

BY-LAWS

AMENDED AND RESTATED
10/08/18



Oregon Coast Humane Society

By-Laws

Table of Contents

| | | |
|------------|--|----|
| Article 1 | Name, Location, Service Area, Registered Agent | 3 |
| Article 2 | Mission | 3 |
| Article 3 | Membership | 3 |
| Article 4 | Membership Meetings | 5 |
| Article 5 | Board of Directors | 6 |
| Article 6 | Officers | 9 |
| Article 7 | Board Meetings | 11 |
| Article 8 | Committees of the Board | 12 |
| Article 9 | Rules of Order | 13 |
| Article 10 | Corporate Documents and Records | 14 |
| Article 11 | Fiscal and Corporate Management | 15 |
| Article 12 | Amendments | 17 |
| Article 13 | Repealing Clause | 18 |

Article 1

Name, Location, Service Area, Registered Agent

- 1-1 The Name of the Corporation is the OREGON COAST HUMANE SOCIETY, hereafter referred to as the “Corporation.”
- 1-2 The Corporation is a tax-exempt Corporation under section 501(c)(3) of the Internal Revenue Code as amended, and shall be non-profit, non-sectarian, and non-political, and shall comply with all State and Federal Laws.
- 1-3 The principle office for the transaction of business is located at 2840 Rhododendron Drive, Florence, Oregon 97439.
- 1-4 The service Area of the Corporation is Lane County and the Oregon Coast.
- 1-5 The Corporation shall designate and continuously maintain a registered agent with the Oregon Secretary of State.

Article 2

Mission

The Mission of the Oregon Coast Humane Society shall be to rescue, care for, and find responsible, loving, permanent homes for homeless and at-risk dogs and cats; to advance the goal of a no-kill community; to promote the principle of a lifetime commitment to our pets; and to provide for spay-neuter and educational programs to the public.

Article 3

Membership

3-1 Eligibility

Membership is open upon payment of dues to those committed to the mission of the Corporation and interested in supporting the Corporation’s programs.

3-2 Term, Types of Membership, Dues, and Members in Good Standing

3-2-1 Membership terms run annually from January 1 through December 31. Members who enroll beginning after October 1 shall

be considered paid and valid through December 31 of the following year. Members may also purchase lifetime memberships.

3-2-2 Membership types include: Individual, Family, or Business.

3-2-3 The amounts of membership dues are determined by the board and are due upon application, and again annually by January 1. The amount of membership dues shall be published on the Corporation's website and otherwise made available to the public. The Board of Directors shall approve any increase in dues, and notice must be given to the membership and the public no later than October 31. At the discretion of the Board of Directors, membership dues may be waived on a case by case basis for good cause.

3-2-4 A Member in Good Standing is a member current on their dues who has been a member for at least sixty (60) days.

3-3 Record of Membership

The corporation shall keep a current record of all members including contact information and status.

3-4 Membership Rights

Members of the Corporation have the following rights:

3-4-1 Voting

Individual Members are entitled to one (1) vote; Family Members are entitled to one (1) vote for each spouse or domestic partner; Business members are not entitled to vote. All Members in Good Standing who are entitled to vote may vote on the following matters:

1. Director Elections at the Annual Meeting.
2. Matters of policy, including amendments to these By-Laws, that alter or affect Membership Rights.
3. Other matters that may require a membership vote, consistent with these By-Laws and Oregon State Law.

3-4-2 Other Membership rights

All Members in Good Standing are entitled to:

1. Serve on the Corporation's Board of Directors.
2. Serve on Committees.
3. Inspect Corporate Documents in accordance with Article IX and consistent with Oregon State Law.

3-5 Resignation or Termination of Membership

3-5-1 Any member in good standing may resign their membership upon written notice to the Secretary.

3-5-2 A member whose dues remain unpaid 90 days after they are due shall be deemed to have resigned their membership.

3-5-3 A membership may be terminated for good cause by the Board of Directors or by the Membership.

Article 4

Membership Meetings

4-1 Annual Membership Meeting

The Annual Membership meeting shall be held in June of each year, on a day and time set by the Board of Directors, to elect directors and to transact such other business as may properly come before the meeting.

4-2 Special Membership Meetings

Special Membership Meetings may be called by the President, by any two (2) directors, or by petition signed by more than 50% of the current members in good standing. Special Membership Meetings must be for a stated purpose.

4-3 Notice and Voting List

Written notice of the time and place of the Annual Membership Meeting or any Special Membership Meeting shall be mailed or electronically mailed to all members, posted on the Corporation's website and social media, and published at the Corporate Headquarters at least ten (10) days prior to the meeting. Any notice of a Special Membership Meeting must also clearly state the purpose of that meeting.

4-4 Quorum and Voting

4-4-1 Five Percent (5%) of the voting Members in Good Standing and a majority of Directors shall constitute a quorum for the purpose of transacting properly submitted business at a Membership Meeting.

4-4-2 The Secretary shall publish a list of each member entitled to vote at the Corporate Office at least ten (10) days prior to any Membership Meeting. This list shall remain available through the end of the meeting.

4-4-3 Each member entitled to vote shall have one (1) vote on each matter on which members vote. No proxy votes will be allowed.

4-4-4 Unless otherwise specified in these by-laws, all powers exercised by the membership shall be by majority vote at a duly called membership meeting where a quorum is present.

Article 5

Board of Directors

5-1 Powers of the Board

5-1-1 Governance

The Corporation shall be governed by a Board of Directors, which shall manage the business, property, and affairs of the Corporation. Unless otherwise specified in these By-Laws, all powers vested in the Corporation and exercised by the Board of Directors shall be by majority vote of the Board of Directors at any duly called regular or special meeting where a quorum is present.

5-1-2 Policies and Procedures

1. The Board shall adopt, amend, or repeal such Policies and Procedures as it deems necessary for the management of the Corporation. All Policies and Procedures shall be consistent with these By-Laws and Oregon State Law.
2. The Corporation shall keep and maintain a current Policies and Procedures Manual containing these By-Laws and all Policies and Procedures adopted by the Board.

5-2 Number and Terms of Directors

5-2-1 Number of Directors

The Board shall be composed of a minimum of five (5) and a maximum of eleven (11) Directors including officers. Director positions shall be numbered 1-11.

5-2-2 Staggered terms

Directors serve three-year terms that run from July 1 through June 30. Directors shall serve staggered terms beginning July 1,

2019. The secretary shall maintain a log of director positions and term dates.

5-2-3 Term Limits

Directors shall serve no more than two (2) consecutive terms. After two terms, a director may be re-nominated for the Board after a one (1) year absence. Interim appointments do not count toward term limits.

5-3 Qualifications of Directors

5-3-1 Any Member in Good Standing who is committed to the Corporation's mission and willing to actively participate in the management of the Corporations affairs may be nominated to serve on the Board of Directors.

5-3-2 No person may serve on the Board of Directors who has an immediate relative or household member currently serving on the Board of Directors or currently employed in a management position by the Corporation. "Immediate Relative" means spouse, domestic partner, child, parent, grandparent, or sibling.

5-4 Elections and Vacancies

5-4-1 Annual Elections

Annual director elections may be held by mail or at a duly called membership meeting where a quorum is present.

1. The Nominating Committee shall present to the Membership all candidates for the board of Directors at least ten (10) days prior to the Annual Membership Meeting or at least thirty (30) days prior to the annual membership meeting if by mail. At the Board of Director's discretion, nominations may be made by other means including from the floor.
2. Directors are elected upon a majority vote of Members at the Annual Meeting where a quorum of members is present, or by a majority vote of member respondents by mail.

5-4-2 Vacancies and Interim Appointments

The Board of Directors may appoint any qualified person to fill any vacant position on an interim basis. Interim appointments are approved by majority vote of the Board of Directors at a duly called meeting where a quorum is present. Interim terms expire at the next Annual Membership Meeting, or the next June 30, whichever is sooner.

5-5 Compensation

Members of the Board of Directors including Officers shall serve without compensation. Directors and Officers may be reimbursed for ordinary and necessary expenses incurred while carrying out Corporate business.

5-6 Standards of Conduct

Each director shall discharge his or her duties as a director, officer, or member of a committee, in good faith, with the care an ordinarily prudent person in a like position would exercise under similar circumstances, and in a manner the director reasonably believes to be in the best interest of the Corporation. Each director shall comply with all Corporate policies and procedures, including ethics policies, and with Oregon State Law.

5-7 Resignation, Discipline and Removal

5-7-1 Any director may resign at any time for any reason by delivering a written resignation to the President or Secretary.

5-7-2 Any director may be disciplined or removed for cause by affirmative vote of a two-thirds majority of then serving Directors. Directors may be disciplined or removed only for cause, which includes but is not limited to:

1. Multiple unexcused and unexplained absences from regular board meetings.
2. Conduct injurious to the best interest of the Corporation.
3. Violation of the Corporation's ethical policies and codes of conduct.

5-7-3 A director may only be disciplined or removed after that director has received advanced written notice and is given a fair opportunity to respond at a hearing by the Board at a meeting called for this purpose.

Article 6

Officers

6-1 The officers of the corporation shall be a President, a Vice President, a Secretary, and a Treasurer. The Board may elect such other officers as it deems necessary.

6-2 Election and Terms

Officers are elected by a majority vote of the Board of Directors at an Organizational Meeting of the Board of Directors immediately following the Annual Membership Meeting, or as soon as possible after the Annual Membership Meeting. Officers serve one (1) year terms. Interim vacancies may be filled at any time by a majority vote of the Board.

6-3 President

6-3-1 The President shall be the principle executive officer of the Corporation and is the primary representative of the Corporation to its membership and the public. Subject to advice and consent of the Board, the President shall supervise, control, and execute all the business and affairs of the Corporation.

6-3-2 The President shall perform all duties incident to the office of President and other such duties that may be prescribed by the Board of Directors. The President shall preside at all meetings of membership and the Board of Directors. The President shall sign, with the Secretary or any other Corporate Officer authorized by the Board, any deed, mortgage, bond, contract, or other instrument which the Board has authorized, except when signing or executing such transaction is expressly delegated by the Board or these By-Laws to another Officer or Agent of the Corporation, or when required by law to be otherwise signed or executed.

6-3-3 The President shall, with the advice and consent of the Board, appoint all committees, including committee chairpersons, and be an ex-officio member of all committees. As ex-officio member, the President retains the same rights and responsibilities of other committee members and may vote on any matter when the vote is by ballot. The President is not obligated to attend committee meetings.

6-4 Vice-President

6-4-1 If the President of the Corporation is absent or otherwise unavailable, the Vice President will serve in his or her place and assume all powers and responsibilities of the President during the President's absence. If the President is unable to complete his or her term for any reason, the Vice President automatically becomes Interim President for the remainder of the un-expired term; or the Board may choose to elect a different Interim President, in which case the Vice President will remain as Vice President.

6-4-2 The Vice President shall maintain contact with all Committee Chairpersons and shall attend, on a rotation basis, at least one committee meeting per month if scheduled. The Vice President shall perform other duties as may be assigned by the President or the Board.

6-5 Secretary

The Secretary shall keep minutes of all Membership Meetings and Board Meetings in books provided for that purpose and shall ensure that all notices are duly given in accordance with these By-Laws and as required by law. The Secretary shall be the custodian of all Corporate Records, keep a record of the contact information of each member, and keep a record of the contact information and date of service for each Director.

6-6 Treasurer

The Treasurer is the principle financial officer of the Corporation and shall supervise the custody of all Corporate funds and securities. The Treasurer shall supervise the deposit and withdrawal of all monies and other tangible assets in the name and to the credit of the Corporation in such depositories that may be authorized by the Board of Directors. The Treasurer may authorize other persons to sign checks and perform other functions of this office subject to approval of the Board of Directors. The Treasurer shall provide the following services:

6-6-1 An audit of the Corporation's books and financial records by a qualified Certified Public Accountant (CPA) no less than once every five (5) years or when directed by the Board of Directors.

6-6-2 A review of the books and financial records by a qualified Certified Public Accountant (CPA) when directed by the Board of Directors.

6-6-3 Engage the services of a licensed tax practitioner in the State of Oregon to prepare all Federal and State tax forms required by law.

Article 7

Board Meetings

7-1 Annual Organizational Meeting

A closed meeting of the Board of Directors shall take place as soon as possible after the Annual Membership Meeting. The primary purpose of this meeting is to elect officers and address matters relevant to the

transition to new board leadership. The Board may also discuss other matters relevant to Corporate business as warranted.

7-2 Regular Board Meetings

Regular Board Meetings shall be held at least quarterly at a time and place designated by the board. A schedule of Regular Board Meetings shall be published at the Corporate Headquarters, on the Corporation's website, and through other media at the discretion of the Board. Any Corporate business may be conducted at Regular Board Meetings that are duly convened where a quorum is present.

7-3 Special Board Meetings

Special Board Meetings may be called by the President or any two (2) directors and may be held at a time and place designated by the Board. Actual notice must be provided to all Directors within a reasonable time of the meeting. Any Corporate business may be conducted at Special Board Meetings that are duly convened where a quorum is present.

7-4 Emergency Meeting

Emergency meetings may be held without notice if the reason for the emergency is stated in the minutes of the emergency meeting. These meetings must be called by the President or by any three (3) directors other than the President. Minutes of an emergency meeting shall be published within 48 hours of the meeting. Emergency meeting authority is reserved to those situations which, for example, threaten life, significant property damage, etc. without immediate board intervention.

7-5 Quorum and Voting

7-5-1 A simple majority (half plus one) of the currently serving Directors constitutes a quorum for the transaction of business.

7-5-2 Unless otherwise specified in these By-Laws, acts of the Board are passed upon a simple majority vote of directors present at a duly called meeting where a quorum is present.

7-6 Action without a meeting

7-6-1 Actions required or permitted to be taken by the Board may be taken without a meeting upon the written consent of all directors then serving. Such written consents shall be filed, with the minutes of the proceedings, to the Secretary. Written consent filed

by the Board shall have the same force and effect as the unanimous vote of such directors.

7-6-2 Communications by electronic mail shall be deemed equivalent to any communication otherwise required to be in writing. The Corporation shall take such steps as it deems necessary to ensure that communications by electronic mail are authentic.

7-7 Presumption of Assent

7-7-1 A director who is present at a meeting of the Board of Directors when action on any Corporation matter is taken shall be presumed to have assented to the action. If a Director dissents to the action, his or her oral dissent must be recorded in the meeting minutes, or written dissent presented to the Secretary before the adjournment of the meeting, or written dissent sent by mail or electronic mail to the Secretary within twenty-four (24) hours of the meeting's adjournment.

7-7-2 A director who votes in favor of an action waives his or her right to dissent.

Article 8

Committees of the Board

8-1 The Corporation shall maintain two (2) standing committees; Nominating, and Animal Welfare. The Board may also convene Ad Hoc or Advisory Committees. The President shall appoint the chairperson of each committee, who shall report on committee business at regular Board meetings and at any other time required by the Board. Only Directors may serve on the Nominating Committee. Members in good standing may serve on the Animal Welfare Committee and on Ad Hoc or Advisory Committees with the approval of the Board. Unless specifically authorized by the Board, all committees are advisory and may take no action.

8-2 Standing Committees

8-2-1 Nominating Committee

The Nominating Committee shall consist of three (3) Directors, including the President, Vice-President, and a third director nominated by the President. The Committee shall recommend candidates to the board for annual elections by April of each year.

Additional candidates may be nominated by petition bearing the signature of at least 5% of the members in good standing and submitted to the Nominating Committee for consideration. The board shall approve all candidates who will stand for elections.

8-2-2 Animal Welfare Committee

The Animal Welfare Committee consists of three (3) to twelve (12) members appointed by the President. The Animal Welfare Committee provides guidance and support for the overall welfare of animals under the care of the Corporation. Members of the Animal Welfare Committee must follow the guidelines specified in the Corporations Animal Welfare Policies.

8-3 Ad Hoc and Advisory Committees

8-3-1 The Board may convene Ad Hoc committees for a specific purpose consistent with the Mission of the Corporation at its discretion. Ad Hoc committees may consist of one (1) or more qualified persons. Unless otherwise authorized by the Board, Ad Hoc committees automatically disband when the purpose of the committee has been fulfilled. The President shall appoint a chair for any ad-hoc committee created and specify its purpose and number of members to the chair and the Board.

8-3-2 The Board may convene Advisory committees at its discretion. An advisory committee may be convened for any purpose consistent with the Mission of the Corporation. Advisory committees may consist of one (1) or more qualified persons. The board may disband Advisory committees at its discretion. The President shall appoint a chair for any advisory committee and designate the purpose and number of members to the chair and Board.

8-3-3 Ad Hoc and Advisory Committees shall prepare written summaries and report to the Board upon request.

Article 9

Rules of Order

All meetings of the Board of Directors or Membership and all questions of procedure arising for determination by the Chair shall be governed by Robert's Rules of Order (current or revised), except as otherwise provided in these By-Laws.

Article 10

Corporate Documents and Records

10-1 Animal Intake and Adoption Records

All animal intake and adoption records shall be maintained at the Corporate Office and may not be removed by any Officer, Director, or other person for any reason.

10-2 Corporate and Financial Documents

The Board shall retain and preserve all corporate and financial documents, including all minutes and other written evidence of Board actions, in such a manner as to ensure that such documents are available for inspection by members or for any other purpose required by law.

10-3 Inspection of Documents

10-3-1 Members in Good Standing of the Corporation, upon written request, are entitled to inspect the following records:

1. Articles of Incorporation and revisions thereto;
2. Current By-Laws;
3. Corporate balance sheets, income statements, and audit reports;
4. Copies of minutes from Board Meetings and Annual Meetings;
5. Copies of any Board resolutions or other written evidence of Board actions;
6. A list of current Board members;
7. The most recent Annual Report filed with the State of Oregon;
8. The most recent Form 990 filed with the Internal Revenue Service.

10-3-2 Upon written request, Members in Good Standing may inspect the current Membership list, subject to the limitations imposed by ORS § 65.782.

Article 11

Fiscal and Corporate Management

11-1 Governing Law

The Corporation is incorporated under the laws of Oregon and is subject to the statutory provisions of the Oregon Revised Statutes, Volume 2, Chapter 65.

11-2 Financial Administration

11-2-1 Fiscal Year

The fiscal year runs from January 1st through December 31st.

11-2-2 Audits and Tax Returns

All audits, financial reviews and tax returns shall be reviewed and approved by the Board prior to filing any such documents with state or federal regulatory agencies.

11-2-3 Contracts and Loans

1. The Board may authorize the President and Secretary, or other authorized Officer or Director, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Corporation.
2. Loans and other contracts for indebtedness on behalf of the Corporation shall be authorized by the Board of Directors.

11-3 Banking provisions

11-3-1 Restricted Funds

Any donation made to the Corporation that contains provisions restricting its use must be accounted for separately and only spent for the purpose for which the donor specified. Use of a separate bank account for a particular fund or purpose is acceptable.

11-3-2 Deposits

All funds of the Corporation not otherwise employed shall be deposited to the credit of the Corporation in such banks, trust companies, or other depositories as the Board may select. In the absence of such selection by the Board, the Treasurer may select such depository.

11-3-3 Checks

All checks, drafts, or other orders for payment of money, notes, or other evidence of indebtedness issued in the name of the Corporation shall be signed by such officer or officers, agent, or agents of the Corporation and in such manner as shall be determined by resolution of the Board of Directors.

11-4 Human Resources

11-4-1 The Board of Directors shall be the direct supervisor of all management employed by the Corporation. The Board shall create job descriptions, conduct all hiring and firing, and define the organizational structure and chain of command of all management positions.

11-4-2 The Board of Directors may not act as direct supervisor of any staff hired by management of the corporation.

11-5 Conflicts of Interest

11-5-1 Whenever a director or officer has a financial or personal interest in any matter coming before the Board, the interested director or officer shall:

1. Fully disclose the nature of the interest, and
2. Withdraw from discussion, lobbying, and voting on this matter.

11-5-2 Any transaction or vote involving a potential conflict of interest shall be approved only when a majority of disinterested directors determine that it is in the best interest of the Corporation to do so. The minutes of meetings at which such votes are taken shall record such disclosure, abstention, and rationale for approval.

11-5-3 The presence of the interested director or officer at any meeting where a vote on such a matter takes place may be counted toward a quorum.

11-6 Indemnification

11-6-1 The Corporation may indemnify any person made, or threatened to be made, a party to any action, suit, or proceeding by reason of the fact that he or she is or was a Director, Officer, Employee, Associate, Contributor, or any other Agent of the Corporation, against judgments, fines, amounts paid in settlement,

and reasonable expenses including attorneys' fees. However, the foregoing shall not apply to:

1. Any breach of such person's duty of loyalty to the Corporation;
2. Any act or omission by such person not in good faith or which involves intentional misconduct or where such person had reasonable cause to believe his or her conduct was unlawful; or
3. Any transaction from which such person derived any improper personal benefit.

11-6-2 Directors shall not be personally liable for the debts, liabilities, or other obligations of the Corporation.

11-6-3 The Corporation shall obtain and maintain insurance policies to protect the Corporation against losses and liabilities; and may obtain and maintain Directors and Officers liability insurance policies at an amount approved by the Board.

Article 12

Amendments

12-1 The Board of Directors may adopt, amend, or repeal any of these by-laws subject to the following:

12-1-1 Any action that alters any Membership rights must be approved by the Membership, at a duly called Membership meeting, subject to the requirements of Article IV.

12-1-2 Amendments to these By-Laws, including amendments approved by the Members from Section 1, must be approved by an affirmative vote of at least two-thirds (2/3) of the members of the Board at any duly regular or special meeting where a quorum is present.

12-2 Whenever an amendment or new By-Law is adopted, a record of the amendment, together with the minutes of all meetings where amendments were discussed, shall be copied in the Book of By-Laws in the appropriate place. If any By-Law is repealed, the record of repeal together with the minutes of the meeting when the repeal was ratified shall be recorded in the Book of By-Laws in the appropriate place.

Article 13

Repealing Clause

All former By-Laws adopted by the Corporation are hereby repealed.

ADOPTION OF BY-LAWS

We, the undersigned, are the sitting directors of this corporation, and we consent to, and hereby do adopt, the foregoing By-Laws, consisting of the 15 preceding pages, as the By-Laws of this corporation.

ADOPTED AND APPROVED by the Board of Directors on this 17th day of October, 2018.

Shauna Robbers Shauna Robbers, President

Jackie Parker Jackie Parker, Vice-President

Sandy Davidson Sandy Davidson, Secretary

Jerry Hatcher Jerry Hatcher, Treasurer

Bonnie Compton Bonnie Compton, Director

Judy Roth Judy Roth, Director