



Humane Society of Memphis & Shelby County

By Laws

Revised June 2017

By- Laws – Humane Society of Memphis & Shelby County

Article I – Name, Address and Non-Profit Status

Section 1: Name. The name of this Corporation shall be The Humane Society of Memphis & Shelby County (Hereafter- The Humane Society).

Section 2: Initial Address. The initial address of the Corporation shall be 935 Farm Road, Memphis, TN 38134. The address of the Corporation and its place of business may be changed by the affirmative vote of a majority of the Directors.

Section 3: Non-Profit Status. This Corporation is and shall be a non- profit Corporation.

Article II – Purpose

The purposes for which the Corporation is formed are those set forth in its Certificates of Incorporation, as from time to time amended, and as set forth herein.

Positive Objectives. The Humane Society exists for the purposes of preventing cruelty to, relieving the suffering of, and providing humane treatment for injured and abused animals. To this end, animals rescued through our programs shall be rehabilitated whenever practical and nurtured until good homes can be found for them.

The Society shall seek also to advance animal welfare education and legislation and to promote in general the humane ethical treatment of animals and to carry on humane education to assist the public in understanding the proper treatment and care of animals.

The Society shall bring together those persons who are interested in the prevention of cruelty to animals and in furthering animal welfare and shall meet on a regular basis to pursue these common goals.

The Society's service shall be limited to Shelby County, Tennessee.

ARTICLE III – Members

The Board of Directors of the Society ("Board") shall, for purposes of any statute or rule of law relating to Tennessee nonprofit corporations, act as the members of the Society, and shall have all the rights and privileges of members as permitted by law. The procedures and other rules relating to the Board shall apply to all actions taken by the Board when acting as the members of the Society. There are no other members of the Society.

Article IV – Board of Directors

The Memphis Humane Society shall be governed by its Board of Directors, whose members shall serve without compensation.

It will be the responsibility of the Board of Directors to insure that policies of the Society are adhered to through the Executive Director and Staff of the Society.

1. Power of the Board of Directors

The Board of Directors shall have the following powers, but not limited to:

- A. Control and manage the funds, building, and property of the Society;
- B. Make or authorize all contracts for capital purchases, capital improvements or acquisitions, or repairs in excess of five thousand dollars (\$5000);
- C. Establish such standing committees as it may consider necessary;
- D. Establish the size of and define the duties of such committees;
- E. Prescribe rules for the use of the buildings and property of the Society;
- F. Make other such rules and regulations as may be necessary for the government of the Society and its employees, and to alter and amend the same;
- G. Acquire, buy, own, hold, lease, sell, improve, encumber, and convey property of any kind as may be necessary or proper for the purpose of the Society;
- H. Establish policies and procedures as outlines in the procedure manual;
- I. Board members should not interfere in the day-to-day operation of the office.
- J. Without limiting the generality of the grant of power to the Directors, the Directors shall have the full power and authority to appoint and remove all officers and prescribe their duties consistent with the provisions of the Articles of Incorporation and these By-Laws and generally shall have full power to do or to require to be done everything deemed necessary or expedient for the promotion of the welfare of the Corporation.

2. Responsibilities for Board of Directors

- A. All directors must take as their duty to act under and defend the charter of The Humane Society.
- B. Each member of the board of Directors, having accepted membership on

the board, is obligated to serve on a minimum of one necessary committee unless a valid reason for not doing so is provided to and accepted by the President, or unless such member has been chosen for a specific field of expertise requiring that member's time and ability in a non-committee capacity.

3. Nomination for Board of Directors

Nominations for membership in the Board of Directors may be made by the President, or by any member of the Board in writing to the President. The prospective Board Member must submit a completed application that will be reviewed by the Board. The application will be submitted to the Board at least 30 days prior to voting. Application will include background information, including but not limited to other board experience (current or previous) and areas of work/expertise.

The Executive Director shall not serve as a board member in order to avoid potential conflicts of interest that may arise when an executive employee of a nonprofit also has voting authority as a board member.

4. Election to Board of Directors

Members of the Board of Directors shall be elected by a two-thirds majority of board Members present at a regular Board meeting at which a quorum is present; a quorum being a simply majority of the members of the Board. Voting will be done by written ballot.

- (a) All Directors shall be elected to the Board of Directors to serve a term not to exceed five (5) years. However, in the event of periods of a low number of board memberships (three or less active voting board members), or in order to maintain continuity across the Board and allow for staggered rotation of members off the board, board term limits may be extended for a member for a period of one year, by a two-thirds majority vote of board members present at a regular board meeting at which a quorum is present; a quorum being a simple majority of the members of the Board. In the event a board member needs to remain on the board beyond his five year term plus one-year term extension, each subsequent extension shall not exceed one-year and must be approved by the two-thirds majority vote as set forth in the previous provision. In other words, a board member who reaches the five year term limit and must remain in service due to a shortage of three or less members or to allow staggered terms, may only remain in service for one additional year at a time, and must be subject to a two-thirds majority vote for any subsequent one-year extension. Board terms shall be staggered in order to ensure that experienced board members will be present at all times. Voting shall be conducted by written ballot.

- (b) Directors may serve multiple terms on the board if re-elected to serve by the existing of Board of Directors, under the regular process for initial board membership, following a one (1) year period off the board.

5. Termination of a Board Membership

Any member of the Board of Directors who shall fail to attend a minimum of four (4) meetings of the Board in any fiscal year or have three (3) unexcused absences in a row may have his or her membership on the Board terminated. Additionally, any Director may be removed, with or without cause, at any time by a simple majority vote of the entire Board, excluding the person whose removal is under consideration. Notice of termination proceedings shall be given in writing to the Board Member in question prior to the meeting.

Any Director may resign by tendering a written resignation to the Board. The resignation shall be effective upon receipt of the writing by the Board or at any later date specified therein, and the resignation shall require no further action to be effective.

6. Advisory Board

The Advisory Board will serve to provide advice, counsel, and aid to The Humane Society. Advisory board members shall be nominated by a director at a regularly scheduled meeting of the board of directors and voted upon at the next regularly scheduled meeting. Advisory board members shall be elected by a majority vote of the board of directors present at the meeting.

Advisory board members do not have voting rights at board of director meetings. Upon term completion, board directors may vote to give the Advisory Board member the option to join the Advisory Board for the succeeding fiscal year.

All Advisory board members shall be elected to serve a one-year term. The member term shall be considered to begin the month following election to the Advisory Board and end after twelve (12) months. Members may serve terms in succession upon re-election during the eleventh (11th) month of term.

Article V – Officers

The officers shall consist of a President, Vice President, Secretary, and Treasurer. Such officers shall be elected by a majority of those members present, or represented by proxy, at the annual election meeting.

Only Active Board Members shall be eligible for election as Officers, each of whom will serve for a minimum term of one year. Officers may have a maximum of two terms in the same office, but at the end of two terms, officers must vacate office for at least one full term.

1. Duties of Officers

President – The President shall preside at all meetings of the Society, the Board of Director’s meetings, and the Executive Committee meetings, and shall serve as an ex-officio member of all committees, coordinating their activities. The President will appoint all committee chairpersons. The President shall only vote in the case of a tie vote.

Vice-President – The Vice-President shall perform the duties of the President during any absence of the President.

Secretary – The Secretary shall be responsible for recording the minutes of all meetings of the Board of Directors and special meetings of the Society. These minutes shall be sent via e-mail prior to the next Board meeting to all Directors and the Executive Director.

Treasurer – The Treasurer shall have the responsibility for the custody of all Society funds, securities and financial records, and shall see that full and accurate accounts of all receipts and disbursements are handled in a manner consistent with accepted accounting principles.

2. Nomination of Officers

Nominations for officers will occur at the November meeting. Any active board member can be nominated for any officer position. Any active board member can present a nomination. The potential candidates must notify the Board of their willingness to serve prior to the December meeting so that the ballot will be presented to the Board prior to the Election Meeting in December.

- (a) Each officer shall serve a one-year term of office and may not serve more than two (2) consecutive terms in the same office. However, the term may be extended by one year intervals, if no other nomination is received, until a successor has been elected, in order to maintain continuity during periods of a low number of board memberships, as previously defined. Each board officer’s term of office shall begin on January 1st and end on December 31st of the same year.
- (b) Following a one (1) year period out of office, a member may again serve in a previously held office, if re-elected to serve by the existing of Board of Directors, under the regular process for board office.
- (c) Officer terms shall be staggered if possible to ensure that experienced

board members are present at all times.

Article VI – Indemnification of Directors, Officers and Employees

To the extent permitted by Tennessee law, the Society shall indemnify any present or former Director, officer, committee member, administrative staff resource person to a committee, or key administrative staff employee against expenses (including attorney's fees), judgments, decrees, fines, penalties, amounts paid in settlement, and other liabilities in connection with the defense of any pending or threatened action, suit, or proceeding whether criminal, civil, administrative, or investigative, to which such person is or could reasonably expect to be made a party, provided:

- (a) that such person was not guilty of willful or wanton misconduct in the performance of their duty to the Society;
- (b) that such person acted in good faith in what they reasonably believed to be the best interests of the Society; and
- (c) that, in any matter the subject of a criminal action, suit, or proceeding, such person had no reasonable cause to believe that their conduct was unlawful.

The determination as to (a), (b), and (c) above may be made by:

- (1) by a majority vote of a quorum of the Board consisting of said Directors who are not or were not parties to or threatened with such action, suit, or proceeding; or
- (2) if such a quorum is not available, or even if obtainable, if a majority of such quorum of disinterested Directors so directs, by a written opinion of independent legal counsel to whom the matter may be referred by a majority of Directors. Any independent counsel or a firm associated with the attorney shall not have performed services for the Society or any person to be indemnified within the past five years.

The termination of any claim, action, suit, or proceeding by judgment, order, settlement, conviction, or plea of guilty or nolo contendere shall not create a presumption that such person did not meet the standards of conduct set forth in this Article.

To the extent that any such person has been successful on the merits, on a procedural basis or otherwise, with respect to any such action, suit, or proceeding, or in the defense of any claim, issue, or matter therein, such person shall be indemnified against expenses, including reasonable attorneys' fees, incurred in connection therewith regardless of the determination specified in the above paragraph of this Article.

The indemnification provided by this Article shall not be deemed exclusive of, or in any way to limit, any other rights to which any person eligible for indemnification may be or may become entitled as a matter of law, or pursuant to the Articles of Incorporation, the

By-laws, agreements, insurance coverage, or otherwise. The indemnification provided by this Article shall continue as to a person who has ceased to be a Director, officer, committee member, administrative staff resource person, or key administrative staff employee and shall inure to the benefit of the heirs, executors, and administrators of such person.

Irrespective of the provisions of this Article, the Board at any time or from time to time, may approve the indemnification of Directors and officers or other persons to the full extent permitted by the provisions of the Tennessee General Nonprofit Corporation law at the time in effect, whether on account of past or future transactions.

The extension of rights of indemnification hereunder by liberalization of any existing law of the State of Tennessee shall not be construed as limiting any right of indemnification of any Director or officer which has accrued under an existing law. It is the intention of this provision that any liberalization of the law of the State of Tennessee shall inure to the benefit of Directors and officers entitled to indemnification. No change in the law of Tennessee decreasing the rights of indemnification shall be deemed to derogate from or decrease any right of indemnification which shall have accrued or vested prior to the change in such law.

If any part of this Article shall be found in any action, suit or proceeding to be invalid or ineffective, the validity and the effect of the remaining provisions of this Article shall not be affected.

Article VII – Committees

1. Standing Committees

Standing Committees shall be chaired by a member of the Board of Directors who is appointed by the President. These Directors shall have the power to form sub-committees for implementation of special projects. Use of committees will be based upon the available number of directors, and used at the discretion of the President of the Board of Directors. The following are suggested areas for committees.

Development and Fundraising

This Director shall evaluate, initiate, approve, and assist in the implementation of all fund raising events, focusing on events directed at day-to-day operations. This director shall work with the development office and other employees of The Humane Society to create a schedule of fund raising events to occur throughout the year.

Director of Public Relations

This Director shall make all contact with the media, unless delegated, and shall approve all releases. This person is responsible for securing public service announcements and other publicity for the Society functions, projects, and concerns.

Director of Education

This Director shall actively pursue ways and means of bring before the public the need for the humane care and treatment of animals and the appreciation of all forms of life. Special attention shall be given towards directing these messages to schools, clubs, scout groups, and churches.

2. Special Committees

Special Committees shall be appointed by the President as needed. Examples include: Building and Grounds (Structural); Operations; Finance; Development and Fundraising.

3. Executive Committee

Executive Committee. The Executive Committee shall consist of the Chairman of the Board and all Officers, plus the Directors of Committees, and the past Presidents who are members of the Board of Directors. The Executive Committee shall decide all issues related to employee compensation, including without limitation health plans, insurance plans and all perquisites. In addition, the Executive Committee may act on behalf of the Humane Society in any manner when the Board of Directors is not in session, The Executive Committee action(s) shall not be set aside by vote of the Board unless the contract can be terminated without penalty to the Humane Society. The Executive Committee shall meet as needed to conduct the business of the Humane Society.

Article VIII – Meetings

1. Time and Place

The Board of Directors shall meet at such place as it may designate to receive and consider reports of the officers and committees and to conduct business as may be brought before it.

Meetings. Meetings of the Board shall be held at the principal office of the Society, unless a different location is specified by the President. Notwithstanding the foregoing, the Board may hold its regular or special meetings by any method of communication, including electronic or telephone communication, provided that each member of the Board can hear or read in real time and participate in and respond to every other member of the Board. Special meetings shall be conducted (1) when specified by the President; or (2) upon the resolution of a majority of the Board. An annual meeting of the Board shall be held each year during the first quarter of the New Year at a time and place to be fixed by the Board, one of the purposes of which shall be the election of the Board.

2. Special Meeting

Special meeting of the Board of Directors may be called by the President or by the majority of the Board.

3. Notices

The Recording Secretary, or designee, shall give all directors fifteen (15) days written notice of regular meetings and 24-hour notice of a special meeting, stating the purpose(s) for which it is called. Meetings will typically be set at the prior month's meeting.

If regular meeting notice is not received five (5) days prior to the meeting, this shall serve as an excuse for a Director's absence without permission.

Order of Business

All meetings under these by-laws shall be conducted in accordance with parliamentary procedures prescribed in the most recent edition of Robert's Rules. The order of business at regular meetings shall be:

- (1) Approval of minutes
 - (2) Treasurer's report
 - (3) Committee reports
 - (4) Old business
 - (5) New business
- Adjournment

Article IX – Receipt and Expenditure of Funds

The President, or through his or her designee, may receive all dues, gifts and other things of value on behalf of the Society and safeguard same. Funds received by the Society shall be deposited in a financial institution insured by FSLIC, FDIC, SIPC, or other approved insuring body.

The Board of Directors may expend or cause to be expended any reasonable sum from the treasury for a purpose consistent with the chapter and these By-Laws, and such authority may be delegated to the Executive Director after serving in this position for a minimum of six months.

A yearly audit of the Society's books, performed by a Certified Public Accountant, will be performed.

Article X – Special Rules

E-Mail and Teleconference Communications

In recognition of modern technology, the by-laws allow for the following:

- A) Emergency and other meetings, other than the monthly board meeting, may be conducted via teleconference, with the effect being any decisions rendered are valid as if the meeting was held in person.
- B) email communications

- (1) Voting on issues needing to be addressed between or prior to monthly meetings are allowed so long as the number of votes obtained reach the level of a quorum. Such records must be kept and made part of the minutes at the next monthly board meeting.
- (2) Email communications and discussions on issues relevant to the next monthly board meeting are necessary and encouraged to facilitate directors preparation for monthly meetings. Unless a specific vote has been called, these discussions are non-binding

Quorum and Voting. Directors present in person, by phone, or by proxy, shall constitute a quorum at any meeting of the Board. A Director who has submitted his vote by mail, e-mail, or facsimile prior to the meeting, and such vote has been received by the Society prior to the meeting, shall be considered present for the purpose of determining whether a quorum is present.

Without express authority from the President or executive committee, no individual officer, member of the Board, staff member, volunteer, member of the public, nor shall the Executive Director express a personal or individual opinion to the news media or any governmental body as though it were an official statement of the Humane Society. Statements of an official nature shall be issued by the President, Executive Director, or authorized designee.

The President shall serve as liaison between the Executive Director and the Board. The Executive Director shall apprise the President of any information requested by the President and shall bring any problems, procedural or otherwise, to the attention of the President for the consideration by the Board.

Any Proposal to change Board policy must be submitted at a regular Board Meeting and voted upon at the next regularly scheduled Board meeting.

Article XI – Employees

The staff of the Society shall consist of an Executive Director and necessary employees, as approved by the Board, to carry out the work of the Society.

Executive Director

The Executive Director shall exercise any and all authority delegated to him or her by the Board of Directors through the President of the Society. The Executive Director shall at all times be strictly governed by the policies, philosophies, and intentions of the Memphis Humane Society as set forth and directed by the officers and Board of Directors. The Board of Directors may authorize the Executive Director to expend reasonable and necessary funds on behalf of the work of the Society.

Article XII – Adoption of By-Laws

These By-Laws shall go into effect upon receiving the approval of a simple majority of members of the Board of Directors present at a regular Board meeting at which a quorum is present.

Article XIII – Amendments

These By-laws may be amended by presenting the proposed change to the Board in writing at a regular scheduled meeting of the Board. Such proposed change shall be voted on by the Board no sooner than its regular scheduled meeting and shall be adopted by concurrence of no less than $2/3$ of the Directors present and voting provided that a quorum of the Board is present at the time of the vote.