

**CODE OF REGULATIONS/BYLAWS  
OF THE  
HUMANE SOCIETY OF THE OHIO VALLEY, INC.**

**ARTICLE I – General Provisions**

Section 1.1 **Name**. The name of this corporation is the **Humane Society of the Ohio Valley, Inc.** (referred to as the **Organization**.)

Section 1.2 **Location**. The primary place of business shall be in Washington County, Ohio, or such other location as the **Board of Directors** (referred to as the **Board**) may determine by majority vote from time to time.

Section 1.3 **Not-for-profit Corporation**. The Organization will not be conducted or operated for profit. No part of the net earnings of the Organization shall be distributable to any private person, except that the Organization is authorized to pay reasonable compensation for services rendered, items purchased, and to make such payments and distributions in furtherance of the purposes set forth in this article.

Section 1.4 **Notice**. Unless otherwise provided herein, notice for any purpose in these Bylaws shall be either by personal delivery, regular mail, e-mail, facsimile transmission, or other form of written electronic messaging. Any notice required by these Bylaws shall be deemed complete if it is sent in accordance with the last contact information in the Organization's records. All Directors or Members are responsible for promptly informing the Organization in writing of any change in his or her contact information.

Section 1.5 **Meeting Procedures**. All meetings shall be governed by these Bylaws and the then current edition of Robert's Rules of Order. If there is a conflict, these Bylaws shall take precedence over Robert's Rules of Order.

Section 1.6 **Liability of Members, Directors**. No Director or Member of the Organization will be personally liable for its debts, liabilities, or obligations, nor subject to any assessment.

Section 1.7 **Fiscal Year**. The fiscal year of the Organization shall be from November 1st through October 31st.

**ARTICLE II – Purpose**

Section. 2.1 **Purpose.** The purpose of the **Humane Society of the Ohio Valley, Inc.** is:

(a) To operate as a county humane society serving Washington County, Ohio, pursuant to ORC §1717.05, et seq.

(b) The inculcation of humane principles and the enforcement of laws for the prevention of cruelty, especially to children and animals; and to further promote animal welfare.

(c) To plan, acquire, lease, construct, re-model, enlarge, modernize, equip, supply, maintain, and operate such facilities as may so be necessary to provide care for animals or otherwise promote animal welfare.

(d) To acquire by gift, devise, bequest, purchase, or otherwise, and to own, hold, and possess property of any kind or character, of any interest or share therein, including real estate, tangible or intangible personal property, money, stocks, bonds, or other securities or evidences of indebtedness created and issued by any corporation, or corporations, organized under the laws of the United States of America, or any County, State, or municipality, therein, or any evidence of indebtedness of any person or persons, firm, partnership, or association, to manage and apply in accordance with the terms of any gift, devise, or bequest for special purposes, any property so acquired, to manage, hold for investment, or in trust, sell and dispose of, alienate, hypothecate, pledge or mortgage any property or interest therein in any manner aforesaid acquired and re-invest the proceeds thereof.

### **ARTICLE III – Members**

Section 3.1 **Membership Classes.** There shall be four classes of membership— Junior Member, General Member, Lifetime Member, and Honorary Member. Hereinafter, the term “Member” shall refer generically to members of all classes, unless otherwise indicated herein.

#### **Section 3.2 Membership Eligibility.**

(a) A person may become a member of the Organization upon providing that person’s name, contact information and other information as may be required by the Board and payment of dues. The Board reserves the right to reject any



application for membership upon a majority vote of the Board, with or without cause, at a regular or special Board meeting. If a membership application is rejected, the dues paid shall be returned to the applicant.

(b) General Membership and Lifetime Membership are open to any person of age eighteen (18) or older making application to the membership committee and paying annual general membership dues or lifetime membership dues.

(c) Junior Membership is open to any person under the age of eighteen (18) making application to the membership committee and paying annual junior membership dues.

(d) Honorary Membership may be awarded by motion of the Board. This is usually done in recognition of exceptional service to the Organization. Honorary members are exempt from payment of dues. They may also hold a General Membership or Lifetime Membership if they so desire and pay the applicable dues.

### Section 3.3 **Membership Privileges.**

(a) General Members and Lifetime Members are eligible to vote in the annual meeting and any special meeting of the Organization, provided that they paid their membership dues at least three (3) months prior to the meeting.

(b) Junior Members and Honorary Members are entitled to notice of and may attend annual and special membership meetings, but shall not have voting privileges of any kind.

### Section 3.4 **Membership Dues.**

(a) The Board shall set an amount of dues for all membership categories, which may be changed from time to time at the Board's discretion.

(b) Dues may be paid in the form of goods or services only upon approval of the Board.

(c) General Members and Junior Members must renew their membership annually by payment of dues at the most current rate which shall be for one calendar year, January 1 through December 31. Dues paid on or after September 1 may be credited to the following membership year if requested by the member. Any Member failing to pay dues timely shall not be in good standing and no longer

be a member of the Organization. Any member failing to pay dues may be reinstated at the discretion of the Board upon payment of dues.

Section 3.5 **Nondiscrimination**. No person shall be denied membership in the Organization by reason of age, race, color, creed, sex, national origin, or sexual orientation.

Section 3.6 **Termination**.

(a) Any membership may be terminated, with or without cause, by a majority vote of the Board, whenever, in their judgment, the best interests of the Organization will be served thereby. Members shall not be entitled to prior notice or an opportunity to be heard prior to termination of that Member's membership.

(b) Any Member who is convicted of any law or ordinance relating to animal cruelty, neglect, abuse, abandonment or animal fighting shall be automatically terminated from membership without further process.

Section 3.7 **Transferability**. Memberships are not transferable or assignable.

## **ARTICLE IV – Membership Meetings**

Section 4.1 **Annual Meeting**.

(a) There shall be an annual membership meeting in December of each year, or such other time as the Board deems appropriate, the time and place to be determined by the Board, for the purpose of electing directors and conducting other business that may come before the Organization.

(b) Notice of the time and place of the meeting shall be given to all Members of the Organization at least fourteen (14) days prior to the annual meeting.

(c) Quorum for the annual meeting shall be the lesser of seven (7) members or two-thirds (2/3) of all members who are eligible to vote at the meeting. Members must be personally present to cast a vote at the meeting. When offered at the discretion of the Board, participation by electronic means shall also qualify as presence for purposes of quorum and voting. The minutes of the meeting shall list the names of any members who participated by electronic means.



(d) The Secretary shall take minutes of the meeting. In the absence of the Secretary, the presiding officer of the meeting shall appoint a person to keep minutes.

(e) The minutes shall include the number of the members in each class in attendance, the number of the members qualified to vote in the meeting, the outcome of the election of Directors, and the results of other business conducted at the meeting. The minutes shall be kept among the records of the Organization.

#### Section 4.2 **Eligibility and Election of Directors.**

(a) General Members and Lifetime Members are eligible for election to the Board, provided that they paid their membership dues at least three (3) months prior to the annual meeting of the Organization, except that a person who was employed and terminated from the Organization shall not be eligible to be a Director.

(b) Directors need not be residents of the State of Ohio.

(c) Directors shall serve without compensation.

(d) Nominations for Directors shall be made to the nomination committee at least 30 days prior to the annual meeting of the Organization and shall be made known to the membership of the Organization at least fourteen (14) days prior to that meeting.

(e) Directors shall hold office for a term of three (3) years or until their successors have been duly elected or appointed. Terms shall run from January 1 of the first year through December 31 of the third year. Staggered terms shall be used so that the terms of no more than three (3) directors expire each year. A director may be elected to fill the remainder of an unexpired term. Upon expiration of the term, the director may be elected for two (2) consecutive three (3) year terms.

(f) Directors may be elected for no more than two (2) consecutive three (3) year terms on the Board. Directors who have served these limits may be re-elected to the Board after a one (1) year absence.

#### Section 4.3 **Special Meetings.**

(a) Special meetings of the Organization may be convened between annual meetings by a majority vote of the Board. A special meeting may also be called by at least seven (7) Members who are eligible to vote by providing a written request for a special meeting to the Board, along with an agenda of items for discussion or action at said meeting.

(b) Notice of the purpose, time, and place of the meeting shall be provided to all Members of the Organization at least fourteen (14) days prior to the meeting.

(c) Quorum for any special meeting shall be the lesser of seven (7) members or two-thirds (2/3) of all Members who are eligible to vote at the meeting. Members must be personally present to cast a vote at the meeting. When offered at the discretion of the Board, participation by electronic means shall also qualify as presence for purposes of quorum and voting. The minutes of the meeting shall list the names of any members who participated by electronic means.

## **ARTICLE V – Board of Directors**

Section 5.1 **Composition, Board Meetings**. The affairs of the Organization shall be managed by its Board consisting of no fewer than six (6) persons and no more than nine (9) persons. The exact number of Directors may be set and altered by the Board from time to time.

Section 5.2 **Powers and Responsibilities**. The activities of the Organization shall be conducted and all corporate powers shall be exercised by or under the direction of the Board, except as otherwise provided herein. Powers of the Board shall be subject to the limitations of the Articles of Incorporation and these Bylaws. Without limiting such general powers, the Board shall have the following powers:

(a) to select and remove all the other officers, agents, and employees of the Organization, prescribe powers and duties for them, and to compensate such persons as the Board sees fit;

(b) to conduct, manage, and control the activities of the Organization and to make rules and regulations therefore as the Board sees best;

(c) to borrow money and incur indebtedness for the purposes of the Organization, and to execute promissory notes, bonds, debentures, deeds of trust, mortgages, pledges, and other evidences of debt and securities in the corporate name; and



(d) to otherwise promote the purpose and mission of the Organization.

The Board may delegate certain responsibilities, which may include authority to conduct the day-to-day operation of the Organization, the hiring, discipline, and firing of employees, and other responsibilities, to an Executive Director.

Section 5.3 **Access to Records**. Directors shall, upon request, have the right to inspect all books, records, documents, and the physical properties of the Organization for any purpose determined by the Board to be consistent with the goals and purposes of the organization, and in the best interest of the organization. Directors shall not provide non-public records to persons other than the Board without consent from the Board.

Section 5.4 **Property Rights**. No Director will have any right, title or interest in any of the property or assets, including any earnings or investment income of this corporation, nor will any property or assets be distributed to any member on its dissolution or winding up.

Section 5.5 **Board Meetings**. Regular meetings of the Board shall be held in Washington County, Ohio on a monthly basis, more or less, at such times and places as shall be determined by the Board.

(a) Special meetings of the Board may be called by the President, or if the President is absent, or is unable or unwilling to act, by the Vice President, or by any two (2) directors. Special meetings of the Board may be held either within or outside the State of Ohio.

(b) Members may attend regular meetings of the Board. The Board may permit other guests at Board meetings in its discretion. Only Board members and guests invited by the Board may attend the executive session.

Section 5.6 **Notice of Board Meetings**.

(a) Notice of each regular meeting of the Board shall be given at least five (5) calendar days prior thereto and notice of any special meeting of the Board shall be given at least two (2) calendar days prior thereto.

(b) Notice of regular meetings of the Board may be publicized in such manner as to encourage attendance and input by Members.

### Section 5.7 **Quorum.**

(a) A majority of members of the Board shall constitute a quorum for the transaction of business at any meeting of the Board.

(b) Board members need not be personally present at the meeting to be counted in the quorum and vote in that meeting. Participation by electronic means qualifies as presence for purposes of the quorum and voting. The minutes of the meeting shall list the names of any Board members who participated by electronic means.

### Section 5.8 **Attendance.**

(a) All Directors are required to attend two-thirds (2/3) of all scheduled Board meetings during each year of their terms of office.

(b) Any Director may be excused by the Board from up to one-third (1/3) of all scheduled Board meetings during each term year by providing advance notice to the Board. No more than two unexcused absences during any term year will be allowed.

(c) Failure to abide by these attendance rules may result in dismissal of the Director from the Board. Upon a request from any Director, this failure shall be placed on the agenda for the next regular or special Board meeting.

### Section 5.9 **Leave of Absence.**

(a) Any Director may request a leave of absence for up to three consecutive months during each term year. The request should be made to the Board as soon as practicable.

(b) Upon approval by the Board, the leave is granted and is exempt from the existing attendance rules and therefore not counted against the Director.

Section 5.10 **Removal of a Director by the Board.** Any Director may be removed, with or without cause, by a minimum two-thirds (2/3) majority of the Directors, excluding the person proposed for removal, who are present and voting at a regular or special Board meeting, whenever, in their judgment, the best interests of the Organization will be served thereby. The Director proposed for



termination shall have an opportunity prior to the vote at the Board meeting to respond to statements made in support of the motion.

Section 5.11 **Removal of a Director by the Members**. A Director may be removed by a minimum two-thirds (2/3) majority of the Members where there is a quorum present at a special membership meeting called pursuant to **Sec. 4.3** for that purpose. Demand for a special membership meeting for this purpose shall include the name of the Director proposed for termination and the reasons for the motion. The Director proposed for termination shall have an opportunity prior to the vote at the special meeting to respond to statements made in support of the motion.

Section 5.12 **Resignation**. Any Director may resign effective upon giving written notice to the Board or any officer of the Board. The resignation shall take effect upon its receipt.

Section 5.13 **Vacancy**.

(a) A vacancy on the Board may be filled by appointment by a majority vote of the Board at a regular or special Board meeting. A person may be appointed only if he or she is qualified to serve as a Director pursuant to **Section 4.2**.

(b) Such appointment shall run until the next annual meeting of the Organization, at which time the appointee may be eligible for election to hold office for two (2) consecutive three (3) year terms.

Section 5.14 **Committees**. The Board may create various committees, and may appoint committee members and chairpersons as they see fit according to the needs of the Organization. Committee members may include Members and non-Members. The Board may also remove committee chairpersons and members and disband committees in its discretion. The President shall be an *ex officio* member of all committees.

Section 5.15 **Fees and Compensation**. Directors shall not receive any salary or compensation for their services as Directors. The Board may, in its discretion, contract with and pay to Directors rendering services to or for the benefit of the Organization appropriate to the value of such services. The Board shall make a good faith effort to seek competitive bids for any such services before contracting with a Director to perform such services. A Director contracted, or considered for contract, to render services for compensation shall, after answering questions as

deemed appropriate by the remainder of the Board, recuse him/herself from any discussion and vote on such contract or compensation.

## **ARTICLE VI – Officers**

### **Section 6.1 Election and Term.**

(a) The officers of this Organization shall consist of a President, a Vice President, a Treasurer, and a Secretary.

(b) All officers shall be Board members who are elected to that position by majority vote of the Board.

(c) Any two or more offices may be held by the same person unless otherwise provided in the Articles of Incorporation or these Bylaws.

(d) New officers may be created and filled by appointment at any meeting of the Board of Directors when deemed necessary by a majority vote of the Board. Such officers shall not be entitled to a vote in Board meetings.

(e) Only a Board Member, a General Member, or a Lifetime Member in good standing shall be eligible for appointment to a newly created officer position, except that a person who was employed and terminated from the HSOV shall not be eligible for appointment.

(f) Each officer shall hold office for a term of one (1) year or until his/her successor has been duly elected or appointed.

**Section 6.2 Removal.** Any officer may be removed, with or without cause, by a majority vote of the Board, excluding the person proposed for removal, whenever, in their judgment, the best interests of the Organization will be served thereby. The officer proposed for termination shall have an opportunity prior to the vote at the Board meeting to respond to statements made in support of the motion.

**Section 6.3 Vacancies.** A vacancy in any office may be filled by appointment by a majority vote of the Board. An appointee shall hold office until his/her successor has been duly elected or appointed.

**Section 6.4 President.** The President shall: (a) have general supervision of the affairs of the Organization; (b) preside at Board and Membership meetings; and (c)



perform the duties usually incident to that office as prescribed by law or by a majority vote of the Board.

**Section 6.5 Vice President.** The Vice President shall perform the duties usually incident to that office as prescribed by law or by a majority vote of the Board. In the absence of the President or in the event of his or her inability or unwillingness to act, the Vice President shall perform the duties of the President, and, when so acting, shall have all the powers and duties of the President.

**Section 6.6 Treasurer.** The Treasurer shall: (a) be responsible for all funds and securities of the Organization; (b) oversee the receipt for monies due and payable to the Organization from any source whatsoever; (c) monitor the deposit and accounting of all such monies in the name of the Organization and at such bank, trust companies, or other depositories as shall be selected by a majority vote of the Board; (d) assure the timely payment of corporate expenses insofar as funds are available; and (e) in general, perform all the duties usually incident to that office and such other duties as from time to time may be assigned to the Treasurer by a majority vote of the Board.

**Section 6.7 Secretary.** The Secretary shall: (a) notify all members of the Board of all Board meetings; (b) notify all Members of the annual meeting and any special membership meetings; (c) faithfully and impartially record the actions taken at each meeting of the Board and the annual meeting and any special meetings of the Organization when present; (d) have custody of the corporate records and the corporate seal, if applicable; and (e) in general, perform all the duties usually incident to that office and such other duties as from time to time may be assigned to the Secretary by a majority vote of the Board. In the absence of the Secretary at any Board or Membership meeting, the presiding officer shall appoint a person to keep minutes of said meeting.

**Section 6.8 Executive Director.**

(a) The Board may appoint an Executive Director, who shall hold the position at the pleasure of the Board, and under the supervision and direction of the Board.

(b) The Executive Director shall conduct the affairs of the Organization, with the authority to hire, discipline, and fire all employees under his/her direction.

(c) The Executive Director shall report his/her activities at each Board meeting and, in the absence of the Secretary, take minutes of the meetings, except as the President may direct otherwise.

(d) The Board is empowered to employ an Executive Director for such compensation as the Board may designate.

(e) Additional duties of the Executive Director are designated in the current job description and the Organization's employee manual.

(f) The Executive Director is an *ex officio* member of all committees, except where specifically described otherwise, but does not vote.

#### Section 6.9 **Shelter Manager.**

(a) The Executive Director shall have the authority to hire a Shelter Manager at the direction of and with the approval of the Board, to conduct daily affairs of the Organization.

(b) The duties of the Shelter Manager are specified in the current job description and Organization's employee manual.

(c) The Shelter Manager shall report directly to the Executive Director or, if no Executive Director has been employed, to the Board.

#### Section 6.10 **Humane Agent.**

(a) The Board may appoint one or more persons to serve as a Humane Agent, who shall hold the position at the pleasure of the Board, and under the supervision and direction of the Board.

(b) The duties of the Humane Agent shall include those described in Section 1717.06 of the Ohio Revised Code and are specified in the current job description and Organization's employee manual.

(c) The Humane Agent shall report directly to the Executive Director or, if no Executive Director has been employed, to the Shelter Manager, for day-to-day supervision and direction.

### **ARTICLE VII – Receipts, Gifts, Disbursements, and Contracts**



Section 7.1 **Receipts**. All funds of the Organization shall be deposited from time to time to the credit of the Organization in such banks, trust companies, or other depositories as the Board may select.

Section 7.2 **Gifts**. The Board may accept on behalf of the Organization any contribution, gift, bequest, or device for the general purpose or for any special purpose of the Organization. The donor's intent of purpose shall be respected when expressed by the donor in writing.

Section 7.3 **Disbursements**. All checks, drafts, or orders for the payment of money, notes or other evidences of indebtedness issued in the name of the Organization, shall be signed by such officer, or officers, agent or agents of the Organization and in such manner as shall from time to time be determined by a resolution of the Board, such instrument shall be signed by either the Treasurer or an Assistant Treasurer appointed by the Board, and countersigned by the President, Vice President, or Secretary.

Section 7.4 **Contracts**. The Board by a majority vote may authorize any officer(s) or agent(s) of the Organization, in addition to the officers or agents authorized by these Bylaws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Organization, and such authority may be general or confined to specific instances.

## **ARTICLE VIII – Legal and Ethical Matters**

Section 8.1 **Conflict of Interest**. Any possible conflict of interest on part of any member of the Board, Officer, or Employee of the Humane Society of the Ohio Valley, Inc. shall be disclosed in writing to the Board and made a matter of record through an annual procedure and also when the interest involves a specific issue before the Board.

Section 8.2 The minutes of the meeting shall reflect that a disclosure was made, the abstention from voting, and the actual vote itself.

Section 8.3 Every new member of the Board will be advised of this requirement upon entering the duties of his/her office.

Section 8.4 The Board will comply with all requirements of Ohio law in this area and the Ohio requirements are hereby incorporated by reference into and made part of these Bylaws.

**ARTICLE IX – Amendment, Revision, or Repeal of Bylaws**

Section 9.1 **Amendment.** These Bylaws may be amended, revised, or repealed in the following manner:

(a) By a majority vote of the Board at a regular or special meeting of the Board, if the amendment/revision/repeal does not relate to the number of Directors, the composition of the Board, the term of the office of the Directors, or the method or way in which Directors are elected or selected; or

(b) By a two-thirds (2/3) majority vote of the Members at the annual meeting or any special meeting of the Organization.

Section 9.2 **Notice.** The Board shall give notice to all classes of membership that a meeting of the Organization includes the purpose of a Bylaws change at least 14 days prior to the meeting.

(a) The Board shall make available to the membership the proposed changes at least 14 days prior to the meeting.

(b) Notice shall include the provision to be amended, as well as a copy or summary of the amendment to be proposed.

**ARTICLE X – Indemnification**

Section 10.1 The Organization shall have the power to indemnify and, without formal action by the directors or other persons, shall indemnify any person, whether officer, director, employee, agent, or other person acting for or in behalf of the Organization, in respect of any and all, matters or actions for which indemnification is permitted by the laws of the State of Ohio, including without limitation, liability for expenses incurred in any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative, or investigative.

Section 10.2 The corporation may purchase and maintain insurance on behalf of any person who is or was a director, officer, or agent of the corporation, or who is or was serving at the request of the corporation as director, officer, employee, or



agent of another corporation, partnership, joint venture, trust or other enterprise against liability asserted against such person and incurred by such person in any of the above stated capacities, or his/her status as such, whether or not the corporation would have the power to indemnify such person.

#### **ARTICLE XI – Effective Date**

These Bylaws are effective on the 2<sup>nd</sup> day of December, 2020.

Above Bylaws include changes that do not relate to the number of Directors, the composition of the Board, the term of the office of the Directors, or the method or way in which Directors are elected or selected. Therefore, they may be approved by the Board pursuant to the former Bylaws which they amend and replace.

Above Bylaws were voted on and passed unanimously by the Board members present and voting at its regular meeting on December 2, 2020. The Directors voting in the affirmative were the following:

B. Ethan Gerber

Leight Murray

Michael Montgomery

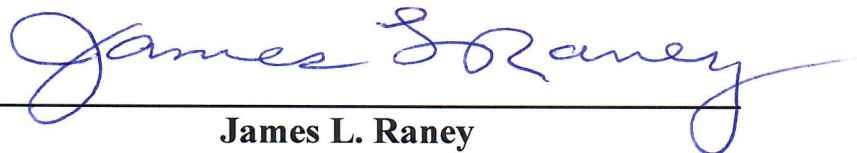
James L. Raney

Amber Dennison (Present by telephone due to the COVID pandemic)

Esther Salem (Not Voting—Excused absence due to an illness)

#### **Certificate of Adoption of Code of Regulations/Bylaws**

The undersigned does hereby certify that a majority of the voting members of the **Board of Directors** of the **Humane Society of the Ohio Valley, Inc.** approved the above stated **Code of Regulations/Bylaws** on the date first stated above.



**James L. Raney**  
**Secretary, Humane Society of the Ohio Valley, Inc.**