

BYLAWS OF THE HUMANE SOCIETY OF PENSACOLA, FLORIDA, INC.

ARTICLE 1.0

SOCIETY

1.1 Name

The name of this organization is the Humane Society of Pensacola, Florida, Inc., dba Pensacola Humane Society. **(Hereafter “Society”)**

1.2 Location

The principal facility of the Society shall be at the Lt. William Morgan Davidson Pet Adoption Center located at 5 North Q Street., Pensacola, Florida 32505, or at such other address as may be approved from time to time by the Board of Directors.

ARTICLE 2.0

MISSION AND PURPOSES

2.1 Mission Statement

The Pensacola Humane Society is committed to improving the lives of companion animals in our community through advocacy, adoption, education and sanctuary.

2.2 Purposes

1) The purposes of the Society shall be:

- a. Care for homeless, sick, relinquished and unwanted dogs and cats at the Society’s facility.
 - i. Such care will include shelter, health care and an aggressive adoption program for these animals once they are able to be adopted – both at the adoption center and through community venues.
- b. Maintain a sheltering facility for the aforementioned dogs and cats which reflects current acceptable standards. This includes specific and separate quarantine and clinic areas, as well as separate areas for adults vs. puppies or kittens. All kennel and cage areas shall be designed to lessen stress and enhance the shelter experience. Specific areas for potential adopters to individually interact with a specific dog or cat will also be maintained.
- c. Increase public awareness of responsible pet guardianship and ownership, as well as animal rights issues. Activities to include school presentations, civic group presentations, visiting pet programs, humane education workshops, publications, newsletters, mailings and press releases. Cooperate with other community groups towards this end.
- d. Be a leading agency for Low Cost Sterilization of dogs and cats in the community. This includes funding a self-directed program, as well as having an active role in community grant programs, clinics, etc.

2.3 “NO KILL Policy”

- 1) The Society has a NO KILL policy except under the following circumstances:
 - a. To relieve the pain and suffering of critically ill or injured animals while under the care of the Society.
 - b. To euthanize vicious or socially unacceptable animals that create a danger to Society personnel, to the general public, or to other shelter animals.
- 2) Terminal Situations – When the society Executive Director and/or Assistant Director believe an animal falls in either category 2.3 (1) (a) or (b), then the following guidelines will be used to determine TERMINAL SITUATIONS for the animals:
 - a. Critically ill or injured animals that are determined by two (2) veterinarians to be experiencing pain and suffering and are beyond reasonable medical care. A positive test for Feline Leukemia shall be considered a terminal situation for cats under the care of the Society. A positive test will be verified by a second blood draw and second positive test, and one (1) veterinarian must validate this diagnosis.
 - b. Vicious or socially unacceptable animals that are determined by one (1) recognized licensed trainer and one (1) veterinarian to be incapable of rehabilitation. In the event these two (2) individuals disagree, a second licensed trainer’s opinion will determine the state of the animal. In the event a licensed trainer(s) is not available to evaluate the animal, a second (to replace the first trainer) and third (to replace the second trainer) veterinarian may be substituted.

No animal shall be euthanized unless and until the requirements of (a) or (b) are met.

ARTICLE 3.0

MEMBERSHIP

3.1 Membership

The Society is nondiscriminatory as to race, age, sex, religion, national origin, sexual orientation, disability or veteran status. Membership in the Society requires the payment of annual dues as set forth in the Society Giving Policy.

3.2 Dues

The Board of Directors shall set Society membership categories and associated annual dollar amounts.

3.3 Term

Annual membership will be based on the fiscal year, October through September.

3.4 Active Membership Privileges

Active member privileges are listed in the Giving Policy.

In general, Active members may be asked to serve on committees, attend Board of Directors’ meetings and address the Board of Directors by providing previous notice of such intent.

3.5 Annual Meeting

The annual meeting of the membership shall be held in the fall, at the time and place designated by the Board. Members shall be notified via Society website and social media.

ARTICLE 4.0

BOARD OF DIRECTORS

4.1 Powers and Responsibilities

4.1.1 General Powers and Responsibilities

The Board of Directors shall:

- 1) Determine the general, operational and financial policies of the Society;
- 2) Be responsible for sound Governance of the Society;
- 3) Have the power to carry out any other functions that are permitted by these bylaws and/or the articles of incorporation.
- 4) Establish, maintain and review on a periodic basis a Strategic Plan.
- 5) Track and report their volunteer hours weekly.
- 6) **Note:** During Board meetings, the Board may elect to go into limited private session from time to time to handle such matters that should be kept confidential due to legal requirements or prudence, including, but not limited to, sensitive employee issues and legal matters.

4.1.2 Delegation of Powers

The Board of Directors may delegate any power or duty of any officer or director to any other officer or director; or Society member or Committee; however, no officer or director shall execute, acknowledge or verify any legal or financial instrument in more than one capacity.

4.1.3 Vacancies

The Board of Directors:

- a. Shall fill vacancies created by removal, resignation, or death within its own body by a majority vote by all of the remaining directors as soon as possible. The members so elected will serve until the expiration of the designated term filled.
- b. May appoint advisory and/or ex-officio non-voting director(s) as deemed necessary.

4.2 Board of Directors Meetings

4.2.1 Regular Board of Directors Meetings

- 1) Number – The Board shall hold regular meetings not less than four (4) times a year.
- 2) Meeting Location - The Board may from time to time change the location of the meeting place. The change must be acceptable to a majority of the Board Members.
- 3) Notification of Meeting Location Change – In the event that Board meeting location changes, the location of the Board Meetings and Annual Membership Meetings shall be communicated via email to Board Members and in addition, changes to the Annual Membership Meeting location shall be posted at least two weeks in advance on the Society website.
- 4) Meeting Quorum – At regularly scheduled meetings, a majority of sitting Board members will constitute a quorum.

4.2.2 Special Meetings

The President, or in his/her absence, the Vice President may call special meetings when at least three (3) days' notice and a statement of the purpose of the meeting is provided to the other directors or when five (5) directors request such a meeting.

4.2.3 Parliamentary Authority

Board meetings shall be conducted according to the rules of parliamentary practice contained in the most current edition of *Robert's Rules of Order*.

4.3 Composition, Qualification and Resignation

4.3.1 Composition

- 1) Full Membership - The Board of Directors shall be composed of no fewer than seven (7) individuals and no more than twenty (20) individuals-
- 2) Less Than Full Membership – In the event that the Board of Directors membership is composed of fewer than seven (7) the remaining sitting directors shall:
 - a. Make a diligent effort to fill the vacancies in an expedient manner.
 - b. Provide notification of the vacancies to the general membership through the Society's website, social media and/or newsletter.
 - c. Have authority to function as a full Board until vacancies are filled.

4.3.2 Terms

- 1) Board members and officers serve one year terms and may be reelected at the annual meeting. Members may be added or deleted at any regular board meeting in accordance with bylaws.
- 2) The Board President may serve only two years consecutively unless an extension is approved by a majority of the Board of Directors.

4.3.3 Qualifications

Employees or employees' relatives or anyone living under the same roof as an employee shall be ineligible to serve on the Board of Directors.

All members of the Board of Directors are expected to fulfill the mission of the Society through committee involvement and/or other ongoing activities in addition to attendance at the Board meetings.

4.3.4 Resignation and/or Removal

- 1) Any director may resign at any time by sending a written notice of such resignation to the President of the Board. The resignation will become effective when delivered to the Society unless the notice or the Board of Directors specifies a later date.
- 2) At any time the Board of Directors shall have full discretionary power to expel any member whom the Board deems contrary to the best interest of the Society.

4.4 Annual Meeting

The Annual Meeting shall be held on the fourth Thursday of September each year, or such other date as may be determined by the majority of the Board of Directors. The following business shall be conducted at the annual meeting:

- 1) Election of officers to include: President, Vice President, Secretary and Treasurer, whose resumes will be made available to the Board of Directors and Society members upon request.
- 2) Presentation by the Treasurer.
- 3) Any other business which should be brought before the Society membership.
- 4) Reelection of regular board members as indicated in 4.3.2 above. Members not reelected will be thanked for their service as a matter of record.
- 5) Election of any new proposed members.

4.5 Conflict of Interest

- 1) All members, directors, employees, and officers of the Society must promptly inform the Board of Directors of any existing or potential business transactions between themselves or relatives as defined below and the Society. This includes any entity in which they or their relatives have any legal, equitable, or fiduciary interest or position including, without limitation, as a director, officer, shareholder, employee, partner, beneficiary, or trustee.
- 2) Such business transactions must be approved through a resolution by the Board of Directors. The director or officer involved may not participate in deliberations nor vote on the decision to enter into such transaction.
- 3) "Relatives" means spouse, mother, father, stepmother, stepfather, grandparent, child, grandchild, sister, stepsister, brother, stepbrother, or any household member regardless of relationship, actually living under the same roof with an employee, director, or officer.
- 4) All Directors are required to execute the society's Conflict of Interest Certification with their application to the board and prior to being voted in as a member.

ARTICLE 5.0

OFFICERS

5.1. Positions

The officers of the Board, who are also directors on the Board of Directors, shall consist of the following positions:

- 1) President
- 2) Vice President
- 3) Secretary
- 4) Treasurer

5.2 Duties of Officers

5.2.1. President

The President shall:

- 1) Preside at meetings of the Board of Directors and Annual meetings;
- 2) Be a member ex-officio of all committees except the nominating committee;
- 3) Perform all other duties usually pertaining to the office of the President ;
- 4) Serve as chairperson on the Executive Committee;
- 5) Appoint a chairperson for each committee, except the nominating committee, whose chairperson shall be appointed by the Board of Directors.

5.2.2. Vice President

The Vice President shall:

- 1) Preside at the meetings of the Society and Board of Directors in the absence of the President;
- 2) Perform such other duties as ordinarily pertain to this office;
- 3) Perform such other duties as may be directed by the President or the Board of Directors.

5.2.3. Treasurer

The treasurer shall:

- 1) Ensure all operating funds and securities of the Society meet guidelines;
- 2) Ensure records of the operating accounts of the Society are maintained;
- 3) Ensure a written treasurer report thereon at each regular meeting of the Board of Directors;
- 4) Assist in the preparation of the Society's annual budget;
- 5) Present a report at the annual membership meeting;
- 6) Provide special reports when requested;
- 7) Perform such other duties as may be directed by the President or the Board.

5.2.4. Secretary

The secretary shall:

- 1) Prepare/Record the Agenda and minutes of the Board meetings, Annual Meetings and Executive Committee meetings;
- 2) Provide copies of the minutes to the members of the Board of Directors within one week following each board meeting and file digital copies of all minutes on a designated internet portal of the Society for inclusion in the corporate book;
- 3) Sign official documents as secretary of the Society;
- 4) Perform such other duties as may be directed by the President or the Board of Directors.
- 5) **Note:** Requests for agenda topics will go out to regular board members one week prior to the upcoming board meeting. All the board members will be given a few days to respond/submit Agenda Items. The Final Draft Agenda for each meeting will then be coordinated in advance with the Executive Committee and Executive Director. Once final, the Agenda will be sent via email the day prior to the Board meeting.

ARTICLE 6.0

COMMITTEES

6.1 Creation and Authority

- 1) The Board may designate any committee(s), task force or advisory council to carry out the work of the Society. The President shall be a member ex-officio of all committees except the nominating committee.
- 2) The committee chairperson will select committee members, which may include members and non-members.
- 3) The Board shall set the scope and activity of any committee in the Society.

6.2 Executive Committee

- 1) Composition
 - a. The Executive Committee shall be comprised of all officers of the Board of Directors and the Executive Director.
- 2) Duties and Responsibilities
 - a. The Executive Committee SHALL have authority to:
 - i. Meet, as needed, between the meetings of the Board of Directors;
 - ii. Exercise routine powers of the Board, subject to ratification at the next meeting of the Board.
 - b. The Executive committee SHALL NOT have the authority to
 - i. Amend, alter or repeal the bylaws;
 - ii. Elect, appoint or remove any director or officer of the Society;
 - iii. Amend the articles of incorporation;
 - iv. Adopt a plan of merger or adopt a plan of consolidation with another organization;
 - v. Authorize the sale, lease, exchange or mortgage of all or part of the property and assets of the Society;
 - vi. Authorize the involuntary dissolution of the Society or revoke the proceedings;
 - vii. Adopt a plan for the distribution of the assets of the Society;
 - viii. Amend, alter or repeal any action of the Board of Directors.
 - c. The Executive Committee shall keep a written record of all its transactions and as needed or upon request by any Board member report them to the Board of Directors at regular meetings.
- 3) Quorum
 - a. A majority of the Executive Committee shall comprise a quorum.
- 4) Meetings
 - a. The Executive Committee shall meet upon the call of the President or upon the request of any three (3) members of the Executive Committee.

6.3 Committees, Task Forces and Advisory Councils

The Board, pursuant to section 6.1(1), may establish ad-hoc or standing committees, task forces and advisory councils as necessary and appropriate to carry out the work of the Society.

ARTICLE 7.0

CORPORATE POWERS

- 1) All corporate powers (business and affairs) shall be exercised by the Board of Directors.
- 2) The Board reserves the right to change the bylaws.
- 3) No Board member shall be compensated for his/her service on the Board.

7.1 Procedure

The full Board of Directors has the authority to alter, amend, or repeal the bylaws by majority vote of the Board at any regular board meeting.

ARTICLE 8.0

8.1 Executive Director

The Executive Director will work under the direction of the Board. Other paid personnel will work under the direction and supervision of the Executive Director. All personnel will fulfill the job descriptions provided for the approved positions.

ARTICLE 9.0

FISCAL YEAR

9.1 Time Period

The fiscal year of the Society shall begin on October 1 and end on September 30.

REVISED: August 1999
REVISED: January 2001
REVISED: April 2001
REVISED: April 2006
REVISED: April 2007
REVISED: April 2008
REVISED: April 2010
REVISED: February 2014
REVISED: August 2018
REVISED: July 2022

Signed

Eloise D. Lautier

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PHS Board Secretary