

STRAY HAVEN HUMANE SOCIETY & S.P.C.A., INC.

BYLAWS

ARTICLE I NAME AND AFFILIATION AND LOCATION

Section 1. The Corporation shall be known as Stray Haven Humane Society and S.P.C.A.(Society for the Prevention of Cruelty to Animals), Inc.

Section 2. The Corporation may be affiliated with such national and state animal welfare organizations as the Board of Directors may determine and shall be operated as a non-profit organization under the laws of the State of New York with its principal place of business at 194 Shepard Road, Waverly, New York, County of Tioga.

ARTICLE II PURPOSES AND POWERS

Section 1. The purposes of the Corporation shall be:

1. To provide effective means for the prevention of cruelty and/or neglect and to enforce any and all laws in respect to the care and maintenance of animals, birds and fowl;
2. To educate the public as to the proper care of animals, birds, and fowl by means of literature and seminars.
3. To make a humane disposition of stray, injured, neglected or unwanted animals, birds, and fowl.
4. Generally to do everything possible under the laws of the State of New York to see that animals, birds and fowl are properly cared for.

Section 2. The Powers of the Corporation shall be:

1. The Corporation shall lend informational assistance to qualified law enforcement officers and/or humane agents so that they may more effectively enforce and administer all laws for the protection and control of animals, birds and fowl, and the Corporation shall participate in sound organized programs for the promotion of animal welfare.
2. The Corporation, of its own initiative, or in connection with other animal welfare organizations, may support legislation for animal protection or oppose legislation deemed detrimental to animal welfare and humane treatment of animals, birds and fowl.

ARTICLE III MEMBERSHIP

Section 1. Membership Eligibility. Membership in Stray Haven shall be open to any person or organization who:

1. Is interested in the prevention of, cruelty to and neglect of animals, birds and fowl or;
2. Desires to provide information to the public regarding the proper care and welfare of animals, birds and fowl or;
3. Wishes to develop a program of public education on the proper care and welfare of animals, birds and fowl or;

4. Wishes to promote or support legislation deemed beneficial to animal welfare or;
5. Is interested in establishing and maintaining proper facilities for the care and maintenance of animals, birds and fowl.

Section 2. Classes of Membership shall be:

1. Family: all members residing at one address
2. Individual: single person
3. Business or Organization: for profit, not-for-profit or non-profit entities, (2) representatives per entity.
4. Senior: Individual or Couple residing at one address aged 65 or older
5. Life: This class of membership discontinued in 2017 by the Board of Directors. Previous Life Members with proof of Membership will be recognized by the corporation.

Section 3. Membership Rights and Duties. Members in good in good standing, who have paid all dues are eligible to receive an Annual Report (electronically and /or by print) and Attend the Annual Membership Meeting.

Section 4. Dues. Annual dues are due and payable by January 31st. Dues amount for each class of membership for the following fiscal year will be determined by the Board of Directors at the Organization Meeting and announced at the Annual General Membership Meeting.

Section 5. Annual Membership Meeting. There shall be one (1) general membership meeting a year which shall be held in June and be designated as the annual membership meeting at a place and time to be determined by the Board of Directors. This meeting will be for receiving reports from the officers and chairmen of standing committees; and the transaction of other necessary business. Notice of this meeting shall be given to each member at least five (5) days prior to this meeting.

ARTICLE IV DIRECTORS

Section 1. Duties and Qualifications. The Corporation shall be governed by the Board of Directors.

Section 2. Number of Directors. The Board of Directors shall be composed of a minimum of three (3) and not more than thirteen (13) Directors which includes the four officers of the Corporation.

Section 3. Elected Directors and Term. The Directors shall be elected at the annual Organizational Meeting of the directors by a plurality of the votes cast by the directors. The term of office of Elected Directors shall be staggered. One group of elected Directors shall be elected at each annual meeting of Directors. Each elected Directors shall serve a two (2) year term.

Section 4. Qualifications. Each director shall be a United States citizen. Each director shall serve without compensation except for payment of reasonable expenses incurred for the Corporation. Directors who are holders of any other office or position are to act in their own right as directors, and not as representatives or delegates of their own or any other organization, interest or group.

Section 5. Duties. The Board of Directors shall manage the business and affairs of the Corporation. The Board of Directors shall have the power:

1. To establish the policies of the Corporation, develop strategic and operational plans, establish budgets, and select, supervise, and evaluate the executive director.
2. To purchase real estate, personal property, and inventory and enter into contracts in the Corporation name.
3. To initiate litigation in the Corporation name
4. To annually submit to the Board a report of the total income received and a report of its total expenditures, which said expenses are broken down by category as well as disclose the salary of any and all full time staff members and fees paid to consultants

Section 6. Vacancies. Any vacancy in office or on the Board of Directors may be filled by two-thirds (2/3) vote of the remaining members of the Board to complete the unexpired term(s). The Board of Directors may remove any officer or director by a 2/3 vote of the remaining members of the Board when in their judgment the best interests of the Corporation shall require such action.

Section 7. Removal. Any Elected Director may be removed, with or without cause, by the remaining directors whenever the number of votes cast to remove the director would be sufficient to elect the director at a meeting to elect directors. A Director who fails to attend three (3) consecutive meetings without excuse shall be presumed to have resigned.

Section 8. Annual Organizational Meeting. The Board of Directors shall meet each year at a time and place as specified each year for the purpose of election of directors and officers of the Corporation and consideration of any other business which may be brought before the meeting. No notice shall be necessary for the holding of an annual organizational meeting. The annual organizational meeting may be conducted as part of a regular meeting.

Section 9. Other Meetings. Regular meetings of the Board of Directors may be held pursuant to a resolution of the Board to such effect, and shall be held whenever convenient for the Board of Directors, but at least 10 per calendar year. Unless otherwise provided by the Board of Directors, regular meetings shall be held at the Corporation's principal office. No notice shall be necessary for any regular meeting. Special meetings of the Board of Directors may be held upon the call of the President or of any three (3) members of the Board of Directors and upon at least forty-eight (48) hours' notice specifying the date, time, place and purpose or purposes of the meeting, given to each director either personally or by regular mail, electronic mail, facsimile transmission or telephone. Oral notice is authorized. A director may waive any required notice of an annual, regular or special meeting. The waiver must be in writing, signed by the director entitled to the notice, and filed with the minutes of the Corporation records. A director's attendance at or participation in a meeting waives any required notice to the director of the meeting unless the director at the beginning of the meeting, or promptly upon the director's arrival, objects to holding the meeting or transacting business at the meeting and does not vote for or assent to action taken at the meeting.

Section 10. Participation. A director may participate in an annual, a regular, or a special meeting of the Board of Directors by or through the use of any means of communication by which all directors participating may simultaneously hear each other during the meeting. A director participating by this means is considered to be present in person at the meeting.

Section 11. Quorum; Voting. A majority of the entire Board of Directors shall be necessary to constitute a quorum for the transaction of any business at a meeting of the Board of Directors. If a quorum is present when a vote is taken, the affirmative vote of a majority of the directors present when the act is taken shall be the act of the Board of Directors, unless the act of a greater number is required by law, the Articles of Incorporation or these Bylaws.

Section 12. E-Vote. Voting by electronic mail (e-mail) is permitted under these Bylaws. Such calls of vote are to be reserved for issues of importance. This may arise, for example, in the event a quorum is not present at a formal meeting, or in the event that Board action is considered desirable at a time between regularly scheduled meetings. In such cases, all Board Directors have the right to submit a vote within a specified time period (no less than 48 hours, no more than 7 calendar days). Vote by e-mail will be conducted in the following manner:

1. The President or any three (3) Directors may request a vote via e-mail. Directors shall have 3 options regarding their vote:
 - a) Vote to pass the motion
 - b) Vote to reject the motion
 - c) Express the opinion that the motion is not amenable to an electronic vote.
2. If any director objects to the electronic vote, the motion would remain subject to the "in person" quorum voting rules. If no objections are received, a simple majority of all Board Directors is required to pass the vote.
3. All directors must have access to electronic mail, and it is the responsibility of each director to inform the Executive Director of the correct e-mail address for purposes of correspondence and e-mail voting.

Section 13. Authority: The Board of Directors shall establish all policy(ies) touching in any manner whatsoever the control and management of the affairs and property of this Corporation and shall further have full power to do and/or require to be done everything deemed necessary and/or expedient for the promotion and protection of the welfare of the Corporation.

ARTICLE V OFFICERS

Section 1. The officers of the Corporation shall be President, Vice-President, Secretary, and Treasurer, for a term of up to one (1) year each. Said offices shall be filled by election from the Board of Directors at the reorganization meeting as stated herein above in Article IV, Section 2. Officers may serve multiple terms if so appointed.

Section 2. A paid employee of the Corporation may not be a member of the Board of Directors.

Section 3. The President may, with the consent of the Board of Directors, appoint qualified persons to assist the Secretary and/or Treasurer if such assistance is requested.

Section 4. Proxy votes will not be accepted at any meeting for the election of Directors.

Section 5. An annual organizational meeting shall be held before the annual membership meeting at a date and place as designated by the Board of Directors.

ARTICLE VI DUTIES OF OFFICERS & DIRECTORS

Section 1. **PRESIDENT:** It shall be the duty of the President to preside at all meetings of the Corporation and also at meetings of the Board of Directors; to have general supervision of the affairs of the Corporation and shall perform all of the usual duties of the chief executive officer of a corporation. The President or the President's designee will work with any Executive Director of the Corporation in managing the day-to-day affairs of the Corporation; to represent the Corporation on all occasions and to be a member of all committees, by virtue of office (without vote), and to receive reports of all committee meetings.

Section 2. **VICE-PRESIDENT:** The Vice-President shall assume all the duties of the President in his/her absence or inability to act and shall have such other powers and duties as these Bylaws, the Board of Directors or an officer authorized by the Board may prescribe. In the event that the office of President becomes vacant, the Vice-President shall automatically assume the office.

Section 3. **SECRETARY:** The Secretary shall keep a record of all the meetings of the Corporation and meetings of the Board of Directors; and shall send out notices of special meetings, and perform such other duties as are pertinent to this office and prescribed by these bylaws. The Secretary may also be responsible for the correspondence of the Corporation. The Secretary shall be responsible for typing the minutes of all meetings and seeing that they are provided to the Board of Directors at least seven (7) days prior to the next scheduled meeting.

Section 4. **TREASURER:** The Treasurer shall chair the Finance Committee. The Treasurer shall keep correct and complete records of account, showing accurately at all times the financial condition of the Corporation. The Treasurer may be responsible for seeing that all funds of the Corporation are recorded by the accountant and deposited in the account or accounts of the Corporation as designated by the Board of Directors. Three parties selected by the Board of Directors shall be empowered to countersign all checks drawn on the Corporation's bank account(s) with at least two signing each check; further, that a written report of such receipts and disbursements be prepared by the accountant and/or Treasurer to be distributed at board meetings.

At each annual organizational meeting, the Treasurer, or the Treasurer's designee, shall report on the financial condition of the Corporation. The books of the Corporation may be audited by an auditing committee appointed by the Board of Directors as deemed necessary.

Section 5. **DIRECTORS:** All Directors are required to participate in one half (50%) of the corporation sponsored fundraising activities of their choice annually.

Section 6. **EXECUTIVE DIRECTOR:** The Board of Directors may hire an Executive Director. This position shall be a paid position according to experience and capability. The Executive Director shall, in addition to those duties specifically set forth from time to time in a job description, act as the liaison between standing committees, special committees, community, corporation employees and members of the Corporation. Further, the Executive Director shall

be a member ex-officio (without vote) at all meetings and may be responsible for preparing all agendas plus any other duty in line with the position. The Executive Director shall be given privilege of the floor at Board meetings, but shall not be considered a member of the Board of Directors, nor shall have voting privilege at Board of Director meetings. The Executive Director shall hold the primary responsibility for employing and releasing from employment any and all shelter personnel under the oversight of the Personnel Committee.

In the absence of an Executive Director, a Shelter Manager may be assigned the rights and duties of the Executive Director, except they may not employ or release from employment any corporation staff without approval from the Personnel Committee. A Shelter Manager may place a corporation employee on unpaid administrative leave pending review by the Personnel Committee.

ARTICLE VII STANDING COMMITTEES

Section 1. Authority. The Board of Directors may from time to time create and appoint standing, special or other committees to undertake studies, make recommendations and carry on functions for the purpose of efficiently accomplishing the purposes of the Corporation. The Chairman of the Standing Committees of the Corporation shall be appointed at the organizational meeting immediately following elections by the President of the Board of Directors.

1. Governance
 - a. Led by the President of the Corporation.
 - b. Serves as the nominating committee for all positions, all task groups, and general membership.
2. Finance
 - a. Led by the Treasurer of the Corporation.
 - b. Supervises the conduct of financial transactions of the Corporation
 - c. Develops the budget and plans fundraising strategies for the Corporation's operation.
3. Personnel
 - a. Led by the Vice President of the Corporation
 - b. Provides oversight in matters pertaining to employees of the corporation
4. Infrastructure
5. Outreach (comprising former committees of Humane Education and Pet Therapy, and Public Relations)
6. Veterinary Services
7. Volunteer
8. Other Committees. Committees, to the extent specified by the Board of Directors, may exercise the powers, functions or authority of the Board of Directors, except where prohibited by law; provided, however, that if a committee is to exercise board powers, functions, or authority, (a) all the persons serving on the committee must be directors, (b) there must be at least two (2) persons on the committee, and (c) the creation of the committee and the appointment of its members shall be by a majority of all directors in office when the action is taken.

Article VIII. Fiscal Policies

Section 1. Insurance. The Corporation shall carry casualty and liability insurance for any owned or leased premises.

Section 2. Books and Records. The Corporation shall maintain appropriate accounting records, minutes of all meetings of its Board of Directors, a record of all actions taken by the Board of Directors without a meeting, and a record of all actions taken by a committee of the Board of Directors in place of the Board of Directors on behalf of the Corporation. The Corporation or its agent shall maintain a complete and accurate list of Directors, giving the names and addresses of all Directors. All such books, records and lists of the Corporation shall be open to inspection and copying during the usual business hours for all proper purposes of the Corporation.

Section 3. Authorization of Expenditures. Any officer may make expenditures or obligations of funds of Corporation or combination of officers of Corporation as may be determined from time to time by the Board of Directors.

Section 4 Contracts. All contracts, agreements, deeds, conveyances, mortgages and similar instruments authorized by the Board of Directors shall be signed, unless otherwise directed by the Board of Directors or required by law, by the President or Vice President and attested by the Secretary

Section 5. Loans to Officers and Directors. The Corporation shall not lend money to or guarantee the obligations of any officer or Director of the Corporation

Article IX. Miscellaneous

Section 1. Corporate Seal. The Corporation shall not have a corporate seal.

Section 2. The fiscal year shall begin January 1st and end on December 31st.

Section 3. Audit. An independent auditor appointed or approved by the Board of Directors shall at such time as the Board of Directors may determine, prepare for the Corporation as a whole a consolidated financial statement, including a statement of combined capital assets and liabilities, and a statement of income, expenses, and distributions, and a list of projects, and/or organizations to or for which funds were used or distributed for charitable purposes, and such other additional reports or information as may be ordered from time to time by the Board of Directors. The auditor shall also prepare such financial data as may be necessary for returns or reports required by state or federal government to be filed by the Corporation.

ARTICLE X LEGAL COUNSEL

Section 1. The Board of Directors may select legal counsel to act on behalf the Corporation.

ARTICLE XI QUORUM

Section 1. A simple majority of the members of the Board of Directors shall constitute a quorum for board meetings.

ARTICLE XII PARLIAMENTARY RULES

Robert's Rules of Order, revised by the authority in all questions of parliamentary law not covered by these bylaws.

ARTICLE XIII ORDER OF BUSINESS

The order of business shall be:

- (a) Minutes
- (b) Treasurer's report
- (c) Shelter report
- (d) Spay/Neuter report
- (e) Humane Investigator's report
- (f) Shelter Manager's report
- (g) Committee reports
- (h) Communications
- (i) Executive Director's report
- (j) Unfinished business
- (k) New business

Article XIV. Indemnification

Section 1. Rights to Indemnification and Advancement of Expenses. The Corporation shall indemnify as a matter of right every person made a party to a proceeding because such person is or was:

1. a member of the Board of Directors of the Corporation,
2. an officer of the Corporation, or
3. while a director or officer of the Corporation, serving at the Corporation's request as a director, officer, partner, trustee, employee or agent of another foreign or domestic corporation, partnership, limited liability company, joint venture, trust, employee benefit plan or other enterprise, whether for profit or not (each an "Indemnitee"),

against all liability incurred by such person in connection with the proceeding; provided that it is determined in the specific case that indemnification of such person is permissible in the circumstances because such person has met the standard of conduct for indemnification specified in the Act. The Corporation shall pay for or reimburse the reasonable expenses incurred by an Indemnitee in connection with any such proceeding in advance of final disposition thereof in accordance with the procedures and subject to the conditions specified in the Act. The Corporation shall indemnify as a matter of right an Indemnitee who is wholly successful, on the merits or otherwise, in the defense of any such proceeding against reasonable expenses incurred by the person in connection with the proceeding without the requirement of a determination as set forth in the first sentence of this paragraph.

Upon demand by a person for indemnification or advancement of expenses, as the case may be, the Corporation shall expeditiously determine whether the person is entitled thereto in accordance with this Article and the procedures specified in the Act.

The indemnification provided under this Article shall be applicable to any proceeding arising from acts or omissions occurring before or after the adoption of this Article.

Section 2. Other Rights Not Affected. It is the intent of this Article to provide indemnification to directors and officers to the fullest extent now or

hereafter permitted by law consistent with the terms and conditions of this Article. Nothing contained in this Article shall limit or preclude the exercise of, or be deemed exclusive of, any right under the law, by contract or otherwise, relating to indemnification of or advancement of expenses to any person who is or was a director, officer, employee or agent of the Corporation, or the ability of the Corporation to otherwise indemnify or advance expenses to any such individual.

1. Notwithstanding any other provision of this Article, there shall be no indemnification with respect to matters as to which indemnification would result in inurement of net earnings of the Corporation "to the benefit of any private shareholder or individual," or an "excess benefit transaction" within the meaning of Sections 501(c)(3) or 4958 of the Internal Revenue Code of 1986, as amended, or similar provisions of any subsequent Federal tax laws.

Section 3. Definitions. For purposes of this Article:

1. A person is considered to be serving an employee benefit plan at the Corporation's request if the person's duties to the Corporation also impose duties on, or otherwise involve services by, the person to the plan or to participants in or beneficiaries of the plan.
2. The estate or personal representative of a person entitled to indemnification or advancement of expenses shall be entitled hereunder to indemnification and advancement of expenses to the same extent as the person.
3. The term "expenses" includes all direct and indirect costs (including, without limitation, counsel fees, retainers, court costs, transcripts, fees of experts, witness fees, travel expenses, duplicating costs, printing and binding costs, telephone charges, postage, delivery service fees and all other disbursements or out-of-pocket expenses) actually incurred in connection with the investigation, defense, settlement or appeal of a proceeding or establishing or enforcing a right to indemnification under this Article, applicable law or otherwise.
4. The term "liability" means the obligation to pay a judgment, settlement, penalty, fine, excise tax (including an excise tax assessed with respect to an employee benefit plan) or reasonable expenses incurred with respect to a proceeding.
5. The term "party" includes an individual who was, is or is threatened to be made a named defendant or respondent in a proceeding.
6. The term "proceeding" means any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative and whether formal or informal.

Article XV. Conflict of Interest

Section 1. General. The Board and Staff of the Corporation shall administer the affairs of the Corporation, honestly and economically and exercise their best care, skill, and judgment for the benefit of the Corporation. The Officers shall exercise the utmost good faith in all transactions relating to their duties for the Corporation. In their dealings with and on behalf of the Corporation, they are held to a strict rule of honest and fair dealings. They shall not use their position, or knowledge gained therefrom, so that a conflict might arise between the Corporation's interest and that of the individual or an organization affiliated with the individual.

Section 2. Disclosure of Potential Conflict. Any officer, Director or Staff member of the Corporation, shall have a duty to disclose any potential conflict of interest by virtue of business or charitable affiliation.

Section 3. Conflict of Interest Defined. A conflict of interest, or potential conflict of interest, or appearance of conflict of interest, occurs when an officer, Director, or Staff member of the Corporation, is in a position to exert influence, in dealings with or on behalf of the Corporation, which would give preference to any other business or charitable organization with whom the officer, Director, or Staff member is affiliated, by virtue of employment with, membership in, ownership of, appointment to or election to said business or charitable organization.

Section 4. Waiver of Conflict. Whenever a conflict of interest arises, or the appearance of a conflict of interest, such director or officer with the conflict who is present at the meeting of the Board of Directors or of a committee of the Board, shall disclose in good faith the material facts as to such interest, or financial interest, or appearance of conflict of interest, and any action of the Corporation to approve activity in which a conflict of interest, or appearance of conflict of interest, exists, shall be approved by a majority of the disinterested directors.

Section 5. Recusal from Decision-making. Any conflict of interest or appearance of conflict of interest will render the Director or officer ineligible from voting on any matters relating to that conflict of interest. Said Director or officer may not participate in any discussion (other than to present factual information or respond to questions). Such Director or officer may be counted on to determine whether a quorum is present, but may not participate in any action taken on the matter relating to the conflict. The minutes of the meeting shall reflect the disclosure of the conflict, the vote, the abstention from voting and participation and whether a quorum was present.

ARTICLE XVI AMENDMENTS

These bylaws may be amended by a majority vote of the Board of Directors at any regular or special meeting.

Revised 6/29/2017