

Spencer County  
Humane Society

Corp  
(Non-Profit)

By-laws

Date of formation 10/9/2023

## **Article I:**

### **Name and Purpose**

#### **Section 1: Name**

The name of this organization shall be the "Spencer County Humane Society Corp" hereinafter referred to as the "Society."

#### **Section 2: Purpose**

The purpose of the Society shall be to promote the welfare and humane treatment of animals within Spencer County, Kentucky, and to educate the community about responsible pet ownership, animal welfare, and related matters.

## Article II:

### General Membership

#### Section 1: Eligibility

Membership in the Society shall be open to all individuals who support the mission and objectives of the Society and who meet the membership criteria as outlined in the membership guidelines. Membership requires a \$50 fee (donation).

#### Section 2: Rights and Privileges

General Members shall have the right to attend and participate in general meetings, receive communications, and exercise voting privileges on matters requiring a membership vote. (Membership votes are listed in such when the Board of Directors vote is deadlocked or majority of directors request membership vote)

#### Section 3: Membership Guidelines

**Residency:** Membership is open to individuals who reside within our designated community area. Proof of residency, such as a valid address or utility bill, is required during the membership application process.

**Good Standing within the Community:** Prospective members should exhibit good standing within the community, which includes a demonstrated commitment to positive and respectful engagement with fellow community members. This involves adhering to local laws and regulations and engaging in activities that contribute positively to the well-being of the community.

**Minimum of 50 Hours of Volunteer Service within a 12-Month Period:** To maintain membership in good standing, members are required to contribute a minimum of 50 hours of volunteer service within a rolling 12-month period. This commitment ensures that our community continues to thrive and grow through the dedication and effort of its members.

**Membership Fee:** An annual membership fee of \$50.00 is required to support our organization's operations, events, and community initiatives. This fee helps us cover administrative costs and ensures that our members have access to valuable resources and opportunities. (Active voting is 30 days after membership fee has been paid)

## Article III:

### Board of Directors

#### Section 1: Composition

The governing body of the Society shall be the Board of Directors, which shall consist of 5 members, elected from the general membership of the Society. President, Vice President, Secretary, Treasurer and Executive Director. A maximum of five (5) board directors with a minimum of 3 shall be elected to the board at any one time.

#### Section 2: Responsibilities

The Board of Directors shall have the responsibility to oversee the mission of the society, and ensure the fulfillment of the organization's mission.

#### Section 3: Guidelines

**Residency:** Membership is open to individuals who reside within our designated community area. Proof of residency, such as a valid address or utility bill, is required during the membership application process.

**Good Standing within the Community:** Prospective members should exhibit good standing within the community, which includes a demonstrated commitment to positive and respectful engagement with fellow community members. This involves adhering to local laws and regulations and engaging in activities that contribute positively to the well-being of the community.

**Minimum of 50 Hours of Volunteer Service within a 12-Month Period:** To maintain a good board of directors standing, all directors are required to contribute a minimum of 50 hours of volunteer service within a rolling 12-month period. This commitment ensures that our community continues to thrive and grow through the dedication and effort of its members.

**Membership Fee:** An annual membership fee of \$50.00 is required to support our organization's operations, events, and community initiatives. This fee helps us cover administrative costs and ensures that our members have access to valuable resources and opportunities.

## Article IV:

### Board of Directors Terms/Duties/Details

#### Section 1: Terms.

The officers of the Society shall consist of a President, Vice President, Secretary, Treasurer and Executive Director. These officers shall be elected from within the Board of Directors. Each officer will serve a one year term in which a review of services and duties will be evaluated, at this time election can take place if replacement is in order. Voting will take place by all active members (both directors and general members on-site)

#### Section 2: Duties of Board Directors

- **President:** The President shall preside over board meetings, represent the Society in official capacities, and provide leadership in achieving the organization's goals.
- **Vice President:** The Vice President shall assume the duties of the President in their absence, assist in various tasks, and support the President's initiatives.
- **Secretary:** The Secretary shall maintain accurate records of board meetings, handle official correspondence with the public (thank you letters, In memory of letters and condolence letters), and ensure compliance with record-keeping requirements.
- **Treasurer:** The Treasurer shall oversee financial matters, maintain financial records, prepare budgets, and provide financial reports to the board.
- **Executive Director:** The Executive Director manages the organization's daily activities and directs the nonprofit to achieve its mission and vision.

#### Section 3: Details of Authority

- **Advisory and Decision-Making:**

The Board of Directors is responsible for providing guidance, leadership, and strategic direction to the Spencer County Humane Society. They shall make informed decisions concerning the organization's mission, policies, and financial matters, in accordance with their fiduciary duties

- **No Authority Over Volunteers or Employees:**

It is explicitly stated that no member of the Board of Directors, regardless of their position or title, has the authority to exert control or undue influence over any volunteer or employee in their daily duties. Volunteers and employees shall report to designated supervisors or department heads as determined by the organization's structure

- **Reporting Structure:**

The Spencer County Humane Society shall establish a clear reporting structure for volunteers and employees to ensure effective communication and accountability. This structure shall be outlined in the organization's policies and procedures, and all members, including Board Directors, are expected to abide by it.

- **Board Directors' Involvement:**

While Board Directors may be involved in specific projects or initiatives, their participation should be in an advisory capacity, promoting collaboration rather than control. Any concerns or disputes shall be resolved through established channels, such as discussions with supervisors or the Executive Director.

## **Article V:**

### **Meetings**

#### **Section 1: General Meetings**

General meetings of the Society shall be held quarterly and shall be open to all members. These meetings shall provide a forum for discussing Society matters and receiving updates. Public is invited to attend to voice concerns or ideas.

#### **Section 2: Board of Director Meetings**

To ensure comprehensive review and informed decision-making, the board convenes once a quarter. These meetings are closed doors (only members of the Board of Directors) to ensure confidentiality while going over clients information. During these regular meetings, board members meticulously examine the intricate details of the organization's operations, programs, and financial matters. This scheduled review allows for a thorough assessment of ongoing initiatives, the tracking of progress toward established goals, and the identification of potential areas for improvement. By meeting quarterly, the board ensures that the organization remains aligned with its mission, adaptable to changing circumstances, and consistently responsive to the needs of the community it serves.

A quorum shall be required to conduct official business. (3 of 5)

## Article VI:

### Committees

#### Section 1: Committees

The Board of Directors may establish committees as needed to address specific areas such as fundraising, animal care, education, and events. Committee members may include board members and non-board members. Examples of committees:

**Animal Rescue and Adoption Committee:** This committee focuses on the rescue, care, and adoption of animals in need, ensuring their well-being and placement into loving homes.

**Education and Outreach Committee:** Responsible for educating the community about responsible pet ownership, animal welfare issues, and organizing outreach programs, workshops, and events.

**Fundraising and Development Committee:** This committee concentrates on raising funds for the organization through events, grants, and donor relations, helping to sustain and grow its operations.

**Volunteer and Training Committee:** Manages the recruitment, training, and coordination of volunteers who assist with various tasks within the organization.

**Legislative and Advocacy Committee:** Focuses on advocating for animal welfare laws and regulations at local, state, and national levels, as well as monitoring and engaging with relevant legislation.

**Animal Health and Wellness Committee:** Oversees the health and well-being of animals in the organization's care, and enrichment programs.

**Public Relations and Media Committee:** Handles the organization's public image, media relations, and communication strategies to promote its mission and activities.

**Event Planning and Coordination Committee:** Organizes and executes events such as adoption drives, fundraisers, and awareness campaigns to engage the community and raise funds.

**Facilities and Maintenance Committee:** Oversees the maintenance, safety, and improvement of the organization's facilities, including animal shelters and adoption centers



**Article VII:**  
**Amendments**

**Section 1: Amendment Process**

These bylaws may be amended by a two-thirds majority vote of the members present at a Board of Directors meeting. Proposed amendments must be communicated to the membership prior to the vote.

## **Article VIII:**

### **Delegation of Day-to-Day Operations to the Executive Director**

#### **1. Delegation of Operational Authority:**

The Executive Director shall be responsible for the efficient management and execution of day-to-day operations, encompassing all aspects of the organization's activities. This includes but is not limited to program implementation, staff management, resource allocation, and decision-making pertaining to routine matters.

#### **2. Alignment with Mission and Vision:**

The Executive Director, as the key operational leader, shall possess a profound understanding of the organization's mission and vision. All operational decisions and actions shall be guided by the purpose of advancing the organization's mission.

#### **3. Adherence to Policies and Procedures:**

In carrying out day-to-day operations, the Executive Director shall uphold and adhere to the policies and procedures established by the organization. This includes compliance with ethical guidelines, internal protocols, and industry best practices to maintain transparency, accountability, and consistency in all organizational activities.

#### **4. Legal and Regulatory Compliance:**

The Executive Director shall ensure that all day-to-day operations are conducted in accordance with applicable laws, regulations, and statutory requirements.

#### **5. Reporting and Accountability:**

While vested with authority, the Executive Director shall maintain open communication with the Board of Directors, providing regular updates (Monthly Reports) on operational activities, achievements, challenges, and resource needs. This reporting mechanism ensures that the Board remains informed and engaged in the organization's ongoing activities.

## **ARTICLE IX:**

### **Conflict of Interest and Voting Board Members**

#### **1. Conflict of Interest Definition:**

A conflict of interest arises when a Board Member's personal, professional, financial, or other interests may compromise their ability to make impartial and objective decisions in the best interests of the Spencer County Humane Society.

#### **2. Disclosure and Recusal:**

Any Board Member who has a potential or actual conflict of interest in a matter being discussed by the Board shall promptly disclose the nature of the conflict to the rest of the Board. This disclosure should be comprehensive and transparent, covering the nature of the interest and its potential impact on the decision.

#### **3. Recusal from Voting:**

Upon disclosing a conflict of interest, the Board Member in question shall recuse themselves from participating in any discussion, deliberation, or vote related to the matter at hand. Their recusal ensures that the decision-making process remains free from bias and is focused solely on the organization's best interests.

#### **4. Absence from Discussion:**

In addition to recusing from the vote, the conflicted Board Member should also consider abstaining from any discussions related to the matter, unless specifically invited by the Board to provide clarifications or information that only they can provide.

#### **5. Informed Decision-Making:**

Other Board Members shall consider the disclosed conflict of interest when making their decisions. The collective goal is to ensure that the decision is made with a full understanding of the potential impact of the conflict and the broader implications for the organization.

## **6. Maintaining Records:**

The organization shall maintain clear records of all disclosed conflicts of interest, including the nature of the conflict, the Board Member involved, the decision reached, and any actions taken to address the conflict. These records contribute to transparency and accountability in the organization's governance.

## **7. Ethical Commitment:**

All voting Board Members are expected to approach their responsibilities with the utmost ethical integrity, acting in the best interests of the Spencer County Humane Society and avoiding any actions that could compromise the organization's mission, credibility, or standing.

## **Article X:**

### **Confidentiality and Need-to-Know Information**

#### **1. Definition of Confidential Information:**

Confidential information encompasses all data, records, and details obtained in the course of the organization's operations that pertain to clients, including personal, medical, financial, or any other sensitive information that clients have entrusted to the organization.

#### **2. Need-to-Know Principle:**

Access to confidential information shall be limited to individuals who have a legitimate need-to-know for the purposes of fulfilling their duties within the organization. This principle ensures that information is shared only with those who require it to carry out their responsibilities effectively.

#### **3. Confidentiality Commitment:**

All individuals with access to confidential information, including but not limited to staff, volunteers, and Board Members, shall commit to maintaining the strictest confidentiality and treating such information with the utmost respect and care.

#### **4. Non-Disclosure Obligations:**

No individual shall disclose, share, or use confidential information for personal gain, external purposes, or any unauthorized actions. This obligation extends beyond the duration of their involvement with the organization.

#### **5. Confidentiality Agreements:**

All staff, volunteers, and individuals with access to confidential information shall be required to sign a confidentiality agreement affirming their understanding of the importance of maintaining client privacy and their commitment to abiding by the organization's confidentiality policies.

## **6. Data Security Measures:**

The organization shall implement robust data security measures, both physical and digital, to safeguard confidential information against unauthorized access, loss, or breaches.

## **7. Client Consent and Communication:**

The organization shall obtain explicit consent from clients for the collection, use, and sharing of their information. Clear communication about the organization's privacy practices and how client information is utilized shall be provided to clients.

## **8. Reporting Breaches:**

Any actual or suspected breach of confidentiality shall be promptly reported to the appropriate authorities within the organization for investigation and resolution. If required by law, affected individuals shall also be notified.

## **9. Termination of Access:**

Access to confidential information shall be revoked upon the termination of an individual's role or involvement with the organization. This includes the return or deletion of any physical or digital information in their possession.

## **10. Continuous Education:**

The organization shall provide regular training and education on confidentiality policies, ensuring that all individuals with access to confidential information remain aware of their responsibilities and the evolving landscape of privacy regulations.

**Article XI:**

**Dissolution**

**Section 1: Dissolution**

In the event of the dissolution of the Society, any remaining assets shall be distributed to a nonprofit organization with a similar purpose, as determined by the Board of Directors.

These bylaws were approved by a majority vote of the members on Oct 13<sup>th</sup> 2023

President Andrianna Marshall

Vice president Leanne Martin

Secretary Bessica G. Korten

Treasurer M. W. [Signature]

Executive Director [Signature]

Spencer County Humane Society

*Sworn to me this day 10/13/2023.*

*Jennifer K. Mobley State at Large. KYNP49339 <sup>15</sup>  
expires 4/20/2026*

