

CACHE HUMANE SOCIETY

BYLAWS

Amended Spring 2007

ARTICLE I

NAME

Section 1.1

The name of this membership corporation shall be "The Cache Humane Society," hereinafter referred to as "the Society."

ARTICLE II

NON-PROFIT CORPORATION

Section 2.1

The Society is a Utah Non-profit Corporation organized exclusively for charitable purposes within the 501(c)(3) of the Internal Revenue Code and operated to engage in any lawful act or activity for which non-profit corporations may be organized pursuant to Utah Code Title 16 Chapter 6 Article 2 Section 21

ARTICLE III

INTENTION TO ACT

Section 3.1

Available funds shall be used for the immediate relief of animal suffering, the promotion of humane treatment, the construction and maintenance of a valley-wide animal shelter, and education of the public to the extent of pertinent law.

ARTICLE IV

HEADQUARTERS

Section 4.1

The principal office and headquarters of this Society shall be located in Cache County, Utah.

ARTICLE V

MEMBERS

Section 5.1 Society membership is available to any interested citizen wishing to support and further the goals and programs of the Society. Any donation by an individual to the Society will qualify as an invitation to join. A Certificate of Membership shall be offered as acknowledgement. All active members of the Society shall be listed in the Society's register.

Section 5.2

Honorary members may be elected at the will of the Board of Trustees, to serve specific functions or to support various activities as requested by the Board of Trustees.

Section 5.3

Newly elected Honorary members must agree to abide by the Board of Trustees' vision, mission and core values.

Section 5. 4

Membership is not permanent and requires active participation in the work of the Board of Trustees. Revocation of membership is judged by the Board of Trustees and will follow the best interest of the Board.

Section 5. 5

No membership, other than the Board of Trustees, will have voting rights or privileges.

**SECTION VI
TRUSTEES**

Section 6. 1

The concerns, direction and management of the affairs of the Society shall be vested in the Board of Trustees, who shall pursue such policies and principles as shall be in accordance with the provisions of the Articles of Incorporation, and these Bylaws, and the statutes of the State of Utah

Section 6.2

The number of Trustees that shall constitute the Board of Trustees shall not be less than five nor more than 12. Thereafter, within the limits specified above, the number of Trustees shall be determined by a proxy vote from the Board of Trustees. The Trustees shall be elected by a plurality of votes cast by ballot at an Annual Meeting to be held in June of each year and conducted by the President of the Board of Trustees.

Section 6.3

A member of the Board of Trustees shall be elected to hold office for a three year term beginning with the adoption of these amended Bylaws. Service as a Board of Trustee shall be limited to two consecutive terms, thereupon a one-year hiatus shall be required.

Section 6.4

In the event that any Trustee shall by death, resignation, incapacity to act, or otherwise cease to be a Trustee during his/her term, a successor will be chosen by the Board and shall hold office during the remainder of the un-expired term of his/her predecessor.

Section 6.5

A Trustee may be removed with or without cause by a majority vote from the Board if Trustees.

Section 6. 6

Regular meetings of the Board of Trustees shall be held monthly at such times and places as decided and determined by the Board of Trustees or as may be specified in a Notice of Meeting. The Board of Trustees is expected to be faithful in their attendance and participation in Board Functions. If a Trustee is deemed by other Trustees to be non-contributing, then the Board of Trustees reserves the option to replace or remove the designated Trustee.

Section 6.7

A majority of the members of the Board shall constitute a quorum for the transaction of business. If a quorum is not present at any meeting of the Board of

Trustees, the Trustees present may adjourn the meeting, without notice other than announcement at the meeting, until such a quorum is present.

Section 6.8

As prescribed in these Bylaws, decision at any meeting of the Executive Committee, or other committees, shall be by majority vote of those present and voting, with the exception of the dismissal of the Executive Director. Termination of this individual shall require a two-thirds (2/3) vote of the Board of Trustees as a whole. Each Trustee will have one vote.

Section 6.9

Directors, officers, and members of committees shall be classed as volunteers and shall not receive any salaries or fees for their services, but may, at the direction of the Board of Trustees, be reimbursed for any expenses incurred in fulfilling their duties.

Section 6.10

The Board of Trustees may designate one or more committees, including, without limitation an Executive Committee, to have and exercise such power and authority, as the Board of Trustees shall specify.

Section 6.11

A conflict between the private interests and the official responsibilities of a Trustee shall constitute a Conflict of Interest. Any Trustee shall not vote on any matter that will involve a Conflict of Interest. Conflict of Interest shall preclude involvement in any decision whereby the Trustee stands to profit in direct personal gain.

Section 6.12

The Board of Trustees will indemnify and hold harmless any Trustee, representative, officer or employee of the Society from any suit, damage, claim, judgment or liability alleged or real. The Board of Trustees shall purchase or procure insurance for such purposes.

ARTICLE VII OFFICERS

Section 7.1

At each annual meeting of the Board of Trustees, the Board shall elect from its own membership a President, a Vice President, a Secretary, and a Treasurer. Service in any one office shall be limited to two consecutive two year terms beginning with the adoption of these amended Bylaws. After serving two consecutive two year terms (four years) a one year hiatus shall be required before serving again in the same capacity. The Board may also elect such other officers as the business of the Society may require.

Section 7.2

All officers shall hold office at the pleasure of the Board of Trustees, but in no case beyond the time their respective successors shall be elected and shall qualify. Any officer may be removed from the office of the Board of Trustees at any time by a majority vote of the Board of Trustees.

Section 7.3 – The President

The President shall preside over all meetings of the Society, the Board, and the Executive Committee. He/she shall perform all normal duties of the Office of President. He/she will prepare and disseminate an agenda one week prior to all public and Board

meetings. The President may attend all committee meetings but will not have a vote during those meetings unless he/she is a member of the committee. The President shall make all official contacts pertaining to the Society's financial affairs with external persons or agencies. The President or his/her designee shall represent the Society in public meetings and or presentations unless excused by a Board decision. The President will arrange for an Annual Meeting, to be held in the month of June, for the Board of Trustees to elect new Trustees, and Officers. The President will at this time deliver a comprehensive report of the programs and policies followed by the Board in the preceding year, to include an annual financial statement, together with a statement of principal goals and objectives for the coming year.

Section 7.4 – The Vice President

The Vice-President shall assist the President in his/her duties and, in the absence of the President, shall have and exercise the powers of the President.

Section 7.5 – The Secretary

The Secretary shall keep minutes, collect and organize committee reports, write official letters as requested by the officers, send donation receipts to donors and notices to persons honored or families memorialized, maintain the Society's register of members and contributors, preserve important Society documents, supervise, collect and preserve important news and other documents pertaining to the Society, collect and review mail from the P.O. box, record and transfer funds received through the mail to the Treasurer.

Section 7.6 – The Treasurer

The Treasurer shall have custody of the funds and the property of the Society and shall make and keep records thereof and of all receipts and disbursements of the Society, and shall deposit all monies and valuable effects of the Society in its name to its credit with such depository or depositories as shall be designated by the Board of Trustees. The Treasurer shall be charged with disbursement of funds of the Society and the taking of proper vouchers thereof, and shall cause to be rendered to the Board a detailed monthly statement of income and expenses, which shall also include a summary of money assets of the Society. He/she shall render the Board such other reports, as it shall require.

The Treasurer shall cause or arrange for Society audits of books and financial records to be performed by an accountant selected by the Board of Trustees when required by specific agencies or so directed by the Board. Copies of the resulting certified audit shall be furnished to each member of the Board of Trustees and specific agencies.

The Treasurer shall prepare an annual financial report for the Board of Trustees.

**ARTICLE VIII
COMMITTEES**

Section 8.1 General Directive

All committees shall be chaired by (a) a Trustee appointed by the President, or (b) a member of the committee selected by the committee and delegated to serve as liaison with the President. All chairpersons must be members of the Society. All committees must keep minutes of their meetings and report to the Board on items needing full Board discussion. All committees will prepare a final report of its activities. Reports must be presented within thirty (30) days of the event.

Section 8.2 Special Committees

All Ad hoc committees shall be chaired by a Society member and may include Trustees, Society members, and community activists.

Section 8.3 Executive Committee

The Board of Trustees may appoint an Executive Committee composed of five or more of their number, such committee to include the elected officers.

Section 8.4 – Advisory Board or Committee

The Board of Trustees may establish an Advisory Board or Advisory Committee and appoint a chairman, who shall serve as liaison with the Board of Trustees. The purpose of such Board or Committee shall be to recognize and maintain close liaison with individuals who have performed, or are in a position to perform, outstanding service to the Society. Members of the Advisory Board or Committee shall be appointed by the President with the approval of the Board of Trustees, and shall serve at the pleasure of the Board.

Section 8.5 – Other Committees

The Board of Trustees may provide for such other committees as the Board deems advisable, and may delegate to such committees such duties and powers from time to time as shall deem necessary and desirable.

**ARTICLE IX
MISCELLANEOUS**

Section 9.1 Conduct of Meetings

All meetings of the Society, the Board of Trustees, and subgroups shall be conducted pursuant to Roberts Rules of Order. All decisions of all Society meetings shall be by majority vote of the Board of Trustees. Any exceptions to this are specified in other sections of these Bylaws.

Section 9.2 Fiscal Year

The Board of Trustees shall fix the fiscal year of the Society

Section 9.3 Transfers of Securities

The Treasurer and any one other officer shall have the joint authority to execute, under seal, such form of transfer and assignment as may be customary to constitute a regular transfer of stocks or registered securities standing in the name of the Society. They may from time to time execute and deliver on behalf of the Society proxies on any and all stock owned by the Society. The only exception is when stocks are held in a company, which require that other officers perform these duties.

Section 9.4 Legal Authorities

The Society shall be organized and administered under its Articles of Incorporation, Bylaws and Policies.

**ARTICLE X
TERMINATION OF THE SOCIETY**

Section 10.1 Voting Procedure