

**BYLAWS OF THE  
GASTINEAU HUMANE SOCIETY**  
as amended and approved  
April 2017

Article 1. NAME.

Sec. 1. The name of this organization shall be the Gastineau Humane Society, Inc. (GHS).

Article 2. PURPOSE.

Sec. 1. The purpose of the GHS shall be, through education and prevention, to eliminate cruelty and suffering to animals by promoting compassion and kindness toward domestic and companion animals.

Sec. 2. Corporation Property. The membership lists, name, or assets, both real and financial, of this corporation shall not be used for any purpose other than this corporation's business. Exceptions to this nondisclosure policy of the membership list shall be granted only through explicit consent by vote of the Board of Directors.

Article 3. MEMBERS.

Sec. 1. The members of this corporation are all persons who subscribe to the goals and purposes of this organization and whose dues are currently paid.

Sec. 2. Any person shall be eligible to become a member of the corporation.

Sec. 3. Membership categories and fee for each membership category shall be determined by a vote of the Board of Directors.

Sec 4. Any person who has been a member for 30 days and whose dues are current is eligible to vote.

Article 4. ANNUAL AND SPECIAL MEMBERSHIP MEETINGS.

Sec. 1. Annual Meeting. The annual meeting of the corporation shall be held in January each year or as soon after as practical thereafter as determined by the Board of Directors. Notice of the annual meeting shall be published in a local newspaper of general circulation at least seven days prior to the meeting.

Sec. 2. Purpose of the Annual Meeting. The purpose of the annual meeting shall be to:

- A) hear reports from each officer, Board members, and the executive director on action taken during the past year, and
- B) conduct other business as necessary.

Sec. 3. The Board of Directors shall recommend to the corporation any proposal(s) to be brought before the membership. The corporation shall then decide such proposal(s) in due course.

Sec. 4. Action by Members of the Corporation. The act of a majority of the members: 1) present at the annual or special meeting, and 2) who return emailed ballots shall be the act of the corporation, except as otherwise provided in these bylaws or by Alaska nonprofit corporation law. The right to vote is not transferable; however, any member unable to attend may vote by email on a vote initiated by email.

Sec. 5. Special Membership Meetings. The president shall call a special meeting of the membership upon a written request of fifteen members, or ten percent of the membership, whichever is greater, no later than 30 days after receipt of such request. The purpose of the meeting shall be stated in the written request. At least fifteen days notice of the meeting shall be given to the members of the corporation. No business other than that for which the special meeting is called shall be transacted. Seven days notice of a special membership meeting shall be given in the local newspaper of general circulation.

#### Article 5. BOARD OF DIRECTORS.

Sec. 1. Number of Directors. The Board of Directors (hereinafter the “Board”) of the GHS shall consist of nine members.

Sec 2. Duties in General. The Board members shall perform the duties prescribed by these bylaws or by the corporation.

Sec 3. Board members must be members of the corporation.

Sec. 4. Election of Board of Directors. Board members shall be elected by vote of the Board of Directors at the Annual Meeting if a quorum of the Board is present. If a quorum is not present, the election shall occur at the next regular monthly meeting or at a special meeting, at the discretion of the president.

Sec. 5. Vacancies on the Board of Directors. The Board shall fill Board vacancies within its membership as soon as practical. The newly elected Board member will complete the term of the resigning Board member he/she is replacing.

Sec. 6. A spouse, relative, business partner, household member, employee or employer of a Board member, prior Executive Director, or a GHS staff person, may not be a member of the Board.

Sec. 7. Terms of Office. All Board members are elected for a term of three years. Terms shall be staggered to allow for three members to be elected each year not including filling unexpired terms.

Sec. 8 Removal of Board Members. A Board member may be removed by the Board upon a two-thirds (2/3) vote of the Board whenever, in the Board's judgment, the best interests of the Corporation would be served by doing so. Any Board member with three consecutive unexcused absences from regular monthly meetings in a term year may be considered for removal by the Board.

Sec. 9. Action by Board Members. The act of a majority of the Board members present at a meeting or participating electronically at which a quorum is present shall be the act of the Board of Directors, except as otherwise provided elsewhere in these Bylaws or by Alaska nonprofit corporation law.

Sec. 10. Quorum of the Board.

(A) A quorum of the Board shall consist of a majority of members currently on the Board.

(B) In the event a quorum is not present at the monthly Board meeting, the president may call another meeting and must notify all Board members.

Sec. 11. Proxy Voting. Board members who have an excused absence from a meeting may transfer their voting rights to another Board member for the purposes of one meeting only by providing written notice of the proxy to the president prior to the meeting for which the proxy is requested. The notice must state the specific actions for which the proxy is requested.

Sec. 12. Telephone, Electronic, and Mailed Voting: Any Board member can solicit a telephone, email, or mail vote on any issue in accordance with a written policy on the procedure adopted by a two-thirds vote (2/3) of the Board.

## Article 6. BOARD MEETINGS.

Sec. 1. Regular monthly meetings.

(A) The Board shall hold a public meeting on a regular monthly basis.

(B) The agenda of the regular monthly meeting shall include opportunity for public comment.

Sec. 2. Open meetings.

- (A) All meetings of the Board of directors shall be open to the public. However all or a portion of a meeting may be closed to go into executive session to discuss matters of personnel, payroll, contracts, pending litigation, or other matters the immediate knowledge of which could have a negative impact on the finances of the corporation. The subject of such executive session shall be stated prior to the session and shall be limited to the stated matters.
- (B) Nothing in these bylaws shall prohibit members of the Board, singly or together, from discussing issues of the GHS, but no action may be taken except at a properly called meeting or through an email initiated action that is approved by the Board.

Sec. 3. Special meetings of the Board.

- (A) Special meetings of the Board may be called by the president or at the written request of five members of the Board, within ten days of receipt by the president of such a request. No business other than that for which a special meeting is called shall be transacted.
- (B) Notice of all special meetings of the Board shall be published in a local newspaper of general circulation at least seven days prior to the meeting; except that this requirement may be waived for emergency meetings.

Sec. 4. Parliamentary Authority. The rules contained in the current edition of Roberts Rules of Order shall be the parliamentary authority for conducting meetings and corporate business.

Article 7. BOARD DUTIES.

Sec. 1. The Board shall carry out all lawful orders and instructions of the corporation.

Sec. 2. The Board shall have general supervision of the affairs of the corporation between the corporation's membership meetings.

Sec. 3. Conflict of interest.

- (A) Definition: A conflict of interest shall be declared in writing by any Board member who may profit from goods or services offered to the GHS, by themselves, spouse, relative, business partner, household member, employee or employer of a Board member.
- (B) The written disclosure must be entered into the minutes and made known to Board members and the executive director.
- (C) If a conflict of interest exists, the description and cost of any purchase of goods or services by the GHS or executive director also must be entered in the minutes.

Sec. 4. Policy Setting. The Board shall be responsible for setting policies on issues that affect the organization. These include policies which are dictated by law and those which are requested by the executive director .

Sec. 5. Contracts. All contracts entered into on behalf of this corporation must be authorized by the Board of Directors or the person or persons on whom such power may be conferred by the Board from time to time.

Sec. 6. Board Appointments. The Board may appoint committees, special boards, advisors, and make other appointments as deemed in the best interest of the corporation.

Sec. 7. Current Membership. All Board members shall maintain current membership in the corporation.

Article 8. BOARD OF DIRECTORS OFFICERS

Sec. 1. Duties of Officers. The officers of this corporation and their duties are:

(A) PRESIDENT.

The president shall preside at all meetings of the GHS Board and shall be an ex officio member of all committees.

(B) VICE PRESIDENT.

The vice president shall assume and perform the duties of the president in the absence or disability of the president. In the event of the resignation, incapacity or death of the president, the vice-president shall be president for the remainder of the term.

(C) SECRETARY.

The secretary shall keep a written record of the minutes of all meetings of the corporation and Board. When so required, that person shall call roll of officers and members, notify officers and committees of their election and appointment, and assist the president in the preparation of the order of business.

(D) TREASURER.

(1) The treasurer shall propose long term financial goals and serve as chairperson of the Finance/Budget committee.

(2) The treasurer is responsible for reviewing and presenting financial reports provided by the executive director at regular monthly meetings, a financial statement published for the annual meeting, and an end-of-the-year financial statement suitable for local, state, and federal reporting purposes.

Sec. 2. Election of Officers. Officers shall be elected annually by the Board from their own members by simple majority vote.

Article 9. CORPORATION ACCOUNTS.

Sec. 1. Fiscal Year. The GHS fiscal year will be from July 1 through June 30.

Sec. 2. Fiscal Policy. The executive director will present fiscal policies to the Board for adoption that implement reasonable security for all corporation accounts.

Article 10. EXECUTIVE DIRECTOR.

Sec. 1. The Board shall hire an executive director and may enter into a contract with the executive director to carry out the day-to-day operations of the corporation and other duties assigned by the Board.

Sec. 2. The Board shall provide the executive director with a written job description defining the responsibilities and authority of the position. This job description shall be used by the Board to conduct an annual performance evaluation of the executive director.

Sec. 3. In the event of the absence, resignation, or disability of the executive director, the Board shall appoint a person to temporarily fulfill the duties of the executive director.

Article 11. DISSOLUTION.

Sec. 1. This corporation may be dissolved by a two-thirds (2/3) vote of the membership. All outstanding debts will be paid and remaining assets shall be given to an animal protective organization as shall be designated by the membership.

Article 12. AMENDMENTS TO BYLAWS.

Sec. 1. Amendments. Amendments to these bylaws may be adopted by the Board of Directors upon a two-thirds (2/3) vote of the Board members then in office, provided that the Board may not amend the bylaws if the amendment would materially and adversely affect the voting rights of members of the corporation. Such amendments shall only be adopted by a two-thirds (2/3) vote of the members voting either in person or by a mail ballot.

CERTIFICATE OF SECRETARY

I, the undersigned, certify that I am presently the duly elected and acting Secretary of the Gastineau Humane Society, an Alaska nonprofit corporation, and that the above bylaws are the bylaws of this corporation as adopted by a two-thirds (2/3) vote of the members of the corporation voting either in person or by a mail ballot in September 2009.

Date: April 15, 2017

Signed:

