

POPE MEMORIAL  
HUMANE SOCIETY OF KNOX COUNTY

BYLAWS



Approved by the  
Board of Directors  
November 9, 1994  
Revised January 18, 2013

## ARTICLE I    GENERAL

### Section 1.

#### Name

The name of this corporation is The Pope Memorial Humane Society of Knox County.

### Section 2.

#### Principal and Business Offices

The principal and business offices of the Corporation are located on Dexter Street Extension in Thomaston, Maine.

### Section 3.

#### Registered Office

The registered office of the Corporation is at P.O. Box 1294, Rockland, Maine, 04841. The address of the registered office may be changed by the Board of Directors or by the registered agent.

### Section 4.

#### Registered Agent

The Registered Agent of the Corporation shall be the President of the Corporation.

## ARTICLE II    PURPOSES

### Section 1.

#### General Purposes

The purposes of the Corporation shall be:

To maintain and operate a Humane Animal Care Facility to provide temporary care to homeless, unwanted or displaced animals.

To keep and provide care to all animals admitted into the Humane Animal Care Facility until appropriate placement can be made in an adoptive home. These animals will not be euthanized unless a serious medical or behavioral problem develops that cannot be resolved.

To promote and carry out educational activities relating to the prevention of

abuse and cruelty to animals and to the reduction of overpopulation.

To participate in those activities which are designed to promote the health and welfare of animals and to demonstrate in outreach programs the benefits of human-animal bonding and interaction.

To provide opportunities for all community members to participate in these activities through Volunteer and Foster Programs.

To foster and support preventative health care and provide such services to the community as are justified by facilities, personnel and funds.

## Section 2.

### Tax-Exempt Status

it is intended that the Corporation shall have and continue to have the status of a corporation (a) which is exempt from Federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or successor provisions of Federal tax law (the "Internal Revenue Code") (b) contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code, and consequently which is other than a private foundation as defined in Section 509 of the Internal Revenue Code. The Articles of Incorporation and these Bylaws shall be construed accordingly and all powers and activities shall be limited accordingly.

## Section 3.

### Prohibition of the Inurement of Assets and Income to Private Persons

All the assets and income of the Corporation shall be used exclusively for its charitable and educational purposes, and no part thereof shall inure to the benefit of any private individual provided, however, that nothing contained herein shall be construed to prevent the payment by the Corporation of expenses to Officers and of salaries and expenses to employees of the Corporation. Upon dissolution of the Corporation and after payment of just debts and liabilities, all remaining assets shall be distributed to organizations enjoying an exempt status under Section 501(c)(3) of the Internal Revenue Code.

## ARTICLE III BOARD OF DIRECTORS

### Section 1.

#### Duties and Powers

The business and affairs of the Corporation shall be managed by the Board of Directors. The Board of Directors shall manage the activities of the Corporation in a manner consistent and in compliance with the purposes, objectives and philosophy of the Pope Memorial Humane Society of Knox County and these Bylaws and as otherwise required by law. The Board of Directors may delegate any part of such power to any officer or to any Committee of the Board of Directors. The Board of Directors shall retain the right to rescind any such delegations. The Board's powers shall include but not be limited to the following powers and duties:

The formulation and development of policies of the Corporation for purpose of accomplishing the purposes and objectives of the Corporation.

The election of officers of the Corporation in accord with the procedures set forth herein.

The development and approval of such budgets and reports, including an annual operating budget, as may be necessary or appropriate.

The formulation and recommendation of amendments to the Bylaws of the Corporation to the members of the Corporation, as necessary and appropriate.

The removal of officers from office with or without cause.

The making, adopting, and modifying as necessary and appropriate from time to time of rules and regulations governing the activities and programs of the Pope Memorial Humane Society of Knox County.

To fill any vacancy, regardless of cause, on the Board of Directors of the Corporation for the unexpired term.

The foregoing list shall not be deemed to limit any authority granted by law to the Board of Directors not otherwise restricted in these Bylaws.

### Section 2.

#### Number

The number of members of the Board of Directors of the Corporation shall be not less than nine (9) nor more than fifteen (15).

Section 3.

Qualifications

Directors shall have individually, as basic qualifications, intelligence, integrity, competence, good moral character, an interest in and knowledge of the operations of the Pope Memorial Humane Society of Knox County and a willingness and availability to serve this Corporation and its purposes, objectives and philosophy. Directors shall be members of the Corporation. No employee on the payroll of the Corporation or retained as a paid consultant shall be eligible for election as a voting Director. The Executive Director of the Pope Memorial Humane Society of Knox County shall serve as an ex-officio member.

Section 4.

Tenure

Directors shall hold office for terms of three (3) years, or until their successors are duly elected and qualified, or until their prior death, resignation or removal. The terms of the Directors shall be staggered so that, to the extent possible, an equal number of Directors will be elected each year. After serving three (3) consecutive terms, a director will not be eligible for re-election to the Board of Directors until one (1) full year has passed.

Section 5.

Election

The directors of this corporation shall be elected by a majority vote of the members of the Corporation present in person or by proxy at the annual meeting of the members or at any special meeting of the members called for that purpose. A nominating committee composed of members of the Board of Directors and members of the Corporation shall develop a list consisting of the candidates for each vacancy. The Board of Directors shall ascertain that each candidate on the list has agreed to serve if elected and abide by all the provisions of these Bylaws and to accept the responsibilities of a Board member as defined in the Board Package. The list of candidates shall be submitted to all members at least thirty (30) days prior to the annual meeting.

Section 6.

Resignation and Removal

A director may resign at any time by submitting a written resignation to the President of the Board of Directors. Any director may be removed, with cause from the Board at any time by a majority vote of the Board of Directors.

Section 7.

Vacancies

Vacancies on the Board of Directors may be filled from the time of the vacancy until the holding of the next annual or special meeting of the Corporation by the affirmative vote of a majority of the remaining Directors. Any partial term served by a Director shall not count toward the limitations set forth in Article IV, Section 4.

ARTICLE IV MEMBERSHIP OF THE CORPORATION

Section 1.

Membership

The membership of the Corporation forms a corporate body that supports the Pope Memorial Humane Society of Knox County structure as a non-profit corporation. Any person may become a member of this Corporation by submission of an annual membership fee (to be determined by the Board of Directors). Membership shall be for a lifetime term so long as the member remains in good standing and submits the required annual membership fee.

Section 2.

Rights and Powers of Active Members

Events and transactions which require membership action are (1) approval of any changes in the Bylaws of the Corporation and (2) matters required by law to be submitted to the membership or which the Board determines by resolution to submit. Members who wish to make a presentation to the Board must contact the President at least one week prior to a board meeting to

request inclusion on the agenda for that meeting. Members are allotted one vote per category of membership.

Section 3.

Resignation and Removal of Members

Members shall cease to be members of this Corporation upon failure to submit the required annual membership fee or at such time as a request to be removed from the membership is submitted. A member of the Corporation whose actions or activities are in conflict with the Bylaws or are detrimental to the Corporation, to the Board of Directors or to the stated purposes of the Corporation, in the opinion of the Board of Directors, may be removed from membership upon the affirmative vote of a majority of the Board of Directors.

Section 4.

Meetings of the Corporation

The annual meeting shall be held during the month of May of each year, at such time and location as set forth in the notice of the meeting. The act of a majority of the members present at any legal meeting shall be the act of the Corporation. Each member, in lieu of attendance, may submit one (1) vote by proxy.

ARTICLE V BOARD OF DIRECTORS – MEETINGS

Section 1.

Annual Meetings of the Board of Directors

The annual meeting of the Board of Directors for the election of officers shall occur at the next regularly scheduled meeting of the Board of Directors following the annual meeting of the Corporation.

Section 2.

Regular Meetings

Regular meetings of the Board of Directors shall normally be held at least monthly. The Board of Directors shall select the date, time and place for all meetings.

### Special Meetings

Special meetings of the Board of Directors shall be held at the request of a Board member. All Board members must be notified of the meeting time, date and purpose at least one week prior to the meeting date. Attendance shall be limited to those designated as members of the Board. Each Board member may submit one (1) vote, either in person or by proxy. No business, outside of the stated purpose, shall be conducted at special meetings of the Board of Directors.

### Section 3.

#### Quorum

A majority of the elected and qualified Directors then in office shall constitute a quorum for the transaction of business at any meeting of the Board of Directors.

### Section 4.

#### Voting

Each director shall be entitled to cast one (1) vote on each matter submitted to a vote at any regular meeting of the Board of Directors. Voting by proxy shall not be permitted at regular meetings.

### Section 5.

#### Conduct of Meetings

The President of the Board of Directors or, in his or her absence, the Vice President of the Board of Directors or, in his or her absence, the Secretary of the Board of Directors, or in his or her absence, the Treasurer of the Board of Directors shall call meetings of the Board of Directors to order and shall act as the chair of the meeting.

### Section 6.

#### Attendance

Directors are expected to attend all meetings of the Board of Directors and of any committees on which they serve, unless excused by the President of the Board of Directors for good cause. Unexcused absences from two or more consecutive meetings of the board of Directors shall constitute grounds for the removal from the Board of Directors by a majority vote of the Board of Directors.



## ARTICLE VI BOARD OF DIRECTORS – OFFICERS

### Section 1.

#### Number, Designation and Tenure

The officers of the Corporation shall be the President of the Board of Directors, the Vice President, the Secretary, and the Treasurer, each of whom shall be elected by the Board of Directors. Terms of office shall be for one year. An officer may be elected to succeed himself/herself. An officer, as determined by vote of the majority of the Board of Directors, may temporarily conduct the duties of more than one, but not more than two, official duties of the Corporation.

### Section 2.

#### Resignation, Removal and Vacancies

An officer may resign at any time by submitting a written resignation to the Board of Directors. Any officer may be removed by a majority vote of the Board of Directors whenever in its judgment the best interest of the Corporation shall be served. A vacancy in any office of the Corporation because of death, resignation, removal or otherwise shall be filled by the Board of Directors for the unexpired portion of the term by the affirmative vote of a majority of directors.

### Section 3.

#### Duties

President of the Board of Directors: The President of the Board of Directors shall be the Chairperson of the Corporation and the governing body, and shall preside at all meetings of the membership of the Corporation and the Board of Directors and shall be a voting member of all committees. In general, the President of the Board shall perform all duties incident to the office of the chairperson of a corporation and such other duties as may be prescribed by the Board of Directors from time to time.

Vice President: The Vice President shall, in the absence of the President, exercise the powers and perform the duties of the President.

Secretary: The Secretary shall be responsible for assuring that proper minutes of all Corporation and Board meetings be maintained with attendance records of directors. The Secretary shall be responsible for all correspondence to donors of the Corporation.

Treasurer: The Treasurer shall have custody of all funds of the Corporation, making payments therefrom as the Board of Directors authorize and with the approval of the Board of Directors may delegate any of these duties to such person, acting under the supervision of the Treasurer, as the Board of Directors may approve. The Treasurer shall oversee and have signature access to all Corporate bank accounts and shall assure that such accounts are used expressly for the purpose for which they were approved by the Board of Directors. The Treasurer, acting on behalf of the Board of Directors, shall require that appropriate records are kept as to give a full and accurate history of the financial transactions of the Corporation, including all subsidiary accounts, and present reports at regular meetings of the Board.

## ARTICLE VII COMMITTEES OF THE BOARD OF DIRECTORS

### Section 1.

#### Standing Committees

The Board of Directors shall be organized into four (4) standing committees: an executive committee, a strategic planning committee, a membership committee and a facilities and grounds committee.

### Section 2.

Executive Committee: The Executive Committee shall consist of the President, Vice President, Treasurer and Secretary of the Board. This committee shall provide consult and direction to the Executive Director and report recommendations at regular meetings of the Board. The Executive Committee shall serve as the Personnel Committee.

### Section 3.

Strategic Planning Committee: The Strategic Planning Committee shall consist of the President, two Board members and the Executive Director. This committee shall recommend appropriate revisions to the Bylaws of the Corporation, develop the Strategic Plan of the Corporation and revise the Strategic Plan as appropriate. The committee will report recommendations at regular meetings of the Board.

Section 4.

Membership Committee: The Membership Committee shall consist of two Board members and the Executive Director. This committee shall recommend strategies to enhance membership in the corporation and, with the approval of the Board, carry out such strategies.

Section 5.

Facilities and Grounds Committee: The Facilities and Grounds Committee shall consist of two Board members, the Executive Director and the Shelter Manager. This committee shall assess all facilities and grounds requirements and report recommendations to the Board at regular meetings.

Section 6.

Special Committees: The Board of Directors may appoint, from time to time, such special committees as may be necessary to carry out the purposes of the Corporation. The purposes, authority and tenure of such committee shall be set forth in the action creating the committee.

## ARTICLE VIII ADMINISTRATION

Section 1.

Executive Director:

The Board of Directors shall select and employ a competent and qualified Executive Director who shall be its direct representative in the management of the Pope Memorial Humane Society of Knox County.

## ARTICLE IX CONTRACTS, LOANS, CHECKS AND DEPOSITS

Section 1.

Contracts

The Board of Directors may authorize any officer, officers agent or agents to enter into any contract or to execute or deliver any instrument in the name of and on behalf of the Corporation, and such authorization may be general or confined to specific instances.

Section 2.

Loans

No indebtedness for borrowed money shall be contracted on behalf of the Corporation and no evidence of such indebtedness shall be issued in its name unless authorized by or under the authority of a resolution of the Board of Directors.

Section 3.

Checks, Drafts, Etc.

All checks, drafts or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of the Corporation shall be signed by such officer, officers, agent or agents of the Corporation and in such manner as shall from time to time be determined by or under the authority of a resolution of the Board of Directors.

Section 4.

Deposits

All funds of the Corporation not otherwise employed shall be deposited from time to time to the credit of the Corporation in such banks, trust companies or other depositories as may be selected by or under the authority of a resolution of the Board of Directors.

ARTICLE X GENERAL PROVISIONS

Section 1.

Fiscal Year

The fiscal year of the Corporation shall end on the 31<sup>st</sup> day of December of each year.

ARTICLE XI AMENDMENTS

These Bylaws may be amended, added to or generally revised at any annual or special meeting of the Corporation provided notice of the proposed revision or change has been given in the call for the meeting and sent to all members. Amendments to these Bylaws must be made by majority vote of members.

Revised: January 2013