



# **NEW HAMPSHIRE HUMANE SOCIETY**

**1305 MEREDITH CENTER ROAD, LACONIA, NEW HAMPSHIRE 03246**

## **BYLAWS OF THE NEW HAMPSHIRE HUMANE SOCIETY**

As amended April 3, 2018

The **NEW HAMPSHIRE HUMANE SOCIETY**, a voluntary corporation organized and existing under the laws of the State of New Hampshire (the Corporation), in order to amend and restate its Bylaws in accordance with the requirements of New Hampshire RSA 292:24, hereby states, and the Bylaws shall read effective immediately, as follows:

### **ARTICLE I: LOCATION**

The Corporation currently conducts the majority of its affairs from a facility located at 1305 Meredith Center Road, Laconia, New Hampshire 03246. The Corporation reserves the right to change its location(s) or establish new ones for the conduct of its affairs from time to time as may be necessary or convenient.

### **ARTICLE II: ANNUAL MEETING**

**Section 1: Annual Meeting.** The annual meeting shall be held annually. The location, date, and time of such meeting shall be set by the Board of Directors.

**Section 2: Notice of Annual Meeting.** A notice of each annual meeting shall either be (1) published in a printed sheet, pamphlet, newsletter or other publication which is sent by physical mail or electronic mail to the Corporations constituents by or at the direction of the President or Secretary, or (2) mailed to each individual at his/her physical or email address as it appears on the records of the Corporation, in either case, not less than twenty-five (25) days before the date set for the meeting.

### **ARTICLE III: BOARD OF DIRECTORS**

**Section 1: Number and Qualifications of Directors.** The Board of Directors shall consist of at least five (5) but not more than fifteen (15) voting members which shall not include the Executive Director. The actual number of Directors shall be determined by the Board of Directors and may be increased or decreased at any time, provided that no decrease in the number of Directors may have the effect of shortening the term of an incumbent Director (unless the Directors remove the Director.). No employee of the Corporation will be eligible to become a voting member of the Board of Directors.

**Section 2: Nominating Procedure.** Any Board Member can nominate a potential Director which then gets presented to the full Board for discussion. A two-thirds (2/3) majority of the quorum is required for approval.

**Section 3: Term.** Each Board member shall be elected for a term of three (3) years, effective at the date of approval, with an option to serve another three years. A Board Member can serve a maximum of two consecutive terms. After serving two consecutive three-year terms, a Director will take at least a one-year sabbatical before they can be re-nominated to serve additional terms. At the end of a Director's second consecutive three year term, a Director's term may be extended for an additional one year with unanimous approval of the Board. The Board of Directors may approve a Director's leave of absence at its discretion.

**Section 4: Meeting of Directors.** The Board of Directors shall hold its regular and its special meetings at such times and places as it deems to be in the best interest of the Corporation. The Board of Directors shall fix the time and place of its regular meetings. The Board of Directors shall meet not fewer than six (6) times a year. The President or any two (2) Directors may call a special meeting of the Board of Directors.

**Section 5: Notice of Meetings of Board of Directors.** After the Board of Directors has determined the time and place for its meetings, no further notice thereof need be given.

**Section 6: Responsibilities of Directors.** The Board of Directors shall be vested with the management of the Corporation. However, they are not involved in the day to day operations unless the Executive Director is not able or unwilling to perform his/her duties. The actual duties of each Director and Officer is further defined in the "Board of Directors Handbook."

**Section 7: Quorum of Directors.** Unless specified otherwise herein, a simple majority of the members of the Board of Directors shall constitute a quorum for the transaction of normal business. The simple majority vote of a quorum of the Directors shall be required in order to authorize action by the Board of Directors.

**Section 8: Resignation or Removal.** Any Director may resign at any time by giving written notice to the Board of Directors, the President or the Secretary. The Directors at any Board of Directors meeting may remove one or more Directors, with or without cause, by a two-thirds (2/3) vote of the Board of Directors. The Director being considered for removal will be allowed to vote.

**Section 9: Consent and Telephone Meetings.** Any action required or permitted to be taken by the Board of Directors may be taken without a meeting if a quorum of members of the Board of Directors consent in writing to the adoption of a resolution authorizing the action. Additionally, any one or more members of the Board of Directors may participate in a meeting by means of a conference telephone or similar communications equipment

allowing all persons participating in the meeting to hear each other at the same time. Participation by such means shall constitute presence in person at a meeting.

**Section 10: Committees of the Board.** The Board of Directors may designate *ad hoc* committees at any time.

**Section 11: Rules of Committees.** Each committee may adopt rules for its own governance not inconsistent with these Bylaws or with rules adopted by the Board of Directors.

#### **ARTICLE IV: OFFICERS**

**Section 1: Election and Qualifications.** The Officers of this Corporation shall consist of a President, a Vice President, a Secretary and a Treasurer and such other officers, including any number of Vice Presidents, as the Board of Directors may elect. Each such Officer shall be elected by a majority vote of the Board of Directors at the time of the expiration of the previous officer's term. All officers shall be members of the Board of Directors. Only Directors who have served a minimum of six (6) months are eligible for office unless otherwise voted by a majority Board vote. The same person may hold more than one office. The Board of Directors shall have the authority to fill any vacancy of any office. All officers shall hold office for a term of one calendar year and until their successors are elected and have been qualified. Further definition of roles and responsibilities of each officer is listed in the "Board of Directors Handbook."

**Section 2: President.** The President or his/her designee shall preside at all meetings of the Board of Directors. The President or Vice President, unless some other person is specifically authorized by vote of the Board of Directors, shall sign all written instruments of the Corporation. He/she shall perform all the duties, as the Board of Directors shall designate. The President shall serve as the primary liaison between the Board of Directors and the Executive Director. The President shall also make an annual report of the Corporation at its annual meeting.

**Section 3: Vice President.** The Vice President shall perform the duties and have the powers of the President during the absence, sickness or other disability of the President. The Vice President will perform all the duties incident to the office of Vice President and such other duties as from time to time may be assigned to the Vice President by the Board of Directors or the President.

**Section 4: Secretary.** The Secretary will perform all the duties incident to the office of the Secretary and such other duties as from time to time may be assigned to the Secretary by the Board of Directors or the President. The Secretary shall keep accurate minutes of all meetings of the Board of Directors. The secretary shall provide notice as required by the By-Laws in accordance with the By-Laws and as required by law. The Secretary shall deliver copies of the minutes of the previous meeting of the Board of Directors no later than one (1) week prior to the next meeting of the Board of Directors.

**Section 5: Treasurer.** The Treasurer will perform all the duties incident to the office of the Treasurer and such other duties as from time to time may be assigned to the Treasurer by the Board of Directors or the President. A copy of all financial records shall be kept on file at the office of the Corporation.

**Section 6: Resignation and Removal.** Any officer of the Corporation may resign at any time by giving written notice to the Board of Directors, the President or the Secretary of the Corporation. Any such resignations shall take effect at the time specified therein or, if the time not be specified therein, upon its acceptance by the Board of Directors. The Board of Directors, at any meeting called for such purpose, may, by vote of a majority of the Directors, remove from office any officer elected or appointed by the Board of Directors with or without cause.

**Section 7: Vacancies.** Vacancies in offices, however occasioned, may be filled at any time by election by the Board of Directors, by majority vote for the unexpired term of such offices.

#### **ARTICLE V: INSPECTION OF BOOKS AND RECORDS**

**Inspection by the Public.** The Corporation's annual information return required by the Internal Revenue Service to be filed on Form 990 must be made available for public inspection for a three (3) year period beginning with the due date for the return (including any extension of time for filing.) In like fashion, the Corporation shall make available for public inspection (1) a copy of the application for recognition of Federal tax exemption on form 1023 and (2) a copy of any papers submitted in support of such application and any letter or other document issued by the Internal Revenue Service with respect to such application. Additionally, balance sheets and revenue and disbursement statements are to be filed in the registered office of the Corporation in New Hampshire, to be kept for at least seven (7) years.

#### **ARTICLE VI: FISCAL YEAR**

The fiscal year of the Corporation will be the calendar year.

#### **ARTICLE VII: AMENDMENT OF BYLAWS**

Except as otherwise required by law, the Bylaws of the Corporation may be amended, altered, rescinded, added to or new Bylaws may be adopted at any regular meeting of the Board of Directors, or at a special meeting of the Board of Directors called for that purpose, provided that written notice of the proposed amendment must have been given at least thirty (30) days prior to such regular or special meeting. To be effectuated, an amendment will require an affirmative vote of two-thirds (2/3) of the members of the Board of Directors present at a duly constituted meeting. An amendment to the Bylaws that changes or deletes a greater quorum or voting requirement must meet the same quorum or voting requirements and be adopted by the same voting requirement prescribed in the provision being amended.

## **ARTICLE VIII: INDEMNIFICATION OF OFFICERS, EMPLOYEES AND AGENTS**

To the fullest extent allowed by New Hampshire law, the Corporation shall indemnify, hold harmless and defend any Director, Officer, or Employee of the Corporation from and against all claims, judgments, liabilities, penalties, costs, fines and demands of any character whatsoever (including, without limitation, reasonable attorneys' fees) imposed upon or incurred by such Director, Officer, or Employee and arising out of or in connection with the performance of such Director, Officer, or Employee of his/her duties as an Director, Officer, or Employee of the Corporation. Any disputes that may arise will be governed by the laws of the state of New Hampshire and litigated in Belknap County, NH. Notwithstanding the above, this Article shall not apply, and no indemnification shall be made to or on behalf of any Director, Officer, or Employee if his/her actions or omissions to act were material to the cause of action constitutes 1) a violation of any law; or 2) willful misconduct or a conscious disregard for the best interests of the Corporation; or 3) occurred outside the scope of his/her duties as Director, Officer, or Employee.

## **ARTICLE IX: FUNDS**

**Section 1: Deposits & Funds.** All funds of the Corporation will be deposited in the credit of the Corporation in such banks, trust companies or other depositories as the Treasurer of the Corporation may select and with the prior approval of the Board of Directors.

**Section 2: Funds.** The Board of Directors

- 1) Shall create any special or restricted Fund mandated by any gift or bequest to the Corporation.
- 2) In its sole discretion, may transfer unrestricted assets of the Corporation to one or more Corporate Funds to be utilized for operational costs.
- 3) In its sole discretion may create a special or restricted Fund and may contract with contributors to such Fund to hold and utilize the assets thereof pursuant to the terms of the resolution creating such special or restricted Fund.

## **ARTICLE X: MISCELLANEOUS**

**Section 1: Restriction on Activities.** No Committee, Employee, Director or Officer, shall initiate, foster or carry on any kind or manner of activity which may commit the Corporation to a policy, measure, attitude or expense until the plan; project or work shall have been considered and approved by the Board of Directors.

**Section 2: Conflicts.** Nothing herein shall preclude the Corporation from employing organizations or firms with which members of the Board of Directors are affiliated or employed, provided that it can be demonstrated that other qualified organizations and firms have first been given equal opportunity and consideration; and provided that such employment is consistent with generally accepted business practices and principles and as further defined in the "Conflict of Interest policy."

## **ARTICLE XI: EXECUTIVE DIRECTOR**

**Section 1: Employment.** The Board of Directors may employ an Executive Director or Director who shall be accountable to the Board of Directors.

**Section 2: Duties.** The Executive Director shall be the Chief Executive Officer of the Corporation and as such shall carry out the purposes, programs and decision of the Corporation, as they are defined and approved by the Board of Directors, in a manner which is consistent with the Articles of Incorporation and Bylaws. The Executive Director shall be a non-voting member of the Board of Directors.

**Section 3: Budget and Reports.** The Executive Director shall prepare all budgets for review and approval by the Board of Directors. He/she shall also give regular and timely reports to the Board of Directors regarding activities of the Corporation and the performance of its programs. The Executive Director will immediately inform in writing the President of the Corporation at any time he/she is aware 1) the assets of the Corporation are being threatened; and 2) litigation involving the Corporation is impending; and 3) the Corporation may experience negative publicity.

**Section 4: Staff.** The Executive Director shall have the authority to employ staff personnel of the Corporation and shall have authority to dismiss said personnel. All personnel changes will be reported to the Board of Directors.