

**CARING HANDS HUMANE SOCIETY
BYLAWS**

**ARTICLE I
Purposes and Policy**

Section 1. The purpose of the Society is the prevention of cruelty to animals, the relief of suffering among animals, and the extension of humane education.

Section 2. It is the policy of the Society to provide humane care and treatment for all animals needing protection in the area served by the Society; to seek to return lost animals to their owners; to seek suitable homes for animals without owners; to provide euthanasia when necessary.

**ARTICLE II
Headquarters**

The principal office and headquarters of the Society shall be in Newton, Harvey County, Kansas.

**ARTICLE III
Seal**

The Board of Directors may prescribe the design for a corporate seal. The seal may be used by causing it, or a facsimile thereof, to be impressed or affixed or reproduced otherwise.

**ARTICLE IV
Members**

Section 1. The minimum annual dues to become an Active Member will reflect the current membership fee determined by the Board of Directors of the Caring Hands Humane Society.

Section 2. Any person interested in the objectives and purposes for which the Society has been incorporated, and expressing a desire to support the Society's program in furtherance thereof, may become a member of the Society.

Section 3. All Active Members, 18 years of age or older, shall be entitled to cast one vote at any meeting of the Society, or in any referendum. Refer to Article V, Section 7 regarding guidelines for meetings of the Board of Directors. For the purposes of this section, a person shall be deemed to have become a member on the date the application is received by any Officer or Director of the Society, and upon payment of dues.

Section 4. The annual meeting of this Society for the election of Directors and the transaction of any other business shall be held on the second Tuesday in February. Notice of the meeting shall be conveyed through the official publication of the Society at least 10 days in advance of the date set for the meeting.

Section 5. The Secretary shall call a special meeting at any time when so directed by the President or by a majority of the Board of Directors. Notice of the meeting shall be conveyed through the official publication of the Society at least 10 days in advance of the date set for the meeting.

Section 6. At each annual meeting, the members shall elect a Nominating Committee of at least 3 members to serve for the ensuing year. At least 30 days before the next annual meeting, the Nominating Committee shall nominate a number of candidates for membership on the Board of Directors not less than the number to be elected at the ensuing annual meeting. The committee shall notify the Secretary of the nominations, and the Secretary shall, at least 20 days before the annual meeting, notify the members of the nominations through the official publication of the Society. Active Members may also nominate 1 or more candidates for membership on the Board by written petition filed with the Secretary at least 15 days before the annual meeting and the Secretary shall at least 10 days before the annual meeting give notice of these nominations in the same manner as is prescribed for nominations by the Nominating Committee.

ARTICLE V Directors

Section 1. The Board shall have control of and be responsible for the management of the affairs and property of this Society; shall have power to fill vacancies on the Board or in offices for the unexpired portion of any term either upon or without recommendation from the Nominating Committee; shall have full discretion in the termination of memberships; shall appoint and have the power to remove all officers and salaried employees with or without cause and prescribe their duties non inconstant with the provisions of these Bylaws, and generally shall have full power to do so, or require to be done, everything deemed necessary to expedient for the promotion of the Society's welfare.

Section 2. Only active members are eligible for election of Directors. Membership will be made open to the general public however, a husband and wife may not serve on the Board of Directors at the same time.

Section 3. The members of the Board of Directors shall be elected at annual meetings by the active members of the Society and shall be for terms of 3 years each. The Board of Directors shall be composed of at least 5 members but no more than 11. The Board of Directors shall have the discretion to increase to more than 5 as it deems necessary.

Section 4. The meeting of the Directors shall be held within 14 days following the Annual Meeting at which meeting Officers of the Society shall be elected.

Section 5. The Board of Directors will meet at least once each month. After 3 absences between Annual Meetings, the Board President will notify the member in writing that their retention on the Board will be on the Agenda at the next Board meeting.

Section 6. A majority of the Directors then in office shall constitute a quorum for the transaction of any business.

Section 7. Except as otherwise prescribed in these Bylaws, decisions at any meeting of the Board of Directors, or other committees, shall be by majority vote of those present and voting. Each Director shall have 1 vote and no voting by proxy shall be permitted.

Section 8. The Board of Directors shall have the power to appoint such committees as it may deem desirable. These committees shall consist of as many persons as the Board of Directors deems necessary and shall be chaired by any member of the committee. Standing rules and procedures for all committee actions shall conform to such rules and procedures.

Section 9. Directors and members of committees shall be classed as volunteers and shall not receive any salaries or fees for their services, but may be reimbursed for any expenses incurred in fulfilling their duties upon approval of such expenditures by the Board of Directors.

ARTICLE VI Officers

Section 1. At any meeting of the Board of Directors called for the purpose of election of officers, the Board of Directors shall elect a President, a Vice President, a Secretary and a Treasurer. It may choose such other officers as the business of the Society may require. All of the officers shall hold office at the pleasure of the Board of Directors, but in no case beyond the time when their respective successors shall be elected and shall qualify.

Section 2. The President shall be the chief executive officer of this Society; shall preside at all meetings of the Board of Directors and of the Society; shall be a member, ex-officio, of all other committees except the nominating committee and shall have the authority to sign such papers as may be required in the sale of securities or other assets of estates or trusts in which the Society has an interest upon the approval of the Board of Directors. The President shall make an annual report of the Society's activities at the annual meeting.

Section 3. The Vice President shall, in the absence or disability of the President, perform the duties of the President and act in the President's stead.

Section 4. The Secretary shall give due notice of the time and place of all meetings, preserve the record of the proceedings of the Society, the Board of Directors, and perform such other duties as usually expected of such officer. The Secretary shall have the custody of the corporate seal, bylaws, records and general archives of the Society, except as they may be expressly placed in charge of others by the order of the Board.

Section 5. The Treasurer shall receive and deposit in a bank designated by the Board, all monies and securities; shall disburse funds in accordance with a budget approved by the Board of Directors; shall submit to the Board a monthly written statement of the income and expenditures of the Society for the preceding month; and shall submit to the Board and to the annual meeting of the Society an annual report and audited statement from an independent accountant selected by the Board, of the income and expenditures of the Society for the preceding year, and of liabilities and assets.

ARTICLE VII Miscellaneous

All meetings of members of the Society, the Board of Directors, and Committees shall be conducted pursuant to Roberts Rules of Order as set forth in the last published revision thereof.

ARTICLE VIII Amendments

These Bylaws may be amended by the Members at any meeting provided that a proposal to amend shall be submitted in writing to the Secretary at least 20 days prior to the meeting. Notification will be sent out by the Secretary to all active members stating a vote will be taken proposing a change in the Bylaws. Notification will be sent out 10 days prior to the vote.