

POTSDAM HUMANE SOCIETY, INC.

By-Laws

PROVISION I – BOARD OF DIRECTORS

A member shall perform his or her duties as a member, including his or her duties as a member of any committee of the Board upon which he or she may serve, in good faith, in a manner he or she reasonably believes to be in the best interests of PHS and with such judgment as an ordinarily prudent person in a like position would use under similar circumstances.

A person who performs his or her duties in good faith and as set forth above shall not have any liability by reason of being or having been a member.

Applicants

Membership on the Board is open to any person who is not employed by or receiving remuneration for services from PHS. Applicants for board membership shall meet with the Governance Committee prior to the 1st Board Meeting attendance. Applicants will then attend three (3) board meetings before being considered for appointment. At the third board meeting, the candidate will be accepted or rejected by a majority vote at a meeting.

Applicant Removal Appeal

Any person whose membership application is rejected or whose membership is revoked by the Board may appeal that decision to the Board by addressing a note of appeal to the Secretary at least 10 days before the next meeting of the Board. A two-thirds majority vote of the members attending such meeting shall be binding.

Voting

Each member shall be entitled to cast a vote at any meeting of PHS. For the purpose of this section, a person shall be deemed to have become a member, if elected to membership, on the date of that vote. If a member is unable to attend a meeting, voting can occur electronically prior to the meeting. The president shall only vote in the case of a tie.

Officers Eligibility

No person who derives his/her livelihood or any significant income from the purchase, sale, use, care, or commercial exploitation of animals, may be an officer.

Replacement of Officers

In case any officer shall by death, resignation, incapacity to act, or otherwise cease to be an officer during his or her term, his or her successor shall be elected by the Board at the next meeting to serve until the end of the term.

POTSDAM HUMANE SOCIETY, INC.

Conflict of Interest and Code of Conduct

A Conflict of Interest policy as approved by the Board shall be signed annually by all current board members and employees. When first appointed to the Board, each member shall sign a Code of Conduct as approved by the Board.

Resignations and Removal

Any officer or member may resign from the Board at any time with a written resignation to the Board. Any officer or member may be removed from the Board who shall violate the rules, regulations, policies, including but not limited to the Code of Ethics, Conflict of Interest, or Confidentiality policies, the Constitution, or By-Laws of PHS. When any officer or member is charged with any act for which the member may be removed, notice shall be served personally or by registered mail. If after due opportunity to be heard, at a duly called board meeting, the Board, by majority vote of those present or by other electronic means, will cause such member to be removed. If removal is voted, it will take effect immediately and the Secretary shall inform the removed member if he or she is not present. The removed member may appeal the removal to the full Board and the action of a two-thirds majority of the members at the duly-called board meeting will constitute the final determination.

The Board may revoke the membership of any board member who is not adequately supporting the purposes of PHS, by a two-thirds majority vote of the members at any Board meeting.

PROVISION II – MEETINGS OF THE BOARD OF DIRECTORS

Regular Meetings

Regular meetings of the Board of Directors shall be held the third Tuesday of every month at such places and times as the Board shall designate.

Majority Vote

Except as otherwise prescribed in these By-Laws, decisions at any meeting of the Board of Directors or committees shall be by a majority vote of a quorum. Each member shall have one vote and no voting by proxy shall be permitted.

Classification as Volunteers

Members and members of committees, shall be classed as volunteers and will not be paid for services rendered to the Board.

Committees

The Board may provide for such committees, as the Board deems desirable; and may delegate to such committees such duties and powers from time to time as it shall deem necessary or desirable. The Board shall authorize the formation of such committees, either temporary or standing, as it may from time to time deem necessary or advisable. No such committee, however, shall be formed

POTSDAM HUMANE SOCIETY, INC.

unless the duties and authority thereof shall be specifically defined by the Board in advance. A member of the Board shall serve on at least two committees and each committee shall have at least one Board member.

Unexcused Absence

If any member of the Board is absent from three consecutive regular meetings, without being excused from attendance by the Board, he/she shall be deemed to have resigned from the Board and the vacancy may be filled as needed.

Action Without Formal Meeting

The Board or a committee thereof may take any action required or permitted to be taken at a meeting except where more than a simple majority is needed without a meeting if a consent in writing (i.e., email, text message or submitted written correspondence to the President, Secretary, or Committee Chair) setting forth the action taken, is approved and signed by a majority of the members indicating their respective votes or all of the committee members entitled to vote with respect to the subject matter thereof.

Presence At Meetings

Any members of the Board or any committee designated by such board may participate in a meeting of the Board or committee by way of telephone conference, virtual conference or similar communications equipment by which all persons participating in the meeting can hear each other at the same time. Such participation shall not constitute an absence and is considered an in-person appearance for the purpose of either a Board meeting or committee meeting.

Presumption of Assent

A member who is present at a meeting of the Board when action on any PHS matter is taken shall be presumed to have assented to the action. If a member dissents to the action, his or her oral dissent must be recorded in the meeting minutes, or written dissent to the Secretary within twenty-four (24) hours of the meeting's adjournment. A member who votes in favor of an action waives his or her right to dissent.

PROVISION III – OFFICERS

Number and Titles

The four officers of PHS shall be President, Vice-President, Treasurer, and Secretary.

President

The President's duties include the following: to preside at all meetings of the Board; be an ex-officio member of all committees; sign such papers as may be required by his/her office or as may be directed by the Board; make such reports and recommendations to the Board at any regular or special meetings concerning the work and affairs of PHS, as his/her judgment may be necessary for their information and guidance; request from the Treasurer, Secretary and Executive Director such reports as in his/her judgment are necessary; and perform such other duties as may be

POTSDAM HUMANE SOCIETY, INC.

incidental to the office. The President shall serve as the primary spokesperson for the Board and as the primary point of contact for PHS.

Vice-President

The Vice-President is to actively assist the President and to perform the duties of the presidency in the absence, resignation, or removal of the President from the office.

Secretary

The Secretary takes and preserves the minutes of all meetings of the Board, publishes notice of annual, regular, and special meetings, and performs other duties assigned by the Board. The Secretary maintains the minutes of all Board meetings in a form which is available upon request, to all members. The Secretary receives and makes available all correspondence to the Board or the Executive Committee, and answers all correspondence unless otherwise directed by the Board.

Treasurer

The Board of Directors shall have the right at all times to make such banking resolutions deemed necessary and proper for the proper handling of funds. The Treasurer is the key volunteer financial management role for the organization and must display a commitment to PHS, an understanding of PHS's principles, mission, goals, services, along with the responsibilities and relationships of governance and management. The Treasurer, jointly with the President and Finance Committee chair, if other than the Treasurer, ensures that current records are maintained, reflecting the financial condition of PHS. These records will include cash, investments, accounts receivable and any other assets, accounts payable and net assets. The Treasurer will lead the preparation of an annual budget, ensure that accurate books and records of financial condition are maintained, ensure assets are protected and invested according to organization policy, comply with organization and statutory reporting requirements, ensure comprehensive reports are prepared on an accurate and timely basis, and ensure an annual financial statement, subject to independent audit as directed by the Board, is available to individuals charged with preparing or reporting this financial information. The Treasurer will perform all duties incidental to the office of the Treasurer.

PROVISION IV – COMMITTEES

Standing Committees

There shall be an executive, governance, fundraising, finance, personnel, building and grounds, animal advocacy and any other committee that may be deemed necessary.

Executive Committee

The executive committee shall consist of the officers of the Board and other such members as may be deemed advisable. The committee meets on-call between regular meetings of the Board and assumes such duties and powers as are delegated to it by the Board.

POTSDAM HUMANE SOCIETY, INC.

Governance Committee

The governance committee shall consist of at least three (3) persons. It shall be the duty of the governance committee to report and make recommendations to the Board concerning all matters of board development, including, but not limited to, selection, recruitment, orientation, education, recognition, rotation and separation. The governance committee will recommend candidates to the Board to fill vacancies and a slate of officers for election.

Fundraising Committee

The fundraising committee shall consist of at least three (3) persons. It shall be the duty of the fundraising committee to report and make recommendations to the Board concerning all fundraising events for PHS.

Finance Committee

The finance committee shall consist of at least three (3) persons and shall include the Treasurer. It shall be the duty of the finance committee to report and make recommendations to the Board concerning all of the financial affairs of PHS.

Personnel Committee

The personnel committee shall consist of at least (3) persons. It shall be the duty of the personnel committee to report and make recommendations to the Board concerning all personnel concerns of PHS. The personnel committee will conduct an annual evaluation of the Executive Director.

Building and Grounds Committee

The building and grounds committee shall consist of at least (3) persons. It shall be the duty of the building and grounds committee to report and make recommendations concerning building and grounds concerns to the Board.

Animal Advocacy Committee

The animal advocacy committee shall consist of at least (3) persons. It shall be the duty of the animal advocacy committee to advocate for animals at PHS and the surrounding areas. The animal advocacy committee will work on educating the community about PHS and the humane treatment of animals.

PROVISION V – EXECUTIVE DIRECTOR

Management

The Executive Director's duties shall include, but not be limited to, the following: manage the affairs and direct the work and employees of PHS, subject to policies the Board has approved; prepare expense budgets for the approval of the finance committee; and be authorized to incur expenses in accordance with the approved budget or as directed by the Board. The Executive Director is responsible for the safekeeping/ maintenance of all records. The Executive Director shall attend all meetings of the Board unless otherwise directed by the Board. The Executive

POTSDAM HUMANE SOCIETY, INC.

Director shall from time to time make reports of the work and affairs of PHS to the President and Board at their annual, regular, and special meetings.

PROVISION VI – AMENDMENT OF BY-LAWS

These by-laws, may be repealed, altered, or amended at any meeting of PHS by a majority vote of the membership, provided notice of the proposed change is given in the notice of the meeting at least ten (10) days prior to the meeting.

PROVISO

The adoption of these revised By-Laws replaces all other by-laws heretofore adopted. The Secretary, or person or persons responsible for preparing this document for presentation, publication, or distribution is hereby authorized to make such technical, editorial, or conforming changes as may be necessary without in any way changing the intent of the original or proposed wording contained herein.