

BYLAWS OF THE MONADNOCK HUMANE SOCIETY

Approved Revision March 25, 2021

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

Monadnock Humane Society is a Non-Member organization.

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

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/maximum total number of directors and shall be non-voting members of the board. Honorary Directors and Lifetime Vice Presidents, however are still 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 Committee will recruit candidates to fill vacancies on the Board of Directors.

Section 3. Nomination to the Board: Nominations from the pool of candidates must be approved by a majority of the Governance Committee and summary information presented to the full board prior to a vote. Candidate names who are not nominated, will also be provided to the Board.

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:

A. Board terms may start anytime of the year as determined by the Gov. Com. and Board. Board Terms will END on May 31st.

B. In order to rotate new directors on/off effectively, Board Terms for new directors may be 1, 2, or 3 years, plus extra months for replacement directors, depending on when their Board Terms begin. Board Term length will be determined by the Governance Committee depending on what Board Terms are available at the time, including recently vacated Board seats.

C. The Governance Committee shall also determine Board Term lengths, for renominated current Board members, depending on what is available.

D. Effective June 1, 2021, Board members shall serve no more than 9 consecutive years, depending on when their first Board Term started. Exceptions may be granted if the Governance Committee determines extenuating circumstances warrant it and the Board votes to approve.

E. Effective June 1, 2021, after Board tenure of 9 years is completed, Board members shall leave for a minimum of one year and may be re-nominated by the Governance Committee to serve a Board Term after the requisite break in service. This does not preclude participation on Board Committees if appointed to a Committee as a Community Member.

F. No employee or contractor of MHS shall serve as a Director on the Board. Nor shall any member of their immediate family, as determined by the Governance Committee, or household member of an MHS employee serve as a Director on the Board.

G. Spouses, immediate family, as determined by the Governance Committee, and household members of Board Directors (collectively known as related members) may serve on the Board during the same or overlapping terms, with a maximum of 2 family members (1 set) at any one time.

Section 6. Removal of Board Members:

A. Three unexcused absences from Board meetings in a single Board Year (June 1 – May 31) may go to a vote of the Board and may result in removal from the Board by a 2/3 majority decision of the Board. Excused absences may include sickness, travel, 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 your commitment to attending Board Meetings.

B. 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) and, including an opportunity for subject Board Member to be heard, upon a 2/3 majority vote of the Board members present and voting.

Section 7. Vacancies in unexpired terms See Article IV

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. To adopt and implement a Conflict-of-Interest Policy as required by NH RSA7:19a IV
- D. To appoint such committees as it may deem necessary to carry out of the purpose of MHS
- E. To approve the annual budget
- F. To oversee and participate in MHS fundraising activities
- G. To give, at least once per fiscal year, a full and complete report, including audited financials, of its activities at an Annual Meeting called for that purpose
- H. To cause to be conducted an annual financial audit or review of the organization by a certified public accountant or other qualified professional
- I. To obtain and maintain "Officers and Directors Insurance" in an appropriate amount
- J. The Board shall invest the funds of the organization and manage the organization consistent with good business practices existing at that time. 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.
- K. The Board shall have authority to employ professional and other such help, as is needed, in order to carry out the purpose of MHS.
- L. The Board shall employ and supervise an Executive Director (ED) to direct the affairs and operations of MHS.
- M. The Board shall conduct a written performance evaluation of the ED on an annual basis at the beginning of each fiscal year. This performance evaluation must incorporate feedback from all Board Committees and be presented to the ED by the Board Chair no later than the end of August each year.

Section 9. Meetings:

- A. The Board of Directors shall meet not fewer than 10 times per year and receive a report 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 seconded by another member of the Board of Directors.
- 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 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 relative or household member shall serve as an Officer of the Board during the same or overlapping Officer Term.

Section 2. Terms: All officer candidates shall be put forth by the Governance Committee and elected by the Board for an Officer Term of one (1) year, but may serve up to three 1-year Officer Terms upon re-election. Officers may serve more than three one-year Officer Terms if there is no other qualified, as well as interested candidate as determined by the Governance Committee. In the event an Officer vacancy occurs midterm, the Board shall elect another Board Member to fill the vacancy of the Officer position. The person elected to fill a vacancy shall serve for the unexpired Officer Term.

Section 3. Duties:

Board Chair: Shall preside at all meetings of the Board; call special meetings whenever deemed necessary; serve as an ex-officio member, with voting rights, 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 and list in the position job description.

The Board Chair shall appoint the chair of all Board Committees. The Board Chair together with the Treasurer, and/or Executive Director or such other person specifically authorized by vote of the Board shall sign all deeds, leases, contracts, notes and/or other instruments greater than \$10,000 and/or a 1-year term, 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 Chair or Board. The Vice Chair, as part of Board Succession Planning, may be expected to become Board Chair at the expiration of the Officer term of the then Board Chair, if so put forth by the Governance Committee and confirmed by the Board.

Treasurer: The Treasurer, with the approval of the Board, shall cause to be invested or reinvested funds of MHS in accordance with the law and board policies 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

The Treasurer, in consultation with the Finance Committee, shall forecast the cash flow and present and make comments on the monthly 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 and shall perform such other duties and have such other powers as the Board may designate and list in the position job description. The Treasurer, together with the Board Chair, and/or Executive Director or such other person specifically authorized by vote of the Board shall sign all deeds, leases, contracts, notes and/or other instruments greater than \$10,000 and/or a 1-year term, to be executed on behalf of MHS.

Secretary: Shall act as recording officer of the corporation and perform such other duties commonly incident to this position and as required by the laws of the State of New Hampshire and shall perform

such other duties and powers as the Board may from time to time designate and list in the position job description. The Secretary shall keep accurate records, of the proceedings had at board meetings, which shall be distributed to all Board members prior to the next board meeting and then filed for review by any Director.

In the absence of the Secretary from any meeting of the Board, a Secretary pro tempore shall be chosen who shall record the proceedings thereof.

ARTICLE VI

Board Committees

Section 1. Governance Committee: The Governance 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 establishing criteria and identifying potential Board Directors, recruiting candidates, and nominating new Directors and Officers for Board approval. In addition, this Committee is tasked with ensuring and developing orientation for new Directors, as well as ensuring and guiding ongoing development of and conducting performance assessments of the full Board.

Section 2. Finance Committee: The Finance Committee shall include, the Treasurer, and at least two other individuals with finance experience and knowledge. The Finance Committee, together with the Executive Director, shall prepare an annual budget and seek approval from the Board. It shall also review the budget and income statement monthly to assess actual income and expenditures versus projected income and expenditures. An Investment Sub-Committee shall be established and report to the Finance Committee. The members of the Finance Committee shall follow all related MHS Board Policies

Section 3. Development Committee: The Development Committee will work with the Executive Director and Development Director to oversee MHS' overall development/fundraising efforts. The Committee supports the mission, goals and programs of MHS through the creation and implementation of an effective, results-oriented development plan aimed at advancing MHS. Actions include creation, prioritization, and implementation of the annual Development Plan, stewardship of MHS donors/supporters, and coordination of Board efforts to drive philanthropic fundraising opportunities that contribute to the organization's financial stability.

Section 4. Human Resources Committee

The Human Resources Committee shall provide advice and counsel to the Executive Director and Board regarding matters relating to ED compensation plans, HR policies and procedures and HR compliance with state & federal regulations. The committee may also provide guidance related to personnel matters as requested by the Executive Director. The Committee shall implement the Executive Director Performance Review Process and have such powers and perform such duties as the Board may delegate to it.

Section 5. Facilities Committee

The Facilities Committee is responsible for working directly with the Executive Director to ensure that current facility assets are maintained and/or upgraded as necessary and to provide oversight on new facility projects as may be approved by the board. The Executive Director and Facilities Committee will generate and manage an annual Capital Budget, in accordance with Board policies and procedures, that is presented by the Finance Committee for approval by the Board.

Section 6. 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 7. Committee Chairs shall appoint Committee Members, ensure that minutes are taken for each meeting, and report to the Board of Directors with updates on any committee activity. Such minutes should be provided in writing to the Board Directors in advance of each regularly scheduled meeting. (or verbally in Executive Session by the Executive Committee if more appropriate).

Section 8. The Board Chair shall appoint the chair of the Board Committees. The Chairperson of each committee will approve all members of the specific Committee, including Directors and Community Members, who must sign a Confidentiality Agreement in advance of committee participation. Board Members should provide the Board Chair with any requests relating to Committee assignments. While understanding that their request may not be fulfilled if the Board Chair feels their expertise better meets the organizational needs by service on a different committee. The Board Chair will then discuss the requests with appropriate Committee Chairs.

Section 9. The Board may constitute or establish additional committees, project teams and/or task forces according to the needs of the organization.

Section 10. Ex-Officio, staff and community members on committees: The Executive Director and Board Chair are ex-officio members of Board Committees and have all participatory rights, including voting. MHS employees or Community Members may be invited by the Committee Chair to be a member of a Board Committee. MHS staff or Community Members are not voting members on any business that may be brought to a vote by the committee

Section 11. All Board members must be an active member of at least one committee during their term as a Board Director. Three unexcused absences from committee meetings in a single Board Year shall result in removal from the committee. Excused absences may include sickness, travel, unforeseen personal or work-related issues that were not planned and cannot be rescheduled. In order to be excused, the Committee Member must communicate in advance of the meeting to the Committee Chair. Every attempt should be made to fulfill your commitment to attending Committee Meetings.

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 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) 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) he/she conducted himself in good faith; and in accordance with the Board Conflict of Interest, Code of Conduct, and/or Code of Ethics Policies.

(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.

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 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

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 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

Annual Meetings

Section 1. An Annual Meeting shall be held within 90 days of receipt of the complete audited annual financial results at such time and place as the Board shall determine, for the purpose of sharing committee and organizational reports.

ARTICLE X
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 voting members of a Board Committee or of any special committee shall constitute a quorum.

ARTICLE XI
Voting

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

Section 2. Electronic Voting: Voting may be by electronic means, by exception and as deemed necessary by the Chair with explanation. Electronic mail, with each email being deemed a ballot vote, shall be counted by the Secretary and the votes/ballots/emails shall be recorded in the minutes of the next Board or Committee meeting as the case may be.

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

ARTICLE XII
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

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

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