

MEDINA COUNTY SOCIETY FOR THE PREVENTION OF CRUELTY TO ANIMALS, INC.

BY- LAWS
(Proposed revisions 2007)

ARTICLE I
General Provisions

Section 1: Name

The name of the Society shall be the Medina County Society for the Prevention of Cruelty to Animals, Inc., sometimes referred to herein as the organization or the Society.

Section 2: Place of Business

The principle place of business of the Society shall be in the County of Medina, State of Ohio. Branches and offices may be established in the County.

Section 3: Purpose

The purpose of this Society is to organize and operate a county humane society, as provided in Chapter 1717 of the Ohio Revised Code, serving Medina County, Ohio. This corporation is not for the purpose of monetary profit.

Section 4: Objectives

The objectives of this Society are:

1. To prevent cruelty to or neglect of animals.
2. To enforce laws relating to the prevention of cruelty to or neglect of animals and to otherwise exercise the powers and privileges of a county humane society as provided in Chapter 1717 of the Ohio Revised Code.
3. To disseminate information with respect to humane practices and principles and to teach and educate the public concerning the humane treatment of all living things.
4. To provide humane care and treatment of animals needing protection; to cooperate with all other similar organizations, individuals and officials in such efforts; and to provide euthanasia of animals when necessary at discretion of the board.
5. To promote the practice of spaying and neutering of animals.
6. To acquire and hold property to be utilized for purposes of this Society.

Section 6: Notice

Unless otherwise provided herein, notice for any purpose set forth 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 members are

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responsible for promptly informing the organization in writing of any change in his or her contact information.

ARTICLE II Members

Section 1: Membership Classes

Membership in this Society shall be divided into four classes:

A. Active Members: Each of whom, if in good standing, shall be entitled to one vote at all membership meetings, and who shall be entitled to hold office in the Society. Any person may be an active member for payment of the annual dues, as established from time to time by the Board of Directors.

B. Jr. Members: Eighteen years or younger. Junior members shall have no voting privileges.

C. Life Members: Any person may become a Life Member by the payment of such amount as may be deemed appropriate by the Board of Directors. Life Members shall be entitled to one vote and to hold office in the Society but shall not be required to pay annual dues.

D. Family Members: The Board of Directors may establish from time to time an annual amount of dues for a Family Membership. A Family Membership shall include up to two adults and their minor children. The holder of a Family Membership shall be entitled to a total of two votes on any matter to be voted upon by the membership of the Society.

E. Honorary Members: Who shall not be required to pay annual dues but shall not be entitled to vote or hold office in the Society. Any person or corporation may become an Honorary Member by the majority vote of the Board of Directors.

Section 2: Membership Dues

The amount of membership dues may be changed at the discretion of the Board. Memberships are to be renewed annually. Dues must be paid within sixty (60) days after the anniversary date of joining. Any member failing to pay his dues within said period of time shall be considered as not in good standing and no longer a member of the Society. Any member having been suspended for non-payment of dues may be reinstated by payment of dues at the discretion of the Board.

Section 3: Termination of Membership

Any member not acting in the best interests of the organization, or in accordance with the purposes and objectives of the organization may be expelled from membership by a majority vote of the Board. The expelled member may appeal the action of the Board at a special meeting of the entire membership of the Society whose decision is final. The expelled member must submit a written request for an appeal of the Board's decision to the Board Secretary or President explaining the reasons for the appeal no later than 30

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Deleted: D. Family Members: The entire immediate family shall be deemed members upon payment of the annual family membership dues, as established by the Board of Trustees from time to time. However, the family may cast only so many votes as the quotient of the family membership dues divided by the single active membership dues, rounded to the lowest whole number. For instance, if active membership dues are \$10, and family membership dues are \$25, then each family membership may case a total of two votes (2.5, rounded down).¶

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days of the date the organization sent notice to said expelled member. An expelled member who fails to make such written request waives any right to appeal or to otherwise challenge the Board's decision to terminate that membership.

Section 4: Member Voting Rights

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Each member shall be entitled to one vote at any membership meeting provided he or she has been a member in good standing for a minimum of three (3) months immediately preceding said meeting.

ARTICLE III
Membership Meetings

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Section 1: Annual Meeting

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The annual meeting of the Society shall be held at such time and place within Medina County as shall be specified by the Board. At said meeting, members shall be elected to fill vacancies on the Board.

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Section 2: Special Meetings

Special meetings of the members may be called by the Secretary upon order of the President, or upon the written request of a majority of the Board. Notice of special meetings shall be given at least one week in advance. The President shall also call a special meeting when requested in writing by the lesser of fifteen (15) or 25% of members in good standing.

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Section 3: Quorum for Membership Meetings

Fifteen (15) members in good standing (or such lesser number shall constitute two-thirds (2/3) of the entire membership) in attendance at a meeting shall constitute a quorum for the transaction of business. Each written, signed proxy held for a member who is not in attendance shall count toward the minimum number of members required for a quorum.

Section 4: Proxy; Deciding Vote

All questions submitted to vote shall be decided by a majority of those voting in person or by proxy at a meeting at which quorum is present, except as otherwise provided herein. The presiding officer shall not be entitled to vote except in the case of a tie when he shall cast the deciding vote.

Section 5: Notice of Membership Meetings

Notice of special membership meetings shall be given in accordance with Article I, Section 6 above, or by general announcement in a newspaper of general circulation in Medina County.

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ARTICLE IV
Board of Directors

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Section 1: Powers and Responsibilities

The property, affairs, activities, and concerns of the organization shall be vested in the Board of Directors. The Board of Directors may devise and carry into execution any measures it deems proper and expedient to promote the objectives of the organization and to best protect the interest and welfare of the members.

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The number of members of the Board of Directors shall be determined pursuant to law by resolution of the membership at a meeting called for the purpose thereof, and shall consist of a minimum of seven (7) and maximum of nineteen (19) Directors.

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The members of the Board shall, upon election, immediately enter upon the performance of their duties and shall continue in office until their successors shall be duly elected or appointed. The Board shall serve without compensation. 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. No person shall be eligible to be a Director unless he is a member in good standing of the Society. No two members of the same household shall be Directors at the same time.

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Section 2: Reserved Powers. The following powers shall be reserved to the Board of Directors and may not be delegated or assigned.

(a) to present resolutions to the membership for amending, restating, or changing the bylaws or articles of incorporation;

(b) to approve the corporation's annual budget;

(c) to present to the membership for adoption a plan of merger or consolidation with another organization or authorizing the voluntary dissolution, liquidation, bankruptcy or reorganization;

(d) to authorize the sale, lease, exchange, mortgage, pledge, or other disposition of all substantial or real and personal property of the corporation;

(e) to amend, alter, or repeal any resolution of the Board.

Section 3: Term of Office

The interim Board of Directors named in the Articles of Incorporation shall hold office until the first annual meeting of members. At that meeting seven (7) Directors shall be elected by the members, three (3) for a term of one year and four (4) for a term of two years. Thereafter, Directors shall be elected at the annual meetings for terms of two years to fill expired terms. A Director's term shall end immediately following the annual membership meeting during the second calendar year of such term. Terms of Directors shall be staggered so that approximately half of the Directors' two year terms will expire each year. Any Board member may voluntarily accept a term of less than two years for the purpose of staggering the terms of Board members as set forth herein. A Director may serve no more than four consecutive two-year terms. Any Director who has served four consecutive two-year terms must be absent from the Board for at least one year before being eligible for election or appointment to the Board again.

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Section 4: Vacancies

A. In the event that a vacancy occurs on the Board of Directors for any reason, the Board may, but are not compelled to, fill that vacancy by majority vote of the remaining members of the Board.

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B. If said vacancy results in less than the minimum number of Directors required under Article VIII, Section 1, then the vacancy shall be filled without undue delay by a majority vote of the remaining members of the Board. In filling such vacancies under this subsection, the Board shall make a good faith effort to adhere to the prerequisites for being a Board member under Article VIII, Section 1; however, the Board may waive any or all of these Prerequisites if the Board deems it necessary to promptly fill said vacancy.

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C. Directors appointed to fill vacancies in the Board shall serve until the next election of the Board, at which time they may be re-elected.

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Section 5: Removal by Membership

At a special meeting of the members of the Society at which a quorum is present, called for such purpose, the members may by majority vote of those members present, remove from the Board of Directors any member thereof for any or no reason.

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Section 6: Reimbursement of Expenses

Directors shall be entitled to reimbursement for necessary expenses incurred in fulfilling their duties, when authorized by the Board provided proper receipts are presented.

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Section 7: Annual Meeting of the Board

An annual organizational meeting of the Board of Directors shall be held at the annual meeting of the members of the Society, after the election of Directors, or at the earliest possible date following adjournment of the annual meeting but not to exceed thirty (30) days thereafter.

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Section 8: Regular Board Meetings

The Board of Directors have regular meetings as may be determined by the President. All meetings of the Board of Directors shall held at such a time and at such place, within Medina County, as the President of the Board shall order. Notice of such meetings shall be given to the Directors no less than fourteen (14) days prior to the meeting.

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Section 9: Special Board Meetings

Special meetings other than specified in Section 7 of the Board of Directors may be called by or at the request of the President or any two Directors. Notice of such meeting shall be given, in writing, at least three (3) days prior to said meeting by the Secretary of the Board to each Director.

Section 10: Quorum for Board Meetings

A majority of the Board of Directors shall constitute a quorum. Any action of the Board shall require a vote of not less than a majority of those Directors present at a meeting at which a quorum is present.

Section 11: Absence of Director at Meetings

If any Director shall be absent from three (3) consecutive Board of Directors meetings (not more than one of which shall be a special meeting) without just cause, he shall be deemed to have resigned from office and the vacancy so caused shall be filled as herein provided.

Section 12: Appointment of Humane Agents

Humane Agents shall be nominated by the Board of Directors and appointed as provided by law. They shall perform all duties set forth by law and shall be under the supervision of the Board of Directors or of the President.

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Section 13: Board Participation

All members of the Board of Directors shall either hold active roles in at least one committee, or hold a position as an Officer of the Society.

Section 14: Meeting by Conference

Members of the Board may participate in a meeting through use of conference telephone or similar communications equipment, so long as all Directors participating in such meeting are in simultaneous communication with one another. Participation by such means shall constitute presence in person at a meeting.

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Section 15: Action Without Meeting.

Any action required or permitted to be taken by the Board may be taken without a meeting if, prior to such action, all members of the Board consent to such action, and if such action is thereafter reduced to writing and signed by all Directors. Such consent or consents shall have the same effect as a unanimous vote of the Board and shall be filed with the minutes of the proceedings of the Board.

Section 16: 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.

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Section 17: Rights of Inspection.

Every Director shall have the right at any reasonable time to inspect and copy all books, records, and documents of every kind and to inspect the physical properties of the organization.

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ARTICLE V
Officers

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Section 1:

At the annual meeting of the Board, the Board of Directors shall elect all officers from the Board. All elections of officers shall be conducted by secret ballot.

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- Deleted: or, if necessary, from the general membership. If not elected from the Board, they shall be ex-officio members of the Board as long as they serve as President or Treasurer. A Vice-President and a Secretary shall be elected from the Board. It may also elect such other officers as the business of this Society may require.
- Deleted: No officer shall serve in the same office for more than one consecutive term, except at the discretion of the Society.¶

Section 2:

All officers shall be elected for a term of one year. Officers may serve multiple or consecutive terms if they are elected to so serve.

Section 3:

The officers shall hold office without remuneration.

Section 4:

Any officer may be removed from office at any time for no cause by a majority vote of the Board of Directors.

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Section 5:

Whenever any vacancy shall occur in any office created by these By-Laws or by the Board of Directors, the vacancy shall be filled by the Board of Directors for the unexpired term.

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Section 6: President

The President shall preside at all membership and Board of Directors meetings.

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Duties of Officers¶

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A. He or she shall perform all duties incident to his or her office and such other duties as may be required of him.

B. He or she shall appoint all committee chairmen. He or she shall be an ex-officio member of all committees except the nominating committee. He or she may remove any committee, chairpersons with or without cause.

C. He or she shall be the principal executive officer of the Society and shall be responsible only to the Board of Directors.

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D. He or she shall conduct the activities and business of the Society in accordance with the principles and policies prescribed by the Board, the Articles of Incorporation, the By-Laws of the Society and the laws of Ohio.

E. He or she shall appoint such agents and employees and assign them such duties and responsibilities as, in his judgement, may be in the best interest of the Society, subject to the approval of the Board. Compensation of all employees of the Society shall be fixed by the Board of Directors, upon the recommendation of the President.

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F. He or she shall deliver to the annual meeting of the members of the Society a report of the work done by all committees in the preceding year.

G. The President may cast a vote on any matter before the Board. If any vote results in a tie, then the motion fails.

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Section 7: Vice-President

The Vice-President shall perform all the duties and fill all functions pertaining to the office of the President in the absence the President.

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Section 8: Secretary

The Secretary shall record and preserve minutes of all meetings, and shall maintain a separate copy of said minutes at the main office of the Society.

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A. He or she shall maintain a list of members attending meeting and perform any other duties incident to this office.

B. In the absence of the Secretary from any meeting, the presiding Officer shall appoint a temporary Secretary to record the minutes; such minutes shall be transmitted to the Secretary.

Section 9, Treasurer

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The Treasurer shall be bonded and shall receive and have custody of all funds and securities belonging to this Society.

A. He or she shall disburse funds necessary for the operation of the Society. All checks shall require either the signature of the President, Vice-president or Treasurer.

B. He or she shall keep such financial accounts as may be required of him by the Board and By-Laws.

C. He or she shall submit a financial report to the Board of Directors at its regularly held meetings and to the members of the Society at all quarterly meetings.

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D. An annual report, audited by a committee of three (3) members selected by the Board, who shall not be members of the Board, shall be submitted to the board and meeting of the member, of the Society. A newly elected Treasurer shall, with the help of the officers, submit to the Board of Directors a written budget and Program proposal for the ensuing year within thirty (30) days of his/her election to the office of Treasurer.

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Section 10, General Duties

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All officers shall maintain and keep updated, written records pertaining to their functions and duties while serving in said office. All officers are responsible for transferring these records to the next duly elected officer.

ARTICLE VI:

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Other Provisions

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Section 1: Committees

The Society shall have a Nominating Committee and such other committees as may be deemed appropriate by the Board, and may delegate to such committees any of the authority of the Board excepting those powers reserved for the Board in these bylaws..

Deleted: the following standing committees, namely: Education, Membership, Public Relations, Fundraising, Spay-Neuter and Adoption. Any other special committee deemed necessary in carrying out the functions of the Society may also be established shall function until such time as their successors are appointed.

Section 2: Nominating Committee

Two months prior to each annual meeting, the President shall appoint a nominating committee consisting of five (5) members in good standing. Said committee shall prepare a slate of nominees to fill the vacancies on the Board of Directors. Such slate shall be made available to the entire membership at least ten (10) days prior to the annual meeting. Additional nominations for membership on the Board may be made from the floor by members in good standing. These nominations must have the approval of the nominee.

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The candidates to receive the most votes, by secret ballot, are the elected members of the Board. In the event of a tie, another secret ballot shall be taken.

Section 3: Robert's Rules of Order

Where not inconsistent with these By-Laws, Robert's Rules of Order shall prevail.

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Section 4: Insurance The Society shall purchase and maintain insurance on behalf of any person who is or was serving at the request of the Society as a Trustee, officer, employee or designated agent of this or another corporation, partnership, joint venture, trust or other enterprise against any liability asserted against him and incurred by him in any such capacity, or arising out of his status as such, whether or not the Society would have the power to indemnify him against such liability under the provisions of this Article or of applicable statutes.

Section 5: Indemnification.

The organization shall indemnify any person against expenses reasonably incurred by being made a party to any legal action (other than legal action by the organization), by reason of the fact that he is or was an agent of the organization. Such indemnification shall only occur if such person acted in good faith. The termination of any legal action by judgment, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent, shall not, of itself, create a presumption that the person did not act in good faith.

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Section 6: Authorization for Monetary Commitments.

All monetary commitments for the organization in excess of \$5,000.00 shall be made by Board resolution, and all checks and other instruments in excess of \$3,000.00 shall bear the signature of two Officers.

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Section 7: Amendments to Bylaws

These bylaws may be amended as follows: Any member or Director may recommend one or more amendments to the Code at any regular or special meeting of the Board. The Board must then vote within 60 days to either send the proposed amendment to the membership for a vote, or to reject the proposed amendment without vote. If a majority of the Board attending such meeting votes to send the proposed amendment to the membership, the Board shall call a membership meeting within 180 days of the proposal. The Board must also call such a meeting within 180 days of receiving a petition for proposed changes to the bylaws signed by the lesser of 1/4 of the current membership or 20 members in good standing. Proposed amendments shall be adopted if approved by a majority vote of the members at any meeting of the members called for that purpose at which a quorum is present. Notice of the proposed amendment must be given in writing to each member at or before the time provided in these bylaws for providing notice of the meeting.

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Section 8: Dissolution.

The organization may be dissolved at any time by the written consent of not less than 2/3 of members. In the event of the dissolution of the organization, whether voluntary or involuntary or by operation of law, none of the property of the organization nor any proceeds thereof nor any of its assets will be distributed to any individual persons, but after payment of its debts, its property and assets will be given to a charitable 501(c)(3) tax-exempt organization with a similar purpose selected by the Board.

Deleted: An amendment, alternation or repeal of the By-Laws may be proposed at any meeting of the membership but must be tabled for not less than thirty (30) days nor more than sixty (60) days. During that time, a special meeting shall be held to vote on such proposed amendment. Written notice of the special meeting shall be mailed to all members. The notice of the special meeting shall include a copy of the proposed changes(s).¶

¶ Section 2:¶

At the special meeting called pursuant to Article VII, Section 2, of this Article, provided there is a quorum present, the By-Laws may be amended, altered or repealed by the affirmative vote of two-thirds (2/3) of the members present in person or by proxy.¶

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