



**Verde Valley Humane Society, Incorporated**  
**BYLAWS**  
**As Amended and Restated**  
**March 5<sup>th</sup>, 2015**

**ARTICLE I**  
**NAME AND LOCATION**

**Section 1 – Name.**

The name of this organization shall be the "Verde Valley Humane Society", sometimes hereinafter referred to as "the Society" or "the Corporation."

**Section 2 – Location.**

The office and headquarters of this Corporation shall be located in the Verde Valley, City of Cottonwood, Yavapai County, Arizona.

**Section 3 – Principle Office.**

The principal office and headquarters of the Corporation is 1520 West Mingus Avenue, Cottonwood, Arizona, 86326.

**ARTICLE II**  
**MISSION**

VVHS exists to humanely provide for and protect unwanted, lost and abused animals; and to promote animal welfare through its policies and presence in the community.

**ARTICLE III**  
**ORGANIZATION**

**Section 1 – Organization.**

The Corporation is organized exclusively for charitable, religious, and educational and scientific purposes, including for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future tax code.

## **Section 2 - Earnings and Activities.**

No part of the net earnings of the Corporation shall inure to the benefit of or be distributable to its members, trustees, officers, or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes of the Corporation. No substantial part of the activities of the Corporation shall be the carrying on of propaganda or otherwise attempting to influence legislation and the Corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provision in these Bylaws, the Corporation shall not carry on any other activities not permitted to be carried on.

- (a) by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future tax code, or
- (b) by a corporation, contribution to which are deductible under Section 170(c)(2) of the Internal Revenue Code, or corresponding section of any future federal tax code
- (c) an official audit of the financial status of the corporation shall be made by a Certified Public Accountant every year.

## **Section 3 - Nonprofit Corporation.**

The Corporation shall be a non-profit corporation and shall have no stock. No dividends or pecuniary profits shall be declared or paid to the Directors thereof or to any other private individuals, and all of its earnings shall be used to further the purposes of the Corporation, as the same are herein set forth above.

### **ARTICLE IV FISCAL YEAR**

The fiscal year of the Verde Valley Humane Society shall be from August 1 to July 31st.

### **ARTICLE V MEMBERSHIP**

The Corporation shall not have any voting members. Upon designation of criteria for supporting membership by the Board of Directors, the Corporation may have supporting members.

### **ARTICLE VI BOARD OF DIRECTORS**

## **Section 1 – Powers.**

Subject to the provisions and limitation of the law and any other applicable laws, the business and affairs of the corporation shall be managed, and all corporate powers shall be exercised, by or under the direction of the Board of Directors. The Board of Directors may delegate the management of the day-to-day operation of the business of the corporation to a management company, committee (however composed), or any other person, provided that the activities and affairs of the corporation shall be managed and all corporate powers shall be exercised under the ultimate direction of the Board of Directors. No individual Board member shall have any authority to individually direct the staff or day-to-day operations of the corporation unless specifically delegated that authority by the Board Members.

Members of the Board of Directors shall not be related by blood or marriage/domestic partnership to any employee of the Verde Valley Humane Society.

## **Section 2 - Board Members.**

The Board of Directors shall consist of not less than four (4) Directors or more than ten (10) Directors. Each Director shall have one vote on any issue voted upon by the Board. The number of Directors may be increased or decreased by a then majority of the directors at any special or regular meeting at which a quorum is present. A newly created seat on the Board may be filled in the same manner as a vacancy on the board. No decrease in the number of Directors shall have the effect of shortening the term of any office of any incumbent Director. Any board-designated person may act as the official spokesperson for the Corporation.

## **Section 3 - Quorum.**

A majority of the number of Directors fixed by these Bylaws as amended from time to time as provided in Section 2 above shall constitute a quorum for the transaction of business of any meeting of the Board of Directors. The Directors may continue to transact business during a meeting at which a quorum is initially present, notwithstanding the withdrawal of directions, if any action is approved by at least a majority of the required quorum for that meeting.

## **Section 4 - Manner of Acting.**

The act of the majority of the Directors present at a meeting duly held at which a quorum is present shall be the act of the Board of Directors, unless the act of a greater number is required by law, by the Articles of Incorporation or by these Bylaws.

## **Section 5 - Informal Action.**

Any action required by law to be taken at a meeting of Directors, or any action which may be taken at a meeting of Directors, may be taken without a meeting by a consent in writing, setting forth the action so taken, and shall be signed by all of the Directors. Such action by written consent shall have the same force and effect as a unanimous vote of the Board. Such written consent or consents shall be filed with the Minutes of the proceedings of the Board.

#### **Section 6 – Notice.**

Notice of the annual Meeting of the Board of Directors shall be given to the Directors at least five (5) days, but not more than forty (40) days, prior thereto by a writing delivered personally or mailed by the U.S. Mail to each Director, or by fax or by electronic mail. Notice of Special Meetings of the Board of Directors shall be given at least 24 hours, but not more than twenty five (25) days, prior thereto by a writing delivered personally or mailed by U.S. Mail to each Director, or by fax or by electronic mail. If mailed, such notice shall be deemed to be delivered when deposited in the U.S. Mail as so addressed with postage thereon prepaid. If notice is given by fax, such notice shall be deemed to be delivered when the sender receives confirmation of the fax. If notice is given by email, such notice shall be deemed to be delivered when acknowledged by the recipient. Each notice shall declare the time, date and place of the meeting. Unless otherwise required by law, or specified by the Articles of Incorporation or these Bylaws, neither the business to be transacted nor the purpose of any meeting of the board of Directors need be specified on the notice or the waiver of notice of such meeting. The attendance of a Director at a meeting shall constitute a waiver of notice of such meeting, except where a Director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. Notice of any meeting may be waived, in writing, by a Director.

#### **Section 7 - Participation in Meetings by Means of Conference Telephone.**

Members of the Board of Directors of any committee of the Board of Directors, may participate in a meeting of the Board of Directors or of such committee by means of a conference telephone or similar communication device whereby all persons participating in a meeting can hear each other, and participation by such means shall constitute presence in person at such meeting.

#### **Section 8 – Adjournment.**

A majority of the Directors present, whether or not constituting a quorum, may adjourn any meeting to another time and place.

#### **Section 9 - Presumption of Assent.**

A Director of the Corporation who is present at a meeting of the Board of Directors at which action on any corporate matter is taken, shall be presumed to have assented to the action taken unless his or her dissent shall be entered in the Minutes of the meeting, or unless he/she shall file his/her written dissent to such action with the person acting as the Secretary of the meeting before the adjournment of the meeting thereof, or shall forward such dissent by Certified U.S. Mail, Return Receipt Requested, Postage Prepaid, to the Secretary of the Corporation immediately after the adjournment of the meeting. Such right to dissent shall not apply to a Director who voted in favor of such action.

### **Section 10 - Resignation.**

Any member of the Board may resign by giving a verbal or written notice to the board of Directors. Such resignation shall take effect on receipt of the notice, or on a designated date approved by the board. Where a verbal notice is given in lieu of a written notice, the Board shall confirm the resignation in writing to that member giving such notice. The acceptance of a resignation shall not be necessary to make it effective. In the event, for any reason, the President resigns from the President position, the Vice President shall immediately fill that position until the normal end of that term, at which time a standard election will take place.

### **Section 11 – Removals.**

Any board member missing three (3) consecutive Regular Board meetings within any fiscal year of the Corporation may be removed by a majority vote of the Directors then in office at any special or regular meeting at which a quorum is present. The Board may remove any member of the board of directors, at any special or regular meeting by the vote of three-quarters of the Directors then in office. Each member of the board of directors must receive written notice of the proposed removal at least ten (10) days in advance of the proposed action.

### **Section 12 – Vacancies.**

A vacancy of any office of the board of directors, with the exception of President, may be filled by the Board of Directors for the unexpired portion of the term. If a position on the Board of Directors (except President) needs to be filled, the board may elect, by majority vote at any special or regular meeting at which a quorum is present, someone to fill the seat. All potential candidates for board membership must reside within the VVHS Service area. In the event, for any reason, the President vacates the position of President, the Vice-President shall immediately fill the position for the remainder of the term. (See section 10)

### **Section 13 – Compensation.**

The Directors shall be classed as volunteers and shall not receive salaries for their services on the board but they may be reimbursed for reasonable expenses.

**ARTICLE VII  
OFFICERS**

**Section 1 – Officers.**

The Officers (also known as Executive Board of Directors) of the Board of Directors shall be members of the Corporation and include the following: President, Vice-President, Treasurer and Secretary, and other such officers as the Executive Board may deem necessary.

Each member of the Board of Directors shall be a member of the Corporation whose annual membership fees of fifty dollars (\$50) are paid in full. The annual membership fees are due the month prior to the beginning of each fiscal year for standing members or prior to becoming a board member.

**(a) President**

The President shall:

- Preside over the Board Meetings.

**(b) Vice-President**

The Vice-President shall:

- Perform duties of the President when the latter is unable to serve for any reason.

**(c) Secretary**

The Secretary shall:

- Prepare meeting agendas via direction by the President and notify Board members of the date, time and place of all Board Meetings.
- Take and preserve minutes of all meetings of the Board of Directors, Special Meetings and the Annual Meeting.
- Secure the above mentioned documents at the Corporation's place of business and/or appropriate location to be designated by the Board
- Oversee the distribution and counting of responses whenever the directors are polled for any reason.

**(d) Treasurer**

The Treasurer shall:

- Receive and/or dispense corporation funds, subject to limitation stated in these Bylaws
- Verify and provide overall direction, and prepare and submit reports of income, expenditures and balances to the Board of Directors on a monthly basis.
- Give a complete Financial Report at the Annual Meeting
- Prepare the annual budget for the corporation
- Provide for the safekeeping of the accountant's annual reports and tax returns in relation to the Corporation's nonprofit 501(c)(3) status.

### **Section 3 - Additional Officers.**

Officers and assistant officers, in addition to those herein described, who are elected or appointed by the board of Directors, shall perform such duties as assigned to by the President or Board of Directors.

### **Section 4 - Election of Officers.**

The Officers (also known as Executive Board) of the Corporation shall be elected annually by the Board of Directors, prior to the Annual Meeting of the Corporation. New offices may be created, and any vacancies may be filled at any meeting of the Board of Directors. Each officer shall hold office until his/her successor shall have been duly elected and qualified, unless such officer is otherwise removed, or for not more than two (2) consecutive 2-year terms. Each officer shall serve at the pleasure of the board and Officers must be members of the Corporation.

Officers shall serve without salary. Expenses incurred in connection with performance of official duties may be reimbursed to Officers, upon approval of the majority of the Board of Directors.

### **Section 5 - Expenditures Over \$500.**

All checks, drafts, notes, or orders drawn against the accounts or funds of the Corporation in amounts of \$500 or more shall require the majority vote of the Board of Directors at a special or regular meeting, at which a quorum is present, and shall be signed by the Chief Executive Officer, or another Officer authorized by the Boards as having check signing rights.

## **ARTICLE VII COMMITTEES**

### **Section 1 - General Committees.**

Committees shall be established by the Board of Directors as needed. Members of such general committees are to serve until the next Annual Meeting of the Board of Directors or such shorter

time as to achieve the goals of that Committee. General Committee Members shall be members of the Corporation.

## **Section 2 – Standing Committees.**

There are four (4) standing committees: Fundraising, Volunteer, Public Information, and Audit. Each standing committee will have a chair person and a Board of Directors liaison. The committee members and chairs are appointed by the President and must report on activities at regular Board meetings. 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. Each committee may have subcommittees, as determined by the chair.

## **Section 3 – Fundraising Committee.**

The Fundraising Committee supports the mission and overall strategic plan of the Society. The purpose of the fundraising committee to create a plan that will guide the organization in seeking out and securing funding from an array of outside sources. The committee must identify and communicate with potential donors to support the work of the organization.

## **Section 4 – Volunteer Committee.**

The Volunteer Committee supports the Society’s mission and serves the needs of the Society through maintaining a network of individuals with diverse skills and aptitudes, supporting and staffing Society events, organizing volunteer opportunities, and providing service and support to the shelter facilities and animals.

## **Section 5 – Public Information Committee.**

The Public Information Committee actively promotes the Society’s public image in multiple media outlets. Included, but not limited to, are Newspaper, Social Media, Newsletters, Website, Television, and Radio. It is the responsibility of the Public Information Committee to obtain Board President’s approval prior to presenting or publishing any information to the public.

## **Section 6 – Finance Committee.**

The Audit Committee shall have the responsibility of considering, reviewing and making recommendations to the full Board on all matters relative to auditing including but not limited to:

1. initiation of audits
2. audits of the Society and its components



3. solicitation and receipt of advice from individuals who, in the sole judgment of the committee, shall qualify as “financial experts,” as defined by Section 407 of the Sarbanes Oxley Act of 2002, and regulations promulgated by the Securities and Exchange Commission under that section.
4. review and approve the selection of external audit firms and the deployment of auditors pursuant to the Audit Protocols

## **ARTICLE IX MEETINGS**

### **Section 1 - Regular Board Meetings.**

Meetings of the Board of Directors shall be held the twelve (12) times per year unless the Directors are notified otherwise by the Secretary. This change will be effective August 31, 2011.

### **Section 2 - Special Board Meetings.**

Special meetings of the Board of Directors may be called by the President, or by no less than two-thirds (2/3) of the then-current Board of Directors, with a minimum of twenty-four (24) hours' notice.

### **Section 3 - Emergency Meetings.**

In an emergency, the Board of Directors may be polled by telephone or e-mail. The telephone or e-mail poll shall specifically ask for an action of the Board of Directors. The President shall have the power to determine when an emergency action is needed. Resolutions or actions based on telephone or e-mail polling must be verified by the signatures of the majority of the Board members within a reasonable time period. The resolution or description of the action with signatures shall become part of the corporate record of Minutes.

### **Section 4 - Annual Meeting.**

The annual meeting of the corporation shall be held in September at such time and place as specified by the Board of Directors. Comprehensive reports covering the program and policies of, the recently completed fiscal year shall be given by the President and the Executive Director who served during that time period.

### **Section 5 - Meeting Notifications.**

Notifications to the general membership of the time and place of the Annual Meeting shall be made by a press release and/or news release in at least two (2) general local

newspapers in the Verde Valley, not to exceed ten (10) days in advance of the Annual Meeting. Size of the notification will be as per newspaper specifications.

## **ARTICLE X ELECTIONS**

### **Section 1 – Nominations.**

Nominations for a new Board member are to be brought before the board for initial consideration. Should the Board decide to consider the nomination further, the President and one or more other Executive Board members selected by the Board shall interview the nominee. Following that interview and consideration of comments from the interviewers, the board may decide to interview the nominee before the board, vote on the nomination without further review, consider the matter further, defer the matter or take no further action.

### **Section 2 - Terms of Directors.**

Term for each Director shall be two (2) years from the time of election. No Director shall serve in any single Executive Director position more than four (4) successive years or more than six (6) years total in any ten (10) year successive period. No regular Director may serve more than six (6) successive years in total. A period of at least one (1) year shall lapse before eligibility to be elected or appointed to the Board of Directors is restored.

### **Section 3 - Election of Directors.**

The Members of the Board of Directors shall elect the Corporations' Executive Directors/Officers bi-annually. *Newly* elected Directors shall be seated at the first meeting of the Board of Directors following their election to the Board. Each Director shall hold office until his/her successor shall be duly elected and qualified, unless such Director is otherwise removed. Each Director shall serve at the pleasure of the Board.

Absentee ballots may be submitted for election of officers under the following conditions: The need for an absentee ballot has been verified the ballot must be submitted in a sealed envelope to the President no less than two (2) hours before the appointed time on the day of the election.

The President will bring the sealed envelope to the election place and it shall be opened in the presence of the Board of Directors.

**ARTICLE XI  
AMENDMENTS**

**Section 1 - Bylaws Amendments.**

Amendments to the Bylaws may be made by the Board of Directors at any special or regular meeting upon a majority vote of the Board, at a meeting at which a quorum is present.

**Section 2 - Articles of Incorporation.**

Amendments to the Articles of Incorporation shall be made by the Board of Directors at any special or regular meeting upon a vote of three-fourths (3/4) of the Board at a meeting at which a quorum is present. Proposed amendments to the Articles of Incorporation shall be sent by U.S. Mail, or otherwise distributed to all the Directors at least ten (10) working days prior to the date of the meeting. Such amendments shall meet all requirements set forth in Arizona State Law.

**ARTICLE XII  
DISSOLUTION**

This The Corporation shall be dissolved by the Board of Directors at any special or regular board meeting upon a vote of three-fourths (3/4) of the Board at a meeting at which a quorum is present. Upon dissolution, all debts shall be paid and any assets remaining shall go to another legally organized non-profit Humane Society dedicated to the humane treatment of animals, as designated by the Board of Directors, prior to dissolution.

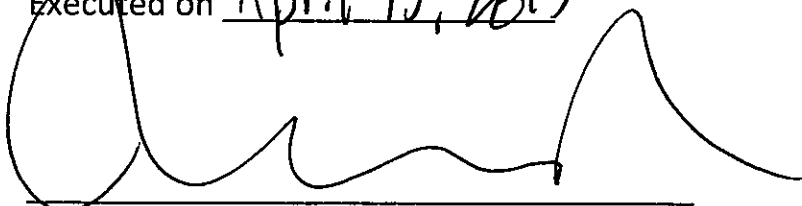
**ARTICLE XIII  
CONSTRUCTION AND DEFINITIONS**

Unless context requires otherwise, the general provisions, rules of construction and definitions of the Arizona Revised Statutes applicable to non-profit corporations shall govern the construction of these Bylaws. Without limiting the generality of the above, the masculine gender includes the feminine and neuter, the singular number includes the plural, the plural number indicates the singular and the term "person" includes both a corporation or other organization and a natural person.

**CERTIFICATE OF THE PRESIDENT**

I, the undersigned, certify that I am the President of the Verde Valley Humane Society, Inc., a nonprofit corporation, and the above bylaws, consisting of 12 pages, are the bylaws of this corporation as adopted by the Board of Directors on March 5<sup>th</sup>, 2015 and that they have not been amended or modified since that date.

Executed on April 15, 2015



Michelle Masters, President  
Verde Valley Humane Society Board of Directors

4/15/15  
Date

State of Arizona            ]  
  ] ss  
County of Yavapai         ]

Subscribed and sworn (affirmed) by MICHELLE MASTERS before me  
on the 15<sup>th</sup> day of APRIL, 2015.

My Commission Expires: 11/29/17

Notary Signature: Lori M Annen

