BY-LAWS OF THE HUMANE SOCIETY & SPCA OF HANCOCK COUNTY
(As Amended on March 16, 2013)

ARTICLE I: NAME.

The name of this organization shall be “The Humane Society & SPCA of Hancock County”, a nonprofit corporation incorporated pursuant to Ohio Revised Code Chapter 1717, sometimes hereinafter referred to as the “Society”.

ARTICLE II: MISSION STATEMENT.

The Society exists to educate the public on care and responsible treatment of animals; to humanely provide for and protect unwanted, lost and abused animals; and, to create a quality environment for all animals through its policies and presence in the community.

ARTICLE III: PRINCIPAL OFFICE.

The principal office and headquarters of the Society shall be 4550 Fostoria Avenue, Findlay, Ohio.

ARTICLE IV: MEMBERSHIP OF THE SOCIETY.

There shall be no members of the Society. The Board of Directors of the Society (“Board”) shall, for purposes of any statute or rule of law relating to Ohio nonprofit corporations, act as the members of the Society, and shall have all the rights and privileges of members as permitted by the Ohio Nonprofit Corporation Code Chapter 1702, as amended. 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.

ARTICLE V: NOTICES AND MAILING.

Section 1. Form. Any notice required to be given by these By-laws of the Society (the “By-laws”), shall be in writing and shall be delivered personally or sent by facsimile, or electronic mail transmission or by United States mail, express mail, or courier service, with postage or fees prepaid. For any notice sent by personal delivery, facsimile, or electronic mail, notice shall be deemed to be given when delivered or transmitted. For any notice sent by United States mail, or courier service, notice shall be deemed to be given when delivered or deposited in the mail or with the courier service. Notice, if sent by United States mail, express mail, or courier service, shall be sent to the address of the person listed in the records of the Society. Notice, if sent by facsimile or electronic mail, shall be sent to the number/address furnished by the person for such transmissions.

Section 2. Waiver of Notice. Notice of the time and place of any meeting of the Board may be waived by facsimile, electronic mail transmission, or other writing, either before or after such meeting has been held. The attendance of any Director at a meeting without protesting, prior to or at the commencement of the meeting, shall waive notice or lack of proper notice of that meeting.

ARTICLE VI: DIRECTORS.
Section 1. **Number.** Unless increased by an action of the Board, the Board will consist of at least five (5) and no more than fifteen (15) Directors with the exact number to be determined by resolution of the Board, however, the Society, in no case, shall ever have less than five (5) Directors.

Section 2. **Powers of Directors.** The authority of the Society shall be exercised by the Directors of the Society or shall be exercised under their direction in accordance with the law. Subject to the provisions of Ohio law in general, the Ohio Nonprofit Corporation Law, the Articles of Incorporation, and the By-laws of the Society, the Board shall do and perform every act and thing whatsoever which it shall deem necessary, expedient or advisable to carry out the purposes of the Society.

Section 3. **Fees and compensation.** No fee or compensation shall be paid by the Society to the Directors for their services as Directors.

Section 4. **Qualifications and Role of Directors.** The Directors shall have a strong interest in the welfare of the Society and be supportive of its mission through fundraising, volunteering, and advocacy. Each Director should be willing and able to attend all meetings, both regular and special, and also be willing to accept special assignments and serve on committees. A Director who is absent from three consecutive meetings or who consistently fails to meet the requirements set forth in this Section 4 may be subject to removal from the Board.

Section 5. **Election and Term.** Candidates for Director shall be nominated by the Board or a committee thereof. The Board shall elect Directors to fill the vacancies created by the expiration of the Directors’ terms of Office at the annual meeting of the Board or, if not held, at the next scheduled regular meeting or a special meeting called for that purpose. The Board shall fill any vacancy in the Board resulting from an increase in the number of Directors or the resignation, removal, or death of Director as soon as is practicable at a regularly scheduled or special meeting of the Board. The remaining Directors, though less than a majority of the whole authorized number of Directors, may, by a vote of the majority of their number, fill any vacancy in the Board for the unexpired term. Each elected Director shall hold office for a term of three (3) years and until his or her successor is duly elected and qualified, or until his or her earlier death, resignation, or removal from office. An elected Director may renew his or her respective term once, and no Director shall serve more than six (6) consecutive years on the Board. Individuals who have served two (2) consecutive terms on the Board and desire to continue to volunteer and benefit the Society must be off the Board for at least one (1) year before being able to again serve as a Director.

Section 6. **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.

Section 7. **Quorum and Voting.** Directors present in person, 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.

Section 8. **Notice.** Notice of any meeting of the Board shall be given in accordance with Article V, Section 1 of these By-laws. Unless waived, notice of each annual, regular, or special meeting communicating the day, hour and place (but not the purpose) shall be given to each Director by the Secretary of the Society not more than sixty (60) days nor less than three (3) days before any such meeting. Notice of any meeting of the Board need not be given to any Director, however, if waived by such Director in writing pursuant to Article V, Section 2 and such waiver is filed with the Secretary either before or after the holding thereof.
Section 9. **Action by Written Consent.** Any action required or permitted to be taken at any meeting of the Board may be taken without a meeting, if a written consent to such action is signed by all of the Board and is filed with the minutes of proceedings of the Board. Such a written consent may be signed by facsimile signatures which shall be construed as originals, and on separate but identical documents which shall be construed as one original.

Section 10. **Committees.** The Board may create an Executive Committee, Finance Committee, and such other committee or committees as the Directors may determine. At least one (1) Director shall be a member of each committee. A simple majority of the members of any such committee shall constitute a quorum, and the act of a simple majority of the votes cast at a meeting at which a quorum is present shall be the act of the committee. In every instance, however, the final action on all committee business shall be in the nature only of recommendations to the Board.

Section 11. **Removal/Resignation of Directors.** Any Director may be removed, with or without cause, at any time by the majority vote of the entire Board excluding the person whose removal is under consideration. 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. Vacancies in the Board shall be filled in accordance with Section 5 of this Article VI.

Section 12. **Honorary Directors.** Any individual, whether an emeritus director or not, who has provided extraordinary service to the Society over a period of time, may be honored with the title “Honorary Director”, at the discretion of the Board, and by a majority vote of the Board. Honorary Directors are not voting members of the Board and are permitted but not required to attend meetings.

ARTICLE VII: **OFFICERS.**

Section 1. **Number, Title and Election.** The officers of the Society shall consist of a President, Vice President, Secretary, and Treasurer, and may include such other officers and assistant officers as the Board shall deem advisable, each of whom shall be elected by the Board at the annual meeting of the Board or any meeting called wholly or in part for the purposes thereof. Officers shall hold office for a term of one year, or until their successors are elected and qualified, except in the event of their earlier death, resignation, or removal. An officer's term may be renewed as many times as such officer is elected.

Section 2. **Vacancies.** A vacancy in any office because of death, resignation, or removal of an officer shall be filled by the Board for the unexpired term of such office.

Section 3. **Resignation or Removal of Officers.** An officer of the Society may resign at any time by tendering his or her resignation in writing to the Board and such resignation shall become effective immediately upon its delivery to the Board. An officer of the Society may be suspended or removed at any time, with or without cause, by the Board. The election or appointment of an officer for a term of office shall not be deemed to create contract rights.

Section 4. **President.** The President shall be the principal executive officer of the Society and shall in general supervise and control all of its business and affairs, subject to direction of the Board. The President shall preside at all meetings of the Board. The President shall be Chairperson of the Executive Committee and shall be an ex officio member of all other committees of the Society with the exception of the Nominating Committee. The President may sign, with the Secretary or any other proper officer, contracts or other instruments which the Board has authorized to be executed, except in the cases where the signing and execution thereof shall be expressly delegated by the Board or by these by-laws or by statute to some other officer or agent of the Society; and in general this person shall perform all duties incident to the office of President and such other duties as may be prescribed by the Board from time to time.

Section 5. **Vice President.** In the absence of the President, the Vice President shall perform the duties of President, and shall perform other duties as may be required by the Board or the President.
Section 6. **Secretary.** The Secretary shall take and preserve minutes of all meetings of the Board, shall notify Directors of annual, regular and special meetings, and perform other duties assigned by the Board. The Secretary shall receive and report all correspondence to the Board or the Executive Committee, and shall have custody of all files, records, and other documents and be responsible for their safekeeping, unless otherwise assigned to other officers by the Board. The Secretary may appoint an assistant to help keep the records, subject to the Board’s approval.

Section 7. **Treasurer.** The Treasurer shall act as the fiscal officer of the Society and shall have custody of the cash, securities, and other assets of the Society. The Treasurer shall receive contributions, bequests, revenues, and other assets to which the Society is entitled and disburse funds as directed by the Board, maintaining appropriate records thereof. The Treasurer shall maintain appropriate books of account and supporting records and shall prepare and file all returns and related reports required by federal and state statutes and regulations and by the Board. In addition, the Treasurer shall perform other duties as may be required by the Board or the President.

**ARTICLE VIII: INDEMNIFICATION OF DIRECTORS, OFFICERS AND EMPLOYEES.**

To the extent permitted by Ohio 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 shall be made:

- (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 Ohio 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 Ohio 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 Ohio shall inure to the benefit of Directors and officers entitled to indemnification. No change in the law of Ohio 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 IX: CONTRACTS BETWEEN SOCIETY AND RELATED PERSONS.

To the greatest extent allowed by Ohio law, any contract or other transaction between the Society and one or more of its Directors, or between the Society and any entity of which one or more of the Society’s Directors are interested shall be valid for all purposes, notwithstanding the presence of such Director at the meeting at which the Board acts upon, or in reference to, such contract or transaction, and notwithstanding the participation of the Director in such action, if the fact of such interest shall be disclosed or known to the Board, and the Board nevertheless, authorize, approve or ratify such contract or transaction by a vote of a majority of the Directors present. Unless Ohio law otherwise prohibits or permits, the interested Director may be counted in determining whether a quorum is present, but may not be counted in voting upon the matter or in calculating the majority of such quorum necessary to carry such vote. This Article IX shall not be construed to invalidate any contract or other transaction which would otherwise be valid under the common and statutory law applicable thereto.

Nothing in this Article IX shall be construed to allow the Society to engage in self-dealing within the meaning of Section 4941(d) of the Internal Revenue Code (or corresponding provisions of any later federal law).

ARTICLE X: BOOKS AND RECORDS.

The Society shall keep correct and complete books, records, and minutes of the Board’s meetings. The Secretary of the Society shall keep an accurate list of the names and addresses of the Board. Except as otherwise provided by resolution of the Board and subject to Ohio law, the books and records of the Society shall be kept at its Principal Office.

ARTICLE XI: MISCELLANEOUS.

Section 1. Fiscal Year. The fiscal year of the Society shall end on the 31st day of December in each year, or on such other day as may be fixed from time to time by the Board.
Section 2. **Negotiable Instruments.** All checks, drafts, bills of exchange, notes, acceptances, obligations and other instruments for the payment of money shall be signed in the name of the Society by the President or Treasurer or other officers, person or persons, as the Board may from time to time authorize.

All checks, drafts, bills of exchange, notes, acceptances, obligations and other instruments for the payment of money in excess of One Thousand and 00/100 Dollars ($1,000.00) shall be signed in the name of the Society by at least one officer of the Society in addition to the individual who regularly signs such documents.

All funds of the Society shall be deposited in a bank account or accounts opened in the Society’s name. The Board shall determine the institution at which the accounts will be opened and maintained, the types of accounts, and the persons who will have authority with respect to the accounts and the funds therein.

Section 3. **Construction of Terms and Headings.** Words used in these By-laws shall be read as the masculine or feminine gender and as the singular or plural, as the content requires. The captions or headings in these By-laws are for convenience only and are not intended to limit or define the scope or effect of any provision of these By-laws.

**ARTICLE XII: CONFLICT OF INTEREST POLICY.**

A Conflict of Interest policy as approved by the Board shall be signed annually by all current board members sometime after the annual board meeting and prior to June 1 of the current year.

**ARTICLE XIII: AUDIT OF CORPORATE ACCOUNT BOOKS.**

An audit or review of the accounting books shall be performed upon the direction of a majority of the Board. Audits or review are not required on an annual basis.

**ARTICLE XIV: 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.

**ARTICLE XV: EFFECTIVE DATE.**

These By-laws effective upon their adoption supersede all former By-laws of the Society as of March 16, 2013.