

CCHS Bylaw Revisions
Proposed changes 21.08.15

Color code:

- Green = Current Verbiage / No Changes

- Orange = Proposed changes

Proposed Changes to
Champaign County Humane Society Bylaws
(from Bylaws adopted, 9/29/11; Amended, 9/xx/21)

ARTICLE I – NAME

[Proposed changes]

[Current version]

The name of this organization is the Champaign County Humane Society, Inc., a non-profit corporation. It will be known here simply as CCHS.

[Proposed changes]

“The Champaign County Humane Society, Inc., is an Illinois non-profit public benefit corporation recognized as tax exempt under section 501(c)(3) if the United States Internal Revenue Code. It will be known here simply as CCHS.”

ARTICLE II – PURPOSE, POLICY

[No changes recommended]

Section 1 – Mission

To instill respect, kindness, and compassion for animals as community values.

Section 2 – Purpose

To prevent cruelty to animals, to promote animal welfare, to educate the public about the humane care and treatment of animals, to increase public awareness of the companion animal overpopulation issue and to provide solutions, and to provide high quality shelter, medical, and adoption services for animals when necessary.

Section 3 – Policy

To give humane care and treatment to all companion animals in the CCHS service area needing shelter, to seek appropriate homes for animals without homes, and to provide euthanasia when necessary. Animals under the CCHS’s control may be disposed of only as specified here. Live

animals may not be taken, sold, or used for invasive, pharmaceutical, or stress inducing experimentation of any kind, nor vivisection unless the purpose of such is to improve or prolong its life.

ARTICLE III – MEMBERSHIP
[No changes recommended]

Section 1 – Eligibility

Anyone willing to support the mission, purpose and policy of CCHS can become a voting member by paying a minimum annual monetary donation, the amount to be determined by the Board of Directors. A membership will continue by making the annual monetary donation unless the membership is ended as specified in Sections 5 and 6 of this article.

Section 2 – Term

Membership is from October 1 through September 30.

Section 3 – Rights

Voting members have the right to elect the Board of Directors, to vote on amendments to the bylaws as specified in Article XII and are eligible to serve on committees as specified in Article VIII. A voting member is any person who has made a minimum annual monetary donation as determined by the board of directors at least 30 days before a membership vote is taken.

Section 4 – Transferal, Assignment

Membership is not transferable or assignable. 2 Adopted, 9/29/11 Amended, 9/16/15

Section 5 – Resignation

A member may resign at any time by sending written notice to the recording secretary. No part of the annual donation will be refunded to any resigning member.

Section 6 – Expulsion

A member may be expelled for good reason by a two-thirds vote of the Board. Expulsion may be appealed to the membership at the next annual meeting by sending notice of appeal to the recording secretary ten days before that meeting.

ARTICLE IV—MEMBERSHIP MEETINGS
[No changes recommended]

Section 1 – Annual Meetings

The annual meeting will be held during the month of September at a time and place designated by the Board. The purpose of this meeting is to elect directors, to present the annual report, and to conduct other business.

Section 2 – Special Meetings

Special meetings may be called at any time by the recording secretary at the direction of the President, or by a majority of the Board, or by any 25 voting members, if they file a written statement with the recording secretary explaining the reason for the meeting. At least 30 days, but not more than 60 days, after a request is filed, a special meeting will be held at a time and place designated by the Board.

Section 3 – Authority

At any meeting, only the members present have the authority to conduct business. Decisions at any meeting will be advisory to the Board and will be made by majority vote of those members present and voting. No proxy voting will be allowed.

Section 4 – Advance Notice

The recording secretary will give public notice at least ten days before any meeting in a manner approved by the Board.

ARTICLE V – BOARD OF DIRECTORS

[Proposed changes]

Section 1 – General Powers

The Board of Directors is the governing body of CCHS and has the responsibilities of developing overall policy and directing the property, business, and financial affairs of CCHS, as well as assuring CCHS's compliance with applicable statutory, regulatory, and accreditation standards.

[Current version]

The president and his or her designee(s) are the only authorized spokespersons for decisions of the Board.

[Proposed changes]

“The president and his or her designee(s) are the only authorized spokespersons for the Board.”

Section 3 – Number of Directors

[Current version]

CCHS shall be governed by a board of directors consisting of 11 to 13 members. Vacancies may be filled on a temporary basis by the president with the approval of the Board. Only voting members may serve as directors.

[Proposed changes]

“CCHS shall be governed by a board of directors consisting of 13 to 15 members. Vacancies may be filled on a temporary basis by the president with the approval of the Board. Only voting members may serve as directors.”

Section 3 – Nomination and Election

[No changes recommended]

By January 15, the president of the Board will appoint at least three directors to serve on the Nominating Committee, which will act in accordance with procedures adopted by the Board. At least 30 days before each annual meeting, the Nominating Committee will recommend to the Board nominees for director. Voting members may nominate themselves by sending a written statement of interest and qualification, as well as a petition of nomination signed by at least 25 voting members to the Nominating Committee at least 30 days before the annual meeting. At least 20 days before each annual meeting, the list of candidates will be posted on the CCHS web site. A statement of interest and qualification will be included for each candidate. Directors will be elected at the annual meeting by a simple majority of the voting members present. Voting will be by secret ballots.

Section 4 – Term of Service

[No changes recommended]

Directors shall be elected for a term of three years. Directors may serve a maximum of two terms in succession, with a minimum of one year elapsing before being eligible for another term as director. New directors shall assume their responsibilities at the October meeting of the Board of Directors.

Section 5 – Vacancies

[No changes recommended]

The President, with the approval of the Board of Directors, shall appoint replacements to fill vacancies if a replacement is deemed necessary. The term of the replacement director will be until the next annual meeting.

Section 6 – Compensation

[No changes recommended]

All members of the board of directors and its officers shall serve without Compensation.

[Current version]

Section 7 – Conflict of Interest

The Board of Directors shall abide by an established Conflict of Interest policy.

[Proposed change]

Remove Section 7 – Conflict of Interest and incorporating this section into Section 8 (7) – Standards of Conduct (below)

[Current version]

Section 8 – Standards of Conduct

Each director shall discharge his or her duties as a director, including the director's duties as a member of a committee, in good faith, with the care an ordinarily prudent person in a like position should exercise under similar circumstances, and in a manner the director reasonably believes to be in the best interests of CCHS. Each director shall comply with any ethics policies that may be established or adopted by the Board of Directors from time to time.

[Proposed changes]

Section 7 – Standards of Conduct

- *Primary Duty* - A Director's primary duty is to advance the best interest of the organization relative to its mission and goals, given existing conditions, considerations, opportunities and the priorities established by the Board.
- *Code of Conduct* - Each director shall discharge his or her duties as a director, including the director's duties as a member of a committee, in good faith, with the care an ordinarily prudent person in a like position should exercise under similar circumstances, and in a manner the director reasonably believes to be in the best interests of CCHS. A Director is expected to be loyal to the organization and its mission, and adhere to the organization's policies, procedures, and the decisions and priorities of the Board of Directors.
- *Confidentiality* – A Director is obligated to maintain strict confidentiality about matters of the organization and issues under consideration at any given time. Each director shall sign and comply with the Confidentiality Agreement set forth by the Board Directors at the beginning of each term.
- *Conflicts of Interest* – A Director is expected to identify personal conflicts of interest that may conflict with or compromise a director's loyalty to CCHS and his/her duty as a member of the Board. Directors are expected to advise the Board of such conflicts as soon as reasonably possible and fully recuse themselves on all CCHS BoD deliberations and votes related to said issue(s). Conflicts of interest include but are not limited to financial conflicts, privileged

information conflicts, personal confidentiality conflicts (with employees or other persons), and personal conflicts involving ethical concerns.

Section 9 – Resignations and Removal
[No changes recommended]

Any director may resign at any time by delivering a written resignation to the President of the Board of Directors or to the Executive Director of CCHS, who shall notify the Board of Directors of such resignation promptly and in any event at the next scheduled meeting of the Board of Directors. The acceptance of such a resignation shall not be necessary to make it effective. Any director may be removed at any time for cause, including conduct injurious to the best interests of CCHS, by the affirmative vote of at least two-thirds of all of the directors then in office, provided that the notice of the meeting where such action is taken specifies that one of the items on the agenda for such meeting is the proposed removal of such director.

ARTICLE VI—BOARD OF DIRECTORS MEETINGS
[Proposed changes]

Section 1 – Frequency
[No changes recommended]

An annual organizational meeting will be held not more than 30 days after the annual membership meeting. Regular meetings must be held at least quarterly at times and places designated by the Board.

Section 2 – Shelter Report
[No changes recommended]

At each regular meeting, a summary of CCHS activities since the previous meeting will be presented.

Section 3 – Special Meetings
[No changes recommended]

Special meetings may be called by the President, the Executive Director, or any three directors if they file a written request with the recording secretary.

Section 4 – Quorum
[No changes recommended]

A quorum for any meeting is at least a majority of the directors.

Section 5 – Voting

[No changes recommended]

Except when specified otherwise in these bylaws, decisions at any meeting of the Board, Executive Committee or other committees will be made by majority vote of those present and voting. Each director has one vote. No proxy voting will be allowed. The Board of Directors may authorize a vote by email when required.

Section 6 – Attendance at Board Meetings

[No changes recommended]

If any director misses three consecutive meetings, without having been excused by the President or Secretary with the approval of the Board, that director will be considered to have resigned.

[Current version]

Section 7 – Advance Notice

The Secretary will mail each director advance notice of any special meetings. At least seven days' notice will be given before any special meeting. No notice is needed for regularly scheduled meetings.

[Proposed changes]

“The Secretary will notify each director in advance of any special meetings either via email, text message or verbal communication. Every effort will be made to provide two days' notice before a special meeting. In cases requiring immediate action, a special meeting can be organized on short notice providing majority of the board is able to attend. No notice is needed for regularly scheduled meetings.”

ARTICLE VII—OFFICERS *[No changes recommended]*

Section 1 – Election, Officers, Terms

[No changes recommended]

At the organizational meeting of the Board, the directors will elect a President, Vice-president, Recording Secretary, Treasurer, and one additional member to the Executive Committee. The Board may also elect other officers if necessary. The term of office is from the organizational meeting to the following year's organizational meeting, but officers may be dismissed by the Board before their terms have ended.

Section 2 – President

[No changes recommended]

The President is chairman of the Board. The President presides at all meetings and is a voting member of all committees. The President has the authority to countersign with the Treasurer any papers regarding CCHS's interests in the sale of securities or other assets, or in the settlement of estates or trusts.

Section 3 – Vice-President

[No changes recommended]

The Vice-president is to actively assist the President and to perform the duties of the presidency in the President's absence, or if the President resigns or is removed from the office.

Section 4 – Secretary

[No changes recommended]

The Recording Secretary is to take the minutes of each Executive, Membership, and regular Board meeting; to distribute copies of the minutes to each director; to make copies of the minutes available to any other member on request; to keep all non-financial books and records available for inspection; to have custody of CCHS records, bylaws, and archives, unless any or all of these are placed in the care of others by the Board; to give advance notice of meetings and nomination, as specified elsewhere in these bylaws, to each member and director; to receive correspondence, unless directed otherwise by the Board; and to perform other duties as may be assigned.

Section 5 – Treasurer

[No changes recommended]

The Treasurer is to assist in the preparation of the budget; monitor the budget; ensure the Board's financial policies are being followed; report to the Board of Directors and general membership on finances; make available at the annual meeting the last audited financial statements, as well as submit a report of income, expenditures, assets, and liabilities for the fiscal year just ended; submit and countersign with the President any papers regarding CCHS interests in the sale of securities and other assets or in the settlement of estates or trusts; and chair the Finance Committee.

ARTICLE VIII—COMMITTEES OF THE BOARD

[No changes recommended]

Section 1 – Standing and Special Committees, Chairs, Membership

[No changes recommended]

There are eight standing committees: Animal Welfare, Personnel, Executive, Development, Nominating, Research Policy, Facilities, and Finance/Audit. The Board may also create special committees for any necessary purpose. Committee members and chairs are appointed by the President and must report on activities at regular Board meetings. Membership on all committees except Executive, Personnel and Nominating is open to voting members. Members may serve up to three consecutive one-year terms unless removed for good cause by the Board. The Executive Director is an ex officio non-voting member of each committee. The President may appoint other persons as ex officio members of any committee as deemed appropriate.

Section 2 – Executive Committee

[No changes recommended]

The members of this committee are the President, who is the chair; the Vice-president; the Treasurer; the Secretary and one other director. The committee may meet with the Executive Director between Board meetings to expedite business and has all the power of the Board, but its actions are subject to confirmation by the Board. The committee, together with the Finance Committee assists the Executive Director in preparing the annual budget and advises on financial matters. The Executive Committee conducts an annual evaluation of the Executive Director in consultation with the Board. Meetings are called by the President.

Section 3 – Nominating Committee

[No changes recommended]

The composition and duties of this committee are specified in Article V, Section 3. When the President appoints the Nominating Committee, the President shall provide a charge to the committee. The Nominating Committee will operate in accordance with procedures and guidelines

Section 4 – Research Policy Committee

[No changes recommended]

The Research Policy Committee reviews research requests; votes on research projects being advanced to the full board for approval or denial; and assists the Board in developing policies relating to the participation of CCHS in research projects.

Section 5 – Finance/Audit Committee

[No changes recommended]

The Finance/Audit Committee monitors CCHS investment accounts and makes recommendations to the Board regarding the management of those accounts. In conjunction with CCHS fund managers, the committee will propose changes in CCHS investment policy that

serve the best interests of the organization. The committee will review and revise the investment policy as needed. The Finance/Audit Committee shall recommend to the Board an auditor to conduct an independent annual audit for CCHS.

Section 6 – Development Committee

[No changes recommended]

The Development Committee provides strategic advice and counsel to the CCHS Executive and Development Directors, works with them on fundraising events, and assists them with efforts to promote, grow, and steward supporters and members of the organization. The Development Committee may use subcommittees for special or annual projects whose membership may include ex officio members not on the Development Committee.

Section 7 – Animal Welfare Committee

[No changes recommended]

The Animal Welfare Committee keeps abreast of current animal-welfare laws, and monitors animal well-being according to the latest CCHS policies on humane animal care and handling, and performs duties as outlined in the CCHS document: Guiding Principles and Procedures for Assuring the Quality of Animal Care.

Section 8 – Facilities Committee

[No changes recommended]

The Facilities Committee works with the CCHS staff to assess functional aspects of the property and improvements used by CCHS and plan for necessary repairs and improvements. The Facilities Committee may also assist CCHS staff in obtaining bids for substantial projects and seeking donations of goods/services related to building.

Section 9 – Personnel Committee

[No changes recommended]

The Personnel Committee works with the Executive Director to periodically review legal issues related to staff employment, general salary guidelines, general working conditions, employment recruitment policies and employment policies.

ARTICLE IX- FINANCIAL ADMINISTRATION

[Proposed changes]

Section 1 – Fiscal Year

[No changes recommended]

The fiscal year of CCHS shall be July 1 through June 30, unless otherwise fixed and directed by a resolution adopted by the Board of Directors.

Section 2 – Annual Audit and Tax Returns
[No changes recommended]

At the conclusion of the fiscal year, the books of CCHS shall be subjected to examination and audit by a certified public accountant licensed by the State of Illinois in accordance with generally accepted accounting principles applicable to non-profit organizations. The auditor shall be selected by the Finance/Audit Committee of the Board of Directors. The auditor's completed report and required tax forms shall be presented to the Board of Directors for review and comment prior to filing.

Section 3 – Loans
[No changes recommended]

No loan shall be contracted on behalf of CCHS and no evidence of indebtedness shall be issued in its name unless authorized by the Board of Directors. Such authority may be general or confined to specific instances.

[Proposed changes (addition)]

Section 4 – Distribution Upon Dissolution

“Upon termination or dissolution of CCHS, any assets lawfully available for distribution shall be distributed to one or more qualifying organizations described in Section 501(c)(3) of the 1986 Internal Revenue Code which organization(s) have a charitable purpose.

The organization(s) to receive the assets of CCHS hereunder shall be selected at the discretion of a majority of the Board of Directors. Preference shall be given to organizations which:

- a.) Are located in and serving Champaign County, Illinois,
- b.) Have a purpose similar to CCHS (however, this is not an exclusive requirement)
- c.) Can prove sound fiscal management practices in the previous 10 years of operations
- d.) Maintains proactively engaged Board of Directors made up of Champaign County, Illinois residents.”

ARTICLE X – INDEMNIFICATION
[No changes recommended]

Section 1 – Indemnification
[No changes recommended]

CCHS shall indemnify any and all of its directors, officers, and staff members who may have served at its request or by election for expenses actually and necessarily incurred by them in connection with the defense or settlement of any action, suit, or proceedings in which any of them are made parties by reason of being or having been directors, officers, or staff members, except in relation to matters as to which any such director, officer, or staff member shall be adjudged in such action to be liable for willful misconduct in performance of duty.

Section 2 – Indemnification
[No changes recommended]

CCHS shall obtain and maintain insurance policies to protect the organization against losses and liabilities as determined by the Board of Directors. CCHS shall obtain and maintain a directors and officers liability insurance policy in an amount approved by the Board.

ARTICLE XI—RULES
[No changes recommended]

All membership and Board meetings will be conducted according to the rules in the latest edition of Robert’s Rules of Order.

ARTICLE XII—AMENDMENT OF BYLAWS
[No changes recommended]

These bylaws may be repealed, altered, or amended by a majority vote of the membership at any annual meeting or at any special meeting called for that purpose. New bylaws become effective on their adoption and supersede all previous bylaws. The proposed amended bylaws will be posted onto the CCHS website at least 30 days before the meeting at which the vote is taken.