

BYLAWS OF THE MONADNOCK HUMANE SOCIETY

Effective – March 28, 2024

ARTICLE I

Name

The name of this organization shall be “Monadnock Humane Society,” hereinafter referred to as MHS.

ARTICLE II

Purpose

MHS is a nonprofit corporation dedicated to strengthening the animal-human bond by promoting and providing for the well-being of animals.

ARTICLE III

Board of Directors

Section 1. Composition of the Board: The management and administration of the affairs of MHS shall be carried out by the Board of Directors, which shall have all the powers enumerated in its Articles of Association, the laws of the State of New Hampshire, and by these Bylaws. The Board of Directors shall consist of not less than nine nor more than seventeen directors. Directors shall receive no compensation for their services as directors.

The MHS Executive Director shall be an Ex-Officio, non-voting, member of the Board and shall not be included in the minimum/maximum total number of directors. The MHS Executive Director may participate, when invited, in any Executive Session during BOD meetings.

Section 2. Nomination to the Board: The Governance Committee will utilize the board-approved Board Recruitment Policy/Process to evaluate candidates and present nominations to the full board for consideration.

Section 3. Election to the Board: Nominations to join the Board shall be voted upon and approved by a majority of the Board of Directors at any regular or special meeting of the Board.

Section 4. Terms & Eligibility

A. A board member’s term may commence at any time of the year for a term length designated by the Governance Committee per the Board Recruitment Process. A board member’s term will conclude on June 30 to align with the end of MHS’ fiscal year.

B. Board members shall serve no more than 9 total consecutive years. Exceptions may be granted by the Board if extenuating circumstances warrant it.

C. After serving 9 consecutive years, board members shall leave the board for a minimum of one year, after which they would be eligible to return. Term limits never preclude participation on Board Committees as a Community Member.

D. No employee or contractor of MHS, nor any member of their household or family, shall serve as a Director on the Board.

E. No two family or household members may serve on the Board concurrently.

Section 5. Removal of Board Members:

A. A Board Director may be removed after written notice of specific cause from the Executive Committee (excluding any officer that is a subject of this specific cause) is given to them. That member will be offered the opportunity to address the board in executive session. If a motion is then made for removal of subject member, a 2/3 majority vote of the Board, taken by ballot, is required for the motion to pass and for that member to be removed.

B. Three unexcused absences from Board meetings in a single Fiscal Year may be considered cause for removal from the Board. Excused absences may include sickness, travel, and unforeseen personal or work-related issues that were not planned and cannot be rescheduled. In order to be excused, the board member must communicate in advance of the meeting to the Board Secretary or Board Chair. Every attempt should be made to fulfill the commitment to attending Board Meetings.

Section 6. Duties and Powers of the Board

A. To govern the affairs of MHS and set policy according to the mission of the organization and consistent with the Articles of Association and Bylaws.

B. To adopt and implement a Conflict-of-Interest Policy as required by NH RSA7:19a IV

C. To appoint such committees as deemed necessary to carry out of the mission of MHS

D. To approve the annual budget

E. To oversee and participate in MHS development work.

F. To publish an Annual Report on organization activities, including financials.

G. To cause to be conducted an annual financial audit or review of the organization by a certified public accountant or other qualified professional

H. To obtain and maintain "Officers and Directors Insurance" in an appropriate amount

I. To invest the funds of the organization and manage the organization consistent with good business practices. The Board shall adopt and follow written Investment and Fiscal Spending Policies.

- J. To employ professional and other such help, as needed, in order to carry out the mission of MHS.
- K. To employ and supervise an Executive Director (ED).
- L. To conduct an annual written performance evaluation of the ED.

Section 7. Meetings

- A. The Board of Directors shall meet not fewer than 10 times per year and receive minutes/reports from the ED and all Board Committees. Special meetings of the Board of Directors may be called at any time by the Board Chair, or upon a motion by any Board Member with a majority vote.
- B. The rules contained in the current edition of Robert's Rules of Order Newly Revised shall govern MHS for Board meetings in all situations unless they are inconsistent with these Bylaws and any special rules of order MHS may adopt.

ARTICLE IV Officers

Section 1. The Officers of MHS shall be a Board Chair, a Vice Chair, a Treasurer, and a Secretary, all of whom shall be Directors of the Board.

Section 2. Officer Terms: Officer candidates shall be put forth by the Governance Committee and elected by the Board for terms of two years. Officers may serve up to two terms upon re-election. Officers may serve more than two terms if there is no other qualified member willing to serve. In the event an Officer vacancy occurs midterm, the Board shall elect another member to fill that vacancy. The person elected to fill a vacancy shall serve for the unexpired term.

Section 3. Officer Duties: The Board Officer duties shall be defined in Board-approved position description documents.

ARTICLE V Board Committees

Section 1. Board Committees: The current Committees are Governance, Finance, Development & Marketing, Human Resource and Facilities. The Board may establish additional committees, project teams and/or task forces according to the needs of the organization.

Section 2. Board Committee Responsibilities: Each committee will have its responsibilities defined in Board-approved Committee Charters. Necessary changes to the committee charters shall be drafted by each committee, reviewed by the Governance Committee and approved by the full board.

Section 3. Ad hoc sub-committees: As is deemed necessary by each Board Committee, a sub-committee

may be formed to work on a particular project defined by that Committee. (e.g. Events Committee, Sponsorship Committee, Building Task Force, etc.) Sub-committees shall report through the Committee Chair.

Section 4. Executive Committee: The four board officers, along with the Executive Director, shall comprise the Executive Committee. Its main purpose is to facilitate decision making between board meetings, or in urgent and crisis situations, as necessary. It is, however, accountable to the full board, and shall not act alone on any matters requiring board approval.

Section 5. Board Committee Chairs: The Executive Committee shall appoint Committee Chairs. Each Committee Chair shall ensure that minutes are documented for each meeting, including any action items, and included monthly with the Board meeting materials.

Section 6. Board Committee Members: The Executive Committee, and Committee Chairs shall discuss committee assignments with board members and appoint members to each Committee. Community and MHS staff may participate on committees and their appointment will be discussed in the same manner. The Executive Director and Board Chair are ex-officio members of all Board Committees. Community Members must sign a Confidentiality Agreement in advance of committee participation. No family members may be members of the same committee at the same time. All members of committees have full participatory rights.

Section 7. All Board members must be an active member of at least one committee. Every attempt should be made to fulfill your commitment to attending Committee Meetings.

ARTICLE VI

Membership

Monadnock Humane Society is a Non-Member organization.

ARTICLE VII

Liabilities

Section 1. No Personal Liability for Debts or Obligations of MHS: The Directors and Officers of MHS shall not be personally liable for any debt, liability or obligation of MHS. All persons, corporations or other entities extending credit to, contracting with or having any claim against MHS may look only to the funds and property of MHS for the payment of any debt, damages, judgment or decree, or of any money that may otherwise come due or payable to them from MHS.

Section 2. Limited Personal Liability for Breaches of Fiduciary Duty: The Directors, and/or Officers, shall have no personal liability to MHS for breach of fiduciary duty as a director, and/or officer except with respect to:

A. Any breach of the duty of loyalty to MHS;

B. Acts, or omissions found to be in bad faith, or otherwise found to involve intentional misconduct or knowing violation of law;

C. Any transaction from which said Directors and/or Officers derive an improper personal benefit.

Section 3. Indemnification: Unless otherwise provided in the articles, MHS shall indemnify any individual made a party to a proceeding because they are or were a director of the corporation, against liability incurred in the proceeding, but only if such indemnification is both (i) determined permissible and (ii) authorized, as defined in this Section and subject to the limitation specified in subsection (c) below.

A. Determination and Authorization. The corporation shall not indemnify a director under this Section unless:

(1) A determination has been made in accordance with the procedures set forth in Section 8.55(b) of the New Hampshire Business Corporation Act that the director met the standard of conduct set forth in subsection (b) below, and

(2) Payment has been authorized in accordance with the procedures set forth in Section 8.55(c) of the New Hampshire Business Corporation Act based on a conclusion that the expenses are reasonable, the corporation has the financial ability to make the payment, and the financial resources of the corporation should be devoted to this use rather than some other use by the corporation.

B. Standard of Conduct. The individual shall demonstrate that:

(1) they conducted themselves in good faith; and in accordance with the Board Conflict of Interest, Code of Conduct, and/or Code of Ethics Policies.

(2) they reasonably believed: (i) In the case of conduct in their official capacity with the corporation, that their conduct was in its best interests; (ii) In all other cases, that their conduct was not opposed to its best interest; and (iii) In the case of any criminal proceeding, they had no reasonable cause to believe their conduct was unlawful.

C. The corporation shall not indemnify a director under this Section:

(1) In connection with a proceeding by or in the right of the corporation in which the director was adjudged liable to the corporation

(2) In connection with any other proceeding charging improper personal benefit to them, whether or not involving action in their official capacity, in which they were adjudged liable on the basis that personal benefit was improperly received by them.

D. Indemnification in actions on behalf of MHS Limited. Indemnification permitted under this Section in connection with a proceeding by or in the right of the corporation is limited to reasonable expenses incurred in connection with the proceeding.

Section 4: Advance Expenses for Directors.: If a determination is made, following the procedures of Section 8.55(b) of the New Hampshire Business Corporation Act that the director has met the following requirements; and if an authorization of payment is made, following the procedures and standards set forth in Section 8.55(c) of the New Hampshire Business Corporation Act, then unless otherwise provided in the Articles of Incorporation, the company shall pay for or reimburse the reasonable expenses

incurred by a director who is a party to a proceeding in advance of final disposition of the proceeding, if:

(1) The director furnishes the corporation a written affirmation of their good faith belief that they have met the standard of conduct described in Art. VII § 3;

(2) The director furnishes the corporation a written undertaking, executed personally or on their behalf, to repay the advance if it is ultimately determined that they did not meet the standard of conduct (which undertaking must be an unlimited general obligation of the director but need not be secured and may be accepted without reference to financial ability to make repayment); and

(3) A determination is made that the facts then known to those making the determination would not preclude indemnification under Art. VII § 3 or Sections 8.50 through 8.58 of the New Hampshire Business Corporation Act.

Section 5: Indemnification of Officers, Agents, and Employees Who Are Not Directors: Unless otherwise provided in the Articles of Incorporation, the Board of Directors may indemnify and advance expenses to any officer, employee, or agent of the corporation, who is not a director of the corporation, to any extent consistent with public policy, as determined by the general or specific action of the Board of Directors.

ARTICLE VIII

Fiscal Year

Section 1. Fiscal year: The fiscal year of the corporation shall end on June 30 in each year.

ARTICLE IX

Quorum

Section 1. Board Meeting Quorum: A majority of the Board of Directors shall constitute a quorum.

Section 2. Committees Meeting Quorum: A majority of members of a Board Committee or of any special committee shall constitute a quorum.

ARTICLE X

Voting

Section 1. Voting at Board Meetings shall not be by ballot unless so determined by a majority vote of the Directors present.

Section 2. Electronic Voting: Voting may only be done by electronic means by exception as deemed necessary by the Chair. Electronic votes shall be counted by the Secretary and recorded in the minutes of the next Board meeting.

Section 3. Proxy Voting: Voting shall not be by proxy.

ARTICLE XI

Bylaw, Articles of Association and Board Policy Amendments

Section 1. The Articles of Association and Bylaws may be amended by a vote of two-thirds of the Board Members present and voting at any regular or special meeting of the Board, provided that notice of the proposed amendments is sent to each Board member at least ten (10) days prior to any meeting at which such amendment is to be considered.

Section 2. All Board Policies and Procedures must be approved by a majority of the Board of Directors.

NOTE:

The Articles of Association and the Bylaws of Monadnock Humane Society were adopted and approved by unanimous vote of the membership, at a meeting duly called and held on March 9, 1933.

*Bylaws: Adopted March 9, 1933 (Send revisions to NHCTU and Auditors and place in BOD Folder)
Amended: September 5, 1970; December 19, 1985; September 20, 2001; October 13, 2005; December 18, 2008; May 1, 2009; May 13, 2010; May 19, 2012; February 22, 2013; May 2, 2016; February 28, 2017; June 27, 2017; September 24, 2019; October 21, 2020; March 25, 2021; September 30, 2021, December 2, 2021, April 28, 2022, March 28, 2024.*

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