly and all powers and activities shall be limited accordingly.

Section 3.

Prohibition of the Inurement of Assets and Income to Private Persons

All the assets and income of the Corporation shall be used exclusively for its charitable and educational purposes, and no part thereof shall inure to the benefit of any private individual provided, however, that nothing contained herein shall be construed to prevent the payment by the Corporation of expenses to Officers and of salaries, wages and expenses to employees of the Corporation. Upon dissolution of the Corporation and after payment of just debts and liabilities, all remaining assets shall be distributed to organizations enjoying an exempt status under Section 501(c)(3) of the Internal Revenue Code.

ARTICLE III BOARD OF DIRECTORS

Section 1.

Duties and Powers

The Board of Directors shall manage the business and affairs of the Corporation. The Board of Directors shall manage the activities of the Corporation in a manner consistent and in compliance with the purposes, objectives and philosophy of the Pope Memorial Humane Society of Knox County and these Bylaws and as otherwise required by law. The Board of Directors may delegate any part of such power to any officer or to any Committee of the Board of Directors. The Board of Directors shall retain the right to rescind any such delegations. The Board's powers shall include but not be limited to the following powers and duties:

- The formulation and development of policies of the Corporation for purpose of accomplishing the purposes and objectives of the Corporation.
- The election of officers of the Corporation in accord with the procedures set forth herein.
- The development and approval of such budgets and reports, including an annual operating and capital budget, as may be necessary or appropriate.
- The formulation and approval of amendments to the Bylaws of the Corporation, as necessary and appropriate.
- The removal of officers from office with or without cause.
- The making, adopting, and modifying as necessary and appropriate from time to time of rules and regulations governing the activities and programs of the Pope Memorial Humane Society of Knox County.
- To fill any vacancy, regardless of cause, on the Board of Directors of the Corporation for the unexpired term.

The foregoing list shall not be deemed to limit any authority granted by law to the Board of Directors not otherwise restricted in these Bylaws.

Section 2.

Number of Directors

The number of members of the Board of Directors of the Corporation shall be not less than five (5) nor more than fifteen (15).

Section 3.

Qualifications

Directors shall have individually, as basic qualifications, intelligence, integrity, competence, good moral character, an interest in and knowledge of the operations of the Animal Care Facility and a willingness and availability to serve this Corporation and its purposes, objectives and philosophy. Directors shall be members of the Corporation. No employee on the payroll of the Corporation shall be eligible for election as Director. The Executive Director of the Animal Care Facility shall serve as an ex-officio member.

Section 4.

Tenure

Directors shall hold office for terms of three (3) years. The terms of the Directors should be staggered so that, to the extent possible, an equal number of Directors will be elected each year. After serving three (3) consecutive terms, a director will not be eligible for re-election to the Board of Directors until one (1) full year has passed.

Section 5.

Election

The Directors of the corporation shall have the ultimate responsibility of approving the recommendation of the Board Development Committee, however only nominees approved by the Board Development Committee through the nomination process set out in the Nomination and Appointment Policy shall be eligible for election.

The Directors of the Corporation shall be elected by a majority vote of the Board of Directors of the Corporation present in person or by absentee at the annual meeting of the Corporation or at any special meeting of the Corporation called for that purpose. The Board of Directors shall ascertain that each candidate on the list has agreed to serve if elected and abide by all the provisions of these Bylaws and to accept the responsibilities of a Board member as defined in the Board Package. The list of candidates shall be made available to and sent to all Directors at least thirty (30) days prior to the meeting at which Directors are elected. In the event that one or more recommended candidates are not elected, the board shall determine an appropriate process to bring new candidates forward for election.

Section 6.

Resignation and Removal

A director may resign at any time by submitting a written resignation to the President of the Board of Directors. Any director may be removed, with or without cause from the Board at any time by a majority vote of the Board of Directors.

Section 7.

Vacancies

Vacancies on the Board of Directors may be filled from the time of the vacancy until the holding of the next meeting of the Board of Directors by the affirmative vote of a majority of the remaining Directors. Any partial term served by a Director shall not count toward the limitations set forth in Article IV,

ARTICLE IV MEMBERSHIP OF THE CORPORATION

Section 1.

Membership

The membership of the Corporation forms a corporate body that supports the Animal Care Facility structure as a non-profit corporation. Any person may become a member of this Corporation by submission of an annual membership fee (to be determined by the Board of Directors).

Section 2.

Resignation and Removal of Members

Members shall cease to be members of this Corporation upon failure to submit the required annual membership fee or at such time as a request to be removed from the membership is submitted. A member of the Corporation whose actions or activities are in conflict with the Bylaws or are detrimental to the Corporation, to the Board of Directors or to the stated purposes of the Corporation, in the opinion of the Board of Directors, may be removed from membership upon the affirmative vote of a majority of the Board of Directors.

Section 3.

Meetings of the Corporation

The annual meeting, for the purpose of receiving the annual report of the corporation, shall be held during the month of May of each year, at such time and location as set forth in the notice of the meeting.

ARTICLE V BOARD OF DIRECTORS – MEETINGS

Section 1.

Annual Meetings of the Board of Directors

The annual meeting of the Board of Directors for the election of officers shall occur at the next regularly scheduled meeting of the Board of Directors following the annual meeting of the Corporation.

Section 2.

Regular Meetings

Regular meetings of the Board of Directors shall be held no less than four times per year. The Board of Directors shall select the date, time and place for all meetings.

Special Meetings

Special meetings of the Board of Directors shall be held at the request of a Board member. All Board members must be notified of the meeting time, date and purpose at least one week prior to the meeting date. Attendance shall be limited to those designated as members of the Board. Each Board member may submit one (1) vote, either in person or by absentee vote. No business, outside of the stated purpose, shall be conducted at special meetings of the Board of Directors.

Executive Session

The Board may adjourn to executive session for discussion of confidential matters upon motion and vote of directors present. Such sessions are open only to directors and those who may be invited to attend.

Section 3.

Quorum

A majority of the elected and qualified Directors then in office shall constitute a quorum for the transaction of business at any meeting of the Board of Directors.

Section 4.

Voting

Each director shall be entitled to cast one (1) vote on each matter submitted to a vote at any regular meeting of the Board of Directors.

Section 5.

Conduct of Meetings

The President of the Board of Directors or, in his or her absence, the Vice President of the Board of Directors or, in his or her absence, the Secretary of the Board of Directors, or in his or her absence, the Treasurer of the Board of Directors shall call meetings of the Board of Directors to order and shall act as the chair of the meeting.

Section 6.

Attendance

Directors are expected to attend all meetings of the Board of Directors and of any committees on which they serve, unless excused by the President of the Board of Directors or committee chair for good cause. Unexcused absences from two or more consecutive meetings of the board of Directors may constitute grounds for the removal from the Board of Directors by a majority vote of the Board of Directors.

ARTICLE VI BOARD OF DIRECTORS – OFFICERS

Section 1.

Number, Designation and Tenure

The officers of the Corporation shall be the President of the Board of Directors, the Vice President, the Secretary, and the Treasurer, each of whom shall be elected by the Board of Directors. Terms of office shall be for one year. An officer may be elected to succeed himself/herself. An officer, as determined by vote of the majority of the Board of Directors, may temporarily conduct the duties of more than one, but not more than two, official duties of the Corporation.

Section 2.

Resignation, Removal and Vacancies

An officer may resign at any time by submitting a written resignation to the Board of Directors. Any officer may be removed by a majority vote of the Board of Directors whenever in its judgment the best interest of the Corporation shall be served. A vacancy in any office of the Corporation because of death,

resignation, removal or otherwise shall be filled by the Board of Directors for the unexpired portion of the term by the affirmative vote of a majority of directors.

Section 3.

Duties

President of the Board of Directors: The President of the Board of Directors shall be the Chairperson of the Corporation and the governing body, and shall preside at all meetings of the membership of the Corporation and the Board of Directors and shall be a voting member of all committees. In general, the President of the Board shall perform all duties incident to the office of the chairperson of a corporation and such other duties as may be prescribed by the Board of Directors from time to time.

Vice President: The Vice President shall, in the absence of the President, exercise the powers and perform the duties of the President.

Secretary: The Secretary shall supervise the keeping of a full and complete record of the proceedings of the Board of Directors and its committees, shall supervise the giving of such notices as may be proper or necessary, shall supervise the keeping of the minute books of this corporation, and shall have such powers and duties as may be prescribed by the Board or these Bylaws.

Treasurer: The Treasurer shall be the chief financial officer of this corporation, shall supervise the charge and custody of all funds of this corporation, chair the finance committee, assist in the preparation of the budget and shall make a report and accounting at each board meeting and shall have such other powers and duties as may be prescribed by the Board or these Bylaws.

ARTICLE VII COMMITTEES OF THE BOARD OF DIRECTORS

Section 1.

Standing Committees

The Board of Directors shall be organized into four (4) standing committees: an executive committee, a board development committee, a finance committee and a facilities and grounds committee.

Executive Committee: The Executive Committee shall consist of the President, Vice President, Treasurer and Secretary of the Board. This committee oversees operations of the board; acting on behalf of the board during on-demand activities that may occur between meetings. These acts are later presented for full board review.

Board Development Committee: The Board Development Committee at minimum shall consist of the President and Executive Director. This committee ensures effective board processes, structures and roles, retreat planning, committee development, and board evaluation. Identifies needed board member skills, suggests potential members and orients and trains new members.

Finance Committee: The Finance Committee at minimum shall consist of the President, Treasurer and Executive Director. The Finance This committee oversees development of the budget; ensures accurate tracking, monitoring, and accountability for funds; ensures adequate financial controls.

Facilities and Grounds Committee: The Facilities and Grounds Committee at minimum shall consist of one Board member, the Executive Director and the Shelter Manager. This committee shall assess all facilities and grounds requirements and report recommendations to the Board at regular meetings.

Section 4.

Special Committees

The Board of Directors may appoint, from time to time, such special committees as may be necessary to carry out the purposes of the Corporation. The purposes, authority and tenure of such committee shall be set forth in the action creating the committee.

ARTICLE VIII ADMINISTRATION

Section 1.

Executive Director

The Board of Directors shall select and employ a competent and qualified Executive Director who shall be its direct representative in the management of the Animal Care Facility.

ARTICLE IX CONTRACTS, LOANS, CHECKS AND DEPOSITS

Section 1.

Contracts

The Board of Directors may authorize any officer, officer's agent or agents to enter into any contract or to execute or deliver any instrument in the name of and on behalf of the Corporation, and such authorization may be general or confined to specific instances.

Section 2.

Loans

No indebtedness for borrowed money shall be contracted on behalf of the Corporation and no evidence of such indebtedness shall be issued in its name unless authorized by or under the authority of a resolution of the Board of Directors.

Section 3.

Checks, Drafts, Etc.

All checks, drafts or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of the Corporation shall be signed by such officer, officers, agent or agents of the Corporation and in such manner as shall from time to time be determined by or under the authority of a resolution of the Board of Directors.

Section 4.

Deposits

All funds of the Corporation not otherwise employed shall be deposited from time to time to the credit of the Corporation in such banks, trust companies or other depositories as may be selected by or under the authority of a resolution of the Board of Directors.

ARTICLE XI GENERAL PROVISIONS

Section 1.

Fiscal Year

The fiscal year of the Corporation shall end on the 31st day of December of each year.

ARTICLE XII AMENDMENTS

These Bylaws may be amended, added to or generally revised at any meeting of the Board of Directors provided notice of the proposed revision or change has been given in a call for the Board of Directors meeting and sent to all Directors. Amendments to these Bylaws must be made by a majority vote of the Board of Directors.

The Articles of Incorporation as filed with the State of Maine may be amended at any meeting of the Board of Directors provide that notice of the proposed amendment to the Articles has been given in a call for the Board of Directors meeting and sent to all Directors. Amendment of the Articles of Incorporation must be made by a majority vote of all the Board of Directors.