

## BYLAWS OF THE MONADNOCK HUMANE SOCIETY

### 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 promoting the humane treatment of animals in accordance with its mission statement.

### ARTICLE III

#### Membership

Individual Voting Membership: Any individual who complies with the requirements as defined in the Membership Policy shall be considered an Individual Voting Member. This policy shall be reviewed from time to time, by members of the Governance/Nominating Committee. Modifications to the Membership Policy are to be presented to and approved by the Board of Directors.

### ARTICLE IV

#### 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 as amended from time to time, and all other powers conferred by these Bylaws. The Board of Directors shall consist of not less than eight or more than seventeen directors. During their tenure on the Board, all Officers and Directors of the Board shall automatically be considered individual voting members of MHS. Directors shall receive no compensation for their services as directors.

The Board may from time to time appoint Honorary Directors and Lifetime Vice Presidents to the Board of Directors. Such Honorary Directors and Lifetime Vice Presidents shall not be included in the minimum and maximum total of directors and shall be non-voting members of the board. Honorary Directors and Lifetime Vice Presidents are eligible for candidacy for nomination to the Board as regular voting members via the processes outlined in these by-laws

Section 2. Candidates for the Board: The Governance/Nominating Committee will provide candidates for to fill vacancies on the Board of Directors. Candidates for vacancies may also be from the floor of the Annual Meeting or a Special Membership meeting. All candidates, regardless of source, will go through the process as established and reviewed annually by the Governance/Nominating Committee.

Section 3. Nomination to the Board: Nominations from the pool of candidates must be approved by a majority of the Governance/Nominating Committee and will be presented for a vote. Information regarding other potential candidates not nominated will be provided to the Board as context.

Section 4. Election to the Board: Nominations to fill vacancies of the Board shall be voted upon and approved by a majority of the Board of Directors present and constituting a quorum at any regular or special meeting of the Board.

Section 5. Terms & Eligibility: Board Directors shall serve no more than two (2) consecutive three-year terms; service completing an unexpired term shall not be counted under this provision. Board members shall rotate onto and off of the board in a manner that maximizes continuity of the Board. If the Board Chair has served as Board Chair in his/her final year of the allowed two consecutive terms, the Board Chair may fill an unexpired term for the following year. If no unexpired term exists, the Board Chair may fill any vacant board seat for one year. After two terms, a Director shall leave for a minimum of one year and may be re-nominated to serve additional terms after the break in service. This does not preclude participation in Board Committees if appointed to a Committee as a non-Board Committee member.

All such terms filled by the outgoing Board Chair shall be subject to the election requirements of Art. IV § 2, 3, 4 supra.

No employee of MHS shall serve as a Director on the Board nor shall any spouse, immediate family member, or household member of an MHS employee serve as a Director on the Board.

Spouses, immediate family members, and household members of Board Directors members (collectively known as related members) may serve on the Board during the same or overlapping terms, providing a minimum of eleven (11) current members are non-related Board Directors.

As used in this section, “spouse” shall mean legally recognized civil partner, husband, or wife; “immediate family member” shall mean sibling, child, or parent; “household member” shall mean persons cohabitating in the same residence.

Section 6. Removal of Board Members:

A. Three consecutive, unexcused absences from Board meetings may result in removal from the Board by a majority decision of the Board.

B. A Board Director may be removed after written notice from the Board Chair and an opportunity to be heard, upon a 2/3 vote of the Board members present and voting at a meeting called for that purpose.

Section 7. Vacancies in unexpired terms: Midterm vacancies occurring on the Board of Directors may be filled, in a timely manner, for the unexpired portion of the term by the votes of a majority of the remaining directors at any special meeting of the Board of Directors called for that purpose or at any regular meeting of the Board of Directors. All such unexpired terms filled shall be subject to the requirements of Art. IV § 2, 3, 4 supra.

Section 8. Duties and Powers of the Board

A. To govern the affairs of MHS and set policy according to the mission of the organization.

B. To set such policies for the operation of MHS as may be consistent with the Articles of Association and Bylaws.

C. The Board shall adopt and implement a Conflict of Interest Policy as required by NH statute.

D. To appoint such committees as it may deem necessary for carrying out of the purpose of MHS.

- E. To supervise the raising of funds, and determine the annual budget.
- F. To give at least once a fiscal year a full and complete report of its activities at a meeting of the members of the organization
- G. To cause to be conducted financial or operational audits or review, or both, of the organization by a certified public accountant or other qualified professional as may be necessary from time to time.
- H. To obtain and maintain "Officers and Directors Insurance" in an appropriate amount.
- I. The Board shall invest the funds of the organization and manage the organization consistent with good business practices at that time existing. The Board shall adopt a written Investment Policy for the funds of MHS. The Board shall bond any or all individuals handling the funds of the organization.
- J. The Board shall have authority to employ professional and such other help as is needed in order to carry out the purpose of this organization.
- K. The Board shall employ and supervise an Executive Director (ED) to direct the affairs and operations of the organization.
- L. The Board shall conduct a performance evaluation of the ED on an annual basis at the beginning of each fiscal year. This performance evaluation must be written and presented to the ED by the Board Chair no later than the end of August each year.

Section 9. Meetings: The Board of Directors shall meet not less than every other month and receive a report from the ED and the Finance Committee. Special meetings of the Board of Directors may be called at any time by the Board Chair upon his/her own motion or upon a motion by any Board Member seconded by another member of the Board of Directors.

## ARTICLE V

### 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. Not more than one spouse, immediate family member, or household member shall serve as an Officer of the Board during the same or overlapping terms. (For example, husband and wife may serve on the Board during the same term and either of them may serve as an Officer, but they shall not serve as Officers during the same term).

As used in this section, "spouse" shall mean legally recognized civil partner, husband, or wife; "immediate family member" shall mean sibling, child, or parent; "household member" shall mean persons cohabitating in the same residence.

Section 2. Terms: All officer candidates shall be put forth by the Governance/Nominating Committee and elected by the Board for a term of one (1) year, however may serve a second term upon re-election. Officers may serve more than two one-year terms if there is no other qualified, as well as interested and willing to serve, candidate. In the event a vacancy occurs, the Board shall elect another person to fill the vacancy of the Officer position. The person elected to fill a vacancy shall serve for the unexpired term.

### Section 3. Duties:

Board Chair: Shall preside at all meetings of MHS Individual Voting Members and the Board; call special meetings whenever deemed necessary; serve as an ex-officio member of all committees, perform all the duties commonly incident to this office and shall perform such other duties and have such other powers as the Board may from time to time designate.

The Board Chair shall appoint the chair of all Board Committees. The Chair, the Treasurer, or such other person specifically authorized by vote of the Board may sign all deeds, leases, contracts, notes and/or other instruments to be executed on behalf of MHS.

Vice Chair: Shall exercise the rights and powers and perform the duties of the Board Chair in the event of the absence or disability of the Board Chair and such other duties as shall be prescribed by the Board. The Vice Chair may become Board Chair at the expiration of the Officer term of the then Board Chair, if so put forth by the Governance/Nominating Committee and confirmed by the Board.

Treasurer: The Treasurer, with the approval of the Board, shall invest and reinvest the funds of MHS in accordance with the law and the instruction of the Finance Committee. The Treasurer shall be responsible for procuring and maintaining a fidelity bond in an amount approved by the Board covering all persons who handle, or may handle, funds of MHS and shall have custody of all funds of the organization and shall pay out the same upon direction of the Board.

The Treasurer in consultation with the Director of Finance or other such staff member shall forecast the cash flow and make comments on the financial statements at each Board meeting. The Treasurer shall have the care and supervision of the Board and all the powers and duties commonly incident to said office. The Treasurer shall, with the Chair, have the power to sign all deeds, leases, contracts, notes and/or other instruments to be executed on behalf of MHS.

Secretary: Shall act as recording officer of the corporation and perform such other duties as required by the laws of the State of New Hampshire. The Secretary shall be present at all meetings of the Board, and shall keep accurate records, in books provided for that purpose, of the proceedings had at such meetings, which books shall respectively be open at all reasonable times to the inspection of any Director.

The Secretary shall perform all the duties commonly incident to said office and shall perform such other duties and have such other powers as the Board may from time-to-time designate. In the absence of the Secretary from any meeting of the Board, as the case may be, a Secretary pro tempore may be chosen who shall record the proceedings thereof.

The four Officer positions shall comprise the Executive Committee of the Board, if one is established.

## ARTICLE VI

### Board Committees

Section 1. Governance/Nominating Committee: The Governance/Nominating Committee is responsible for making recommendations on governance issues, maintaining, reviewing, and revising these Bylaws as may become necessary, and playing a leadership role in shaping MHS's corporate governance. This committee is also responsible for finding candidates and nominating new Directors for Board approval.

This includes establishing criteria for identifying potential Board Directors. In addition, this Committee is tasked with nominating officers to the Board, ensuring and developing orientation for new Directors, as well as ensuring and guiding performance assessments of the full Board.

Section 2. Finance Committee: The Finance Committee shall include, but not be restricted to, the Treasurer, and at least one other individual with finance experience and knowledge. The Finance Committee shall prepare an annual budget and shall review the budget and balance sheet monthly to assess actual income and expenditures to projected income and expenditures. The Finance Committee shall report to the Board at each regular meeting the status of the finances. An Investment Sub-Committee will be established and report to the Finance Committee. The members of the Finance Committee shall follow the MHS Investment Policy.

Section 3. Development Committee: The Development Committee shall identify and communicate effectively the goals and objectives of the MHS development plan and shall serve as active proponents of Monadnock Humane Society and its fund and friend raising efforts.

Section 4. Committee Chairs shall make a report to the Board of Directors and provide update of any committee meetings or activity. Such report should be provided to the Board Directors in advance of or at a regularly scheduled meeting either in writing or otherwise.

Section 5. The Board Chair shall appoint the chair of the three Board Committees. The Chairperson of each committee will approve all members of the specific Committee, including Directors and non-Board members of each Committee. Individual Board Directors should provide the Board Chair with any requests relating to Committee work, to allow for this consideration in appointments to Committees.

Section 6. The Board may constitute or establish additional committees, project teams and/or task forces according to the needs of the organization.

Section 7. Ex-Officio, staff and community resources on committees: The Executive Director and Board Chair are ex-officio members of the three Board Committees required by Art. V§ 1,2, 3, supra. Additional MHS employees or community resources may be invited by the Committee Chair to staff and support a Board Committee. Ex-Officio, MHS staff or community resources are not voting members on any business that may be brought to a vote by the committee.

## ARTICLE VII

### Liabilities

Section 1. No Personal Liability for Debts or Obligations of MHS: The Members, 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 or its Members for breach of fiduciary duty as a director, and/or officer, either, 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; and/or

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 he/she is or was 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) Determination. 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) Authorization. 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) he/she conducted himself in good faith; and

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

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; or

(2) In connection with any other proceeding charging improper personal benefit to him/her, whether or not involving action in his/her official capacity, in which he/she was adjudged liable on the basis that personal benefit was improperly received by him/her.

(c) 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 his/her good faith belief that he/she has met the standard of conduct described in Art. VII § 3;

(2) the director furnishes the corporation a written undertaking, executed personally or on his/her behalf, to repay the advance if it is ultimately determined that he/she 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

##### Membership Meetings

Section 1. The Individual Voting Membership shall meet within the first six months of the fiscal year at such time and place as the Board shall determine, for the purpose of sharing committee and organizational reports and transacting any business presented. Special meetings of Individual Voting Members may be held on the call of the Board and must be called upon petition in writing of ten percent (10%) or fifty (50) members of the Individual Voting Membership, whichever is greater. If there are fewer than fifty (50) members in the Individual Voting Membership group, then 100% of the current Individual Voting Membership is required to petition for a special meeting to be held. Notice of all meetings shall be given by publication in local newspapers having community-wide distribution at least five (5) days in advance of said meeting.

Section 2. Procedure: The rules contained in the current edition of Robert's Rules of Order Newly Revised shall govern MHS for Board and Membership meetings in all situations unless they are inconsistent with these Bylaws and any special rules of order MHS may adopt.

#### ARTICLE X

##### Quorum

Section 1. Membership Meeting Quorum: A quorum for the annual or a special meeting of the Individual Voting membership of this organization shall consist of twenty-five (25) members or ten percent (10%) of the Individual Voting Membership as defined in the Membership Policy whichever is greater

Section 2. Board Meetings Quorum: A majority of the Board of Directors shall constitute a quorum.

Section 3. Committees Meeting Quorum: A majority of voting members of a Board Committee or of any special committee shall constitute a quorum.

#### ARTICLE XI

##### Voting

Section 1. Board and Membership Voting: Voting shall not be by secret ballot unless so determined by a majority vote of the Directors/Members present. Votes regarding Articles of Association and Bylaw amendment may be taken by ballot.

Voting may be by electronic means, such as electronic mail, with each email being deemed a ballot vote and shall be counted by the Secretary and the votes/ballots/emails shall be recorded in the minutes of the Board or Committee meeting as the case may be.

Section 2. Proxy Voting: Voting shall not be by proxy.

#### ARTICLE XII

##### Bylaw Amendment

Section 1. Amendment of Bylaws: The Articles of Association and Bylaws may be amended by a vote of two-thirds of the Board Members present and voting taken by ballot at any regular or special meeting of the Board, provided that notice of the proposed amendment 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 policies and procedures referenced in these bylaws 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 September 5, 1970, at the offices of the society in Swanzey, New Hampshire.

Bylaws: Adopted September 5, 1970 Amended: December 19, 1985 Amended: September 20, 2001 Amended: October 13, 2005 Amended: December 18, 2008 Amended: May 1, 2009 Amended: May 13, 2010 Amended: May 19, 2012 Amended: February 22, 2013, Amended: May 2, 2016. Amended February 28, 2017. Amended June 27, 2017, Amended July 23, 2018

#### BYLAWS OF THE MONADNOCK HUMANE SOCIETY

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