

**Section 1 – Name.**

**Verde Valley Humane Society, Incorporated  
BYLAWS  
As Amended and Restated  
August 30, 2018**

**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 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. All corporate records are permanently housed at this address and a unanimous vote of the Board of Directors is required for their removal to a different location.

**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.

Verde Valley Humane Society provides compassionate care to unwanted, lost and abused animals and promotes animal protection and welfare.

## **ARTICLE III ORGANIZATION**

### **Section 1 – Organization**

The Corporation is organized exclusively for charitable and educational 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 purposed 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 shall be conducted at intervals determined necessary by the Board of Directors.

### **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 purposed of the Corporation, as the same are herein set forth above. In all actions, the Corporation will act under guidelines established by the Arizona Non Profit Statutes, **Title 10, Arizona Revised Statutes Chapter 24 General Provisions-Nonprofit Corporations.**

#### **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.

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

The Board of Directors of the Verde Valley Humane Society exists to:

- Determine the organization's mission and purpose
- Recruit and hire the Executive Director
- Provide responsible financial oversight and ensure adequate resources to operate
- Ensure legal and ethical integrity and maintain accountability to

stakeholders

- Recruit and orient new board members and assess board performance regularly
- Protect and enhance the organization's public standing and reputation
- Support the Executive Director and assess performance periodically.

### **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 shall delegate the management of the day-to-day operation of the business of the corporation to an Executive Director to manage 1.) the day to day operation of the Corporation's programs and 2.) All paid staff. No individual Board member shall have any authority to individually direct the staff or day-to-day operations of the corporation unless the Corporation has no current Executive Director. Only in that instance shall the Board Chair, or an officer specifically delegated that authority by the Board, act in such a manner.

Members of the Board of Directors shall not be related by blood or marriage, or living in the same household to any employee of the Verde Valley Humane Society.

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

The Board of Directors shall establish criteria for membership that acknowledges the need for specific skills and experiences that meet the needs of the Verde Valley Humane Society. Additionally, Board members shall reflect the diversity of the communities served and agree to a Code of Conduct that reflects positively on the Corporation.

- The Board of Directors shall consist of not less than three (3) Directors or more than eleven (11) 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.
- Only the Executive Director or an officer of the Board of Directors may issue public statements on behalf of 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 quorum vote of the Board.
- Such written consent or consents shall be filed with the Minutes of the

proceedings of the Board. Actions taken in writing may be by conventional paper means or by electronic mail to either the Executive Director or Board Chair.

### **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 delivered by the U.S. Mail, or by fax or by electronic mail to each Director
- 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 electronic mail, 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 and/or Voting by Means of Conference Telephone or Email.**

Members of the Board of Directors or any committee of the Board of

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

### **Section 8 – Adjournment.**

The Board Chair with the consent of a majority of the Directors present, whether or not constituting a quorum, may adjourn any meeting to another time and place. The Board Chair shall adjourn any regular or special meeting of the board upon completion of the provided agenda.

### **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 Board Chair resigns from the Board Chair position, the Vice Chair shall immediately fill that position until the next regularly scheduled Board meeting, 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.
- Any board member missing three (3) consecutive Regular Board meetings shall be removed automatically from the Board. Board members removed under an act of abandonment may seek reinstatement in the following fiscal year.
- The board may remove any member of the board of directors for any reason or no reason, at any special or regular meeting by the vote of a majority plus one of the Directors then in office. Each member of the board of directors must receive written notice by either conventional or electronic mail of the proposed removal at least ten (10) days in advance of the proposed action.
- Any Board Member may be immediately removed from the Board or placed on probation for a period of six months for the following behavior: speaking about Board business to non-Board members, or speaking negatively to non-Board members about other Board members or Board business. If a Board member is reported for such conduct, the Board will determine if probation is appropriate and if so, the six month probation period will commence. If a second violation is reported during the probation period, the person will be automatically removed from the Board.

## **Section 12 – Vacancies.**

A vacancy of any office of the board of directors, with the exception of Board Chair, may be filled by the Board of Directors for the unexpired portion of the term. If a position on the Board of Directors (except Board Chair) 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 until the next scheduled board meeting.

### **Section 13 – Terms of Directors and Officers**

Directors and officers shall be elected annually to two (2) year terms beginning on August 1. Directors may serve up to three (3) consecutive terms. Should a director resign or be removed before the completion of the elected term, that seat may be filled by a majority vote of the Board to fill the unexpired term of the former Director. Directors may be reelected to the Board after a one year hiatus from Board service. The Board may invite the outgoing Chair or Co-Chair to serve an additional seventh (7) year to ensure smooth transition of leadership.

### **Section 14 – 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 who comprise the Executive Board of the Board of Directors of the Corporation shall be: Chair, Vice-Chair, Treasurer and Secretary, and other such officers as the Executive Board may choose to elect. These are voting Directors.

#### **Board Chair**

The Chair shall:

- Preside over the Board Meetings
- Act as Chair of the Executive Committee
- Serve as primary contact between the Board and the Executive Director

### **Vice-Chair of Governance**

The Vice-Chair shall:

- Perform duties of the Chair when the latter is unable to serve for any reason.
- Serve as Chair of the Governance Committee
- Serve as the Sergeant at Arms at the request of the Board Chair

### **Secretary**

The Secretary shall:

- Review meeting agendas via direction by the President and notify Board members of the date, time and place of all Board Meetings prepared in concert with the Executive Director.
- Review and verify the minutes of all meetings of the Board of Directors, Special Meetings and the Annual Meeting prepared by the Executive Director.
- Ensure the security of the above mentioned documents at the Corporation's place of business.
- Oversee the distribution and counting of responses whenever the Directors are polled for any reason.

### **Treasurer**

The Treasurer shall:

- Serve as Chair of the Finance Committee
- Verify and provide overall direction, and review 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
- Review the annual operating budget prepared by the Executive Director and his/her staff.
- Review with the Executive Director the safekeeping of the accountant's annual reports and IRS 990 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 Board Chair or Board of Directors.

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

The Officers of the Corporation shall be elected annually by the Board of Directors, prior to at 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.
- 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 Board Chair no less than two (2) hours before the appointed time on the day of the election. The Board Chair will bring the sealed envelope to the election place and it shall be opened in the presence of the Board of Directors.
- Officers shall serve without salary. Expenses incurred in connection with performance of official duties may be reimbursed to Officers upon the submission of receipts and invoices that have been reviewed and recommended for reimbursement by the Board Treasurer.

## **ARTICLE VIII COMMITTEES**

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

Both standing Committees shall be and ad hoc Committees may 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 Directors and any other eligible member of the community selected by the Board of Directors.

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

The Board of Directors has established three (3) standing committees and may establish others, for the purpose of supporting the work of the Board of Directors, the Executive Director and the programs and staff of Verde Valley Humane Society.

- Each standing committee shall have a Chair person who is on the Board of Directors. Committee members and Chairs are appointed by the Board Chair who is a de facto member of every Board Committee.
- Committee Chairs are responsible for reporting committee meetings and actions at regular Board meetings.
- The Executive Director is an ex officio non-voting member of each committee. The Board Chair may appoint other persons as ex officio members of any committee as deemed appropriate.
- Each committee may have subcommittees, as determined by the Chair.

### **Finance Committee, Chaired by the Board Treasurer**

Committee shall have the responsibility of considering, reviewing and making recommendations to the full Board of Directors on all matters relative to the finances, investments, facilities and auditing including but not limited to: audits of the Corporation and its components 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. Review and approve the selection of external audit firms and the deployment of auditors pursuant to Audit Protocols.

### **Community Relations and Fund Development, Chair to be Named**

Committee supports the mission and overall strategic plan of the organization. The purpose of the CRFD committee is to create a plan that shall guide the

organization in seeking out and securing funding from an array of outside sources. The committee must identify and communicate with potential donors, contractors and stakeholders to support the work of the organization. Additionally, the Committee provides oversight of the relationship that VVHS maintains in the community through media and other public venues.

### **Governance Committee, Chaired by the Vice-Chair**

Committee shall be responsible for the recruitment and vetting of all Directors of the Board of Directors, through consistent activities that bring attention to the value that VVHS brings to the community. Committee shall ensure that all board vacancies are filled with qualified Directors committed to the mission of the organization with skills to support defined needs. Committee shall recommend a slate of Officers and Directors to be approved by the Board of Directors. Committee shall work in concert with the Executive Director to create an updated Board of Directors Manual and arrange for orientation of each Director before taking a seat on the board.

## **ARTICLE IX MEETINGS**

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

Regular meetings of the Board of Directors for the upcoming fiscal year shall be scheduled in July. Regular meetings will be scheduled for no fewer than seven (7) times annually in addition to the annual meeting.

At any regular meeting of the board where organization staff or community visitors are present, the Board Chair may choose to enter into an Executive Session for the discussion of personnel or Director related issues.

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

Special meetings of the Board of Directors may be called by the Board Chair, 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**

The Board Chair shall have the power to determine when an emergency action is needed. In an emergency, the Board of Directors may be polled by telephone or e-mail and specifically asked for an action of the Board of Directors. Resolutions or emergency actions based on telephone or e-mail polling must be verified by the signature of the responding Directors within sixty (60) days of the date of the action. The resolution or description of the action with signature by either the Board Chair or Board Secretary 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 Board Chair, each standing Committee Chair and the Executive Director who served during that time period.

## **ARTICLE X ELECTIONS**

### **Section 1 – Nominations**

Nominations for a new Director are to be brought before the board for consideration by recommendation from the Chair of the Governance Committee after having been vetted by that Committee. All potential nominees shall have a meeting with the Board Chair and one or more other Board members selected by the Board shall interview the nominee prior to their name being placed in nomination. Following that interview and consideration of comments from the interviewers, the board shall vote on the nomination without further review. The Board Chair is responsible for communicating the

action of the board in writing to the nominee and arrange for orientation if elected.

## **Section 2 - Election of Directors**

The Board of Directors shall elect the Corporation's-Directors 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 been duly elected and qualified, unless such Director is otherwise removed.

## **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 Directors currently serving on the Board of Directors. Proposed amendments to the Articles of Incorporation shall be sent by U.S. Mail, or otherwise distributed to all 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**

The Corporation may be dissolved by the Board of Directors at any special or regular board meeting upon a vote of three-fourths (3/4) of the Directors currently serving on the Board of Directors. 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 BOARD CHAIR**

I, the undersigned, certify that I am the Board Chair of the Verde Valley Humane Society, Inc., a nonprofit 501 (c)(3)corporation, and the above bylaws, consisting of \_\_\_\_\_pages, are the bylaws of this corporation as adopted by the Board of Directors on\_\_\_\_\_, 2017 and that they have not been amended or modified since that date.

Executed on

\_\_\_\_\_

Date

\_\_\_\_\_  
Victoria Bresnan, Chair  
Verde Valley Humane Society Board of Directors

State of Arizona ]  
County of Yavapai ]

Subscribed and sworn (affirmed) by \_\_\_\_\_ before  
me  
on the \_\_\_\_\_ day of \_\_\_\_\_, 2017.

My Commission Expires: \_\_\_\_\_

Notary Signature: \_\_\_\_\_