

Metro East Humane Society Bylaws

A nonprofit corporation organized under the laws of the State of Illinois.

ARTICLE I – NAME

- A. The name of the organization shall be Metro East Humane Society (MEHS).

ARTICLE II – PURPOSE AND POLICY

- A. The purpose of MEHS is to improve animal welfare in the St. Louis Metro East by providing quality animal services including adoption of animals, advocacy and preventative initiatives.
- B. It is the policy of the society to staff and support a “no-kill” animal shelter dedicated to providing a safe and healthy environment for cats and dogs; provide humane medical treatment, vaccinations, and spay/neuter services to animals in our community; promote the education of adults and youth on the humane treatment of animals, including responsible pet ownership and population control measures; value and encourage partnerships with community-based organizations, schools, public institutions, private corporations, and elected officials; and respect the public trust through the proper management of our resources. Specific policies concerning humane issues will be adopted as needed by a majority vote of the Board of Directors.

ARTICLE III – BOARD MEMBERSHIP

- A. Membership: The Board of Directors shall consist of financial donors to MEHS.
- B. Board of Directors: The Board of Directors is responsible for approving all policies, procedures, and financial transactions on behalf of the corporation. Members of the Board of Directors are expected to attend monthly meetings. All members of the Board of Directors are required to donate \$100 or more annually to the organization. Only one member of a household or immediate family (child or spouse) may serve on the board at any given time.

ARTICLE IV – MEETINGS

- A. Monthly Meeting: The Board of Directors shall meet at least once per month, at an agreed upon time and place.
- B. Special Meetings: Special meetings of the Board shall be called upon the request a member of the executive committee, or one-third of the Board.
- C. Annual Meeting: The annual meeting of this corporation for the election of Directors and the transaction of any other business shall be held in May at a place designated by the Board of Directors.
- D. Notice: Notice of each meeting shall be given two weeks in advance to each voting member by the Executive Director or designee who has been given the authority by the Board of Directors, by postal mail, electronic mail, or telephone.
- E. Attendance as Waiver: Notice of any meeting required to be given under the provision of these Bylaws or the laws of the State of Illinois shall be deemed waived by the attendance at such

meeting of the party or parties entitled to notice thereof, except where a party or parties attend a meeting for the express purpose of objecting to the transaction of any business because the meeting was not lawfully called or convened.

- F. Informal Action by Directors: Any action, which is required to be or may be taken at a meeting of the Directors, may be taken without a meeting if consents in writing, setting forth the action so taken, are signed off by all the Directors. The consents shall have the same force and effect as a unanimous vote of the Directors at a meeting duly held. The Secretary shall file the consents with the minutes of the meetings of the Board of Directors.

ARTICLE V – BOARD OF DIRECTORS

- A. Role, Size, and Compensation: The Board is responsible for overall policy and direction of Metro East Humane Society, and delegates responsibility for day-to-day operations to the Executive Director and Operations Manager and committees. The Board shall have up to 21 and not fewer than 8 members. The board receives no compensation but may receive reimbursement as authorized by the Board of Directors.
- B. Board Elections: Election of new Directors, officers, or election of current Directors to a second term will occur as the first item of business at the annual meeting of the corporation in May. Directors will be elected by a majority vote of the current Directors. At any meeting, the Board of Directors may elect officers as it shall deem necessary or advisable, who shall hold office at the pleasure of the Board of Directors, and who shall have such authority and shall perform such duties from time to time shall be prescribed by the Board of Directors. Each officer shall hold office until his/her successor shall have been duly elected and shall have qualified.
- ~~C. Terms: All Board of Directors members shall serve a maximum of two 3-year terms. Each Board of Director shall hold office until he/she resigns or is removed or is otherwise disqualified to serve, or until his or her successor shall be elected and qualified, whichever occurs first.~~
- D. Quorum: A quorum shall be one more voting member than 50% of current board membership and must be in attendance before business can be transacted or motions made or passed.
- E. Officers and Duties: There shall be four officers of the Board consisting of President, Vice President, Secretary and Treasurer. ***Officers of the Board are elected in May of each year as necessary and are elected for a two-year term, not repeating a term in the same position.*** Their duties are as follows:
- President: Shall convene regularly scheduled Board meetings, shall preside or arrange for other members of the executive committee to preside at each meeting in the following order: Vice-President, Secretary, and Treasurer, and help in developing fundraising plans.
 - Vice-President: Shall chair committees on special subjects as designated by the board, help in developing fundraising plans, and act as Chair when elected Chair is absent.
 - Secretary: Shall be responsible for keeping records of Board actions, including overseeing the taking of minutes at all board meetings, for assuring that corporate records are maintained, and help in developing fundraising plans.
 - Treasurer: Shall chair the finance committee, assist in the preparation of the annual budget, and help in developing fundraising plans. The books and accounts of MEHS shall be audited periodically, at least once a year, by a certified public accountant selected by the Board of Directors.

- F. Vacancies: When a vacancy on the Board exists, nominations for new members may be received from present Board members by the Secretary two weeks in advance of a Board meeting. These nominations shall be sent out to Board members with the regular Board meeting announcement, to be voted upon at the next Board meeting. These vacancies will be filled only to the end of the particular Board member's term.

Board members may be elected at any time during the year to fill vacancies of the Board. Term of the elected member will expire three years after election with all expiration dates falling in May of the calendar year.

- G. Resignation: Resignation from the Board must be in writing and received by the Secretary.
- H. Attendance Requirements: All Directors will be required to attend at minimum 75% of all regular meetings held in any year. Directors who do not meet attendance requirements may forfeit their position on the Board by a vote of the majority Board membership to remove the Director from the Board. In addition, Board members will actively participate in a minimum of two events in any given calendar year. All directors will be required to commit to 25 hours of service for the organization outside the regular meetings. This will include committee meeting participation, planning/implementing events, volunteer service at the shelter, or volunteer hours on projects or documents for the organization. All directors will serve on two Board sub-committees. Attendance and participation will be monitored by the Board Vice President and recorded on a web-based shared-access document.
- I. Removal: Any Director or officer elected may be removed by the affirmative vote of a majority of the whole Board of Directors whenever in their judgment it is in the best interests of MEHS. Any member not meeting the requirements in H. above will be assessed by the Board relative to commitment and may be removed from Board membership with a vote of 75% of attending members at the time of review.
- J. Non-liability of Directors: The Board of Directors shall not be personally liable for the debts, liabilities, or other obligations of the corporation.

ARTICLE VI – COMMITTEES

- A. Ad Hoc Committees: The Board may create committees as needed, such as special events. These committees exist to accomplish a goal and then cease to exist. The Board President appoints all committee chairs. Any member of MEHS or the community may volunteer as a committee member.
- B. Executive Committee: Is composed of the organization's four officers and the Executive Director. The Executive Committee is responsible for ensuring that the business of the Board of Directors is conducted between regularly scheduled meetings and for the general oversight of board activities. Except for the power to amend the Articles of Incorporation or Bylaws, the Executive Committee shall possess all the powers and authority of the Board of Directors in the intervals between meetings, subject to the direction and control of the Board of Directors.
- C. Directorship Committee: Is composed of the Executive Director and selected Directors. The Directorship Committee is responsible for continuously evaluating the needs of the board, identifying potential directors to fill vacancies, developing or refining board position descriptions, conducting board orientation, conducting board performance assessments, and ensuring continuing education of the board.

- D. Development Committee: Is composed of the Executive Director, selected Directors, and any member of the community willing to serve. The Development Committee is responsible for developing funding ideas, recruiting individual and corporate donations, and enhancing public awareness about the organization and its mission for both the Edwardsville and Highland locations.
- E. Shelter Committee: Is composed of the Executive Director, selected Directors, and any member of the community willing to serve. The Shelter Committee is responsible for overseeing all major shelter projects, ensuring that ongoing shelter maintenance is completed, conducting volunteer training, addressing any shelter related issue brought to its attention, and keeping informed of current trends in sheltering animals. This applies for both the Edwardsville and Highland locations. The chair or a committee member is responsible for attending monthly staff/shelter meetings and at least one MEHS staff member is encouraged to serve on the committee.
- F. Finance Committee: Is composed of the Executive Director and selected Directors. The Finance Committee is responsible for directing the preparation of the annual budget with input from the Executive Director and committee chairs, monitoring the preparation of all financial statements and reports, tracking financial performance in relation to the budget, overseeing that investment and related decisions follow the investment policy, and ensuring sound management of all financial resources.
- G. Marketing and Communications Committee: Is composed of the Executive Director, selected Directors, and any member of the community willing to serve. The MEHS Marketing and Communications Committee's mission is to establish and coordinate all marketing and public relations through the following: setup and maintain a framework for marketing and public relations procedures; setup and maintain media outlets for marketing and public relations; devise information in various formats for the organization and its events; educate the public on the organization; and coordinate special interest articles and information.
- H. Riverbend Pet Food Pantry Committee: Is composed of the Executive Director, selected Directors, and any member of the community willing to serve. The Riverbend Pet Food Pantry is responsible for providing complimentary pet food to families suffering financial hardships, low income seniors, disabled and homeless individuals of the Metro East.

ARTICLE VII – INDEMNIFICATION

- A. Indemnification: In accordance with and to the full extent permitted by the General Not for Profit Corporation Act of Illinois, MEHS shall indemnify the following persons for acts authorized by or within the scope of their duties: each person who at any time is or was a Director, officer, employee or agent of MEHS, and each person who is or was serving, at the request of MEHS, as a Director, officer, employee, or agent of another corporation, partnership, joint venture, trust or other enterprise. Such indemnification shall be for the costs reasonably and actually incurred in defending any threatened, pending or completed civil, criminal, administrative or investigative proceedings, relating to MEHS including but not limited to expenses, attorney fees, judgments, fines and compromise and settlement agreements. This right of indemnification shall inure to the benefit of the heirs, executors, and administrators of all persons having the right to indemnification under this article. This right of indemnification shall not be deemed exclusive of any other rights to which a person seeking indemnification may be entitled under any bylaw, agreement, vote of MEHS members of disinterested Directors, or otherwise. If authorized by the

Board of Directors, MEHS may purchase insurance on behalf of any person to the full extent permitted by the General Not for Profit Corporation Act of Illinois.

ARTICLE VIII – AMENDMENTS

- A. These Bylaws may be amended when necessary by a two-thirds majority of the Board of Directors. Proposed amendments must be submitted to the Secretary to be sent out with regular Board announcements.

ARTICLE IX – Whistle-Blower Policy

MEHS complies with federal policies with regards to whistle-blowing activities. Volunteers, employees and Board members of MEHS are encouraged to report suspected wrongdoing within the organization without fear of retribution. This policy includes the reporting of incidents of theft, financial reporting that is intentionally misleading, improper or undocumented financial transactions, improper destruction of records, improper use of assets, violation of operational policies, and any other improper occurrences regarding cash, financial procedures or reporting.

Any MEHS Board member who is aware of any violation of MEHS policy by another Board member, employee or volunteer should immediately contact the President of the Board about the issue. If the improper act is attributed to the President, members should report the activity to the remaining members of the Executive Committee for investigation. Upon notification, the appropriate Board members are required to respond in writing to the reporting Director within 30 days of the report as to the findings of any investigation. Whether the issue is found to be actionable or inactionable, the reporting Board member shall receive no public and personal retribution for reporting their concerns.

Board members should be aware that Whistle-Blower legislation is not meant to serve as a means for personal retaliation to other Board members or employees or volunteers of MEHS. If an investigation of the allegation reveals that there has been no infraction of rules and that, in fact, the report was made in other than good faith, the reporting Director may face removal by the majority of the Board.

ARTICLE X – Conflict of Interest

The purpose of the conflict of interest policy is to protect Metro East Humane Society's (MEHS) interest when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an officer or director of MEHS or might result in a possible excess benefit transaction. This policy is intended to supplement but not replace any applicable state and federal laws governing conflict of interest applicable to nonprofit and charitable organizations.

Any director, principal officer, or member of a committee with governing board delegated powers, who has a direct or indirect financial interest, as defined below, is an interested person.

A person has a financial interest if the person has, directly or indirectly, through business, investment, or family: a) an ownership or investment interest in any entity with which MEHS has a transaction or arrangement, b) a compensation arrangement with MEHS or with any entity or individual with which MEHS has a transaction or arrangement, or c) a potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which MEHS is negotiating a transaction or arrangement.

Compensation includes direct and indirect remuneration as well as gifts or favors that are not insubstantial.

To ensure MEHS operates in a manner consistent with charitable purposes and does not engage in activities that could jeopardize its tax-exempt status, periodic reviews shall be conducted. The periodic reviews shall, at a minimum, include the following subjects: a) whether compensation arrangements and benefits are reasonable, based on competent survey information, and the result of arm's length bargaining, and b) whether partnerships, joint ventures, and arrangements with management organizations conform to MEHS' written policies, are properly recorded, reflect reasonable investment or payments for goods and services, further charitable purposes and do not result in impermissible private benefit or in an excess benefit transaction.

These Bylaws were approved at a meeting of the Board of Directors of Metro East Humane Society on June 18, 2020.