



## **BYLAWS**

### **MISSION:**

To provide a safe haven for lost, stray or unwanted animals in Burnett County, to foster the human-animal bond, to promote responsible pet ownership and to end pet overpopulation through spay/neuter.

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License # 481546-DS

# **BYLAWS**

## **Article 1**

### **Name and Objectives**

#### **Section I**

The name of the organization shall be the Humane Society of Burnett County, Inc. hereafter referred to as HSBC.

#### **Section II**

The objectives of the organization shall be:

- a) To operate and maintain a shelter in Burnett County, The Peggy Schilling Animal Adoption and Education Center, to rescue and care for lost, stray, abandoned or surrendered dogs and cats from Burnett County; house the stray, abandoned or surrendered dogs and cat from Burnett County;
- b) To reunite lost or stray animals with their owners, and to rehome abandoned, unclaimed strays or surrendered animals in suitable adoptive homes;
- c) To encourage and promote responsible pet ownership through spay and neuter programs and education opportunities.

#### **Section III**

The organization shall not be conducted or operated for profit and no part of any profits or remainder of residue from member dues or donations to the organization shall be used to the benefit of any member of individual.

## **Article II**

### **Membership**

#### **Section I**

Membership shall be open to all persons over the age of 18 who support the mission and objectives of HSBC and will be granted after completion of membership application and payment of annual dues.

#### **Section II**

Memberships expire each year on December 31st and renewals are due by the following April 1<sup>st</sup> to remain current. New members joining on or after July 1<sup>st</sup> shall remain current through the following year. Membership fee shall be determined annually by the Board of Directors.

#### **Section III**

The Board of Directors may terminate a membership of the member who has deemed to be detrimental to the organization.

#### **Section IV**

Friends of HSBC program, a non-voting membership, may be authorized by the Board of Directors.

## **Article III**

### **Meetings of Members**

#### **Section I – Annual Meetings**

An Annual Meeting of the members shall take place in the month of October; the date time and location will be designated by the Board of Directors. Notice shall be provided electronically, through social media and posted at HSBC at least two weeks prior to the meeting.

## **Section II – Special Meetings**

Special meetings may be called by the Executive Board or a petition signed by five percent (5%) of voting members.

## **Article IV**

### **Board of Directors**

The Board of Directors shall be vested with the authority and responsibility for the general management of the organization's property and affairs, so far as this delegation of authority is consistent with the laws of the State of Wisconsin, the organization's charter, constitution and bylaws.

#### **Section I**

- a) The Board of Directors shall be comprised of ten (10) members in good standing and one (1) Government Liaison. The Board may function with fewer than seven (10) members until such time as a full Board can be attained.
- b) The Directors shall serve for a term of two (2) years on a staggered basis. In odd numbered years, five (5) Directors will be up for election; in even numbered years five (5) Directors will be up for election. Directors shall be elected by ballot at the Annual Meeting. Government Liaisons shall be appointed on an as needed basis.
- c) Members of the Board of Directors shall not be employees or immediate family members of employees of HSBC or shall not be immediate family members of a current Board Member.
- d) In the event that a Director fails to attend two (2) meetings or more meeting in the calendar year, their resignation will be automatically submitted. The Board shall accept the resignation unless such absences are

deemed excused by the majority of the board. Any vacancy arising from the resignation may be filled by majority vote of the Board.

## **Section II**

The annual organization meeting of the Board of Directors will be held within thirty (30) days of the annual meeting. At that meeting the Board of Directors will determine amongst themselves which position each will hold.

## **Section III**

Regular meetings of the Board of Directors shall be held in such a place and time as the board may vote, provided that a ten (10) day written or electronic notice is sent to each Board member.

## **Section IV**

Special Meetings of the Board of Directors may be held at any reasonable time and place if called by the President or any five (5) members of the Board of Directors, provided that a ten (10) day written or electronic notice is sent to each Board member.

## **Section V**

For the transaction of business at any meeting of the Board of Directors, a minimum of four (4) Board members is required.

## **Section VI**

Business of the Board of Directors may be conducted by mail, email or telephone. Any action or vote shall be documented in writing and included in the minutes of the next meeting.

## **Article V**

### **Officers**

#### **Section I - President**

The President shall preside at all meetings of the members. The President shall have the following duties:

- a) Shall preside at all meetings of the Board of Directors
- b) All standing committees shall be appointed by the President
- c) Shall perform all duties common to the office
- d) Shall by virtue of the office, be a member of all committees and have full voting rights on such committees

#### **Section II – Vice President**

In the absence of the President, the Vice-President shall preside at all meetings of the organization and of the Board of Directors, and shall perform such other duties are common to the office.

#### **Section III – Secretary**

The Secretary shall have charge:

- a) Of correspondence, files, notice and notification to members
- b) Shall keep roll of members with their addresses and email addresses
- c) Shall keep an accurate record of the proceedings of all meetings of the organization and Board of Directors
- d) Shall carry out such other duties as prescribed by these bylaws.

## **Section IV – Treasurer**

The Treasurer shall:

- a) Have the care and custody of the funds of the organization
- b) Shall exercise all the powers and duties common to the office
- c) Shall ensure all expenses, bills and payroll are paid when due
- d) Shall provide a quarterly financial report to the Board of Directors
- e) If mandated by State Law, an auditor selected by the Board of Directors shall audit the books and records of the Treasurer

## **Section V – Vacancies**

Any vacancy occurring on the Board of Directors during the year shall be filled until the next annual election by a majority vote of the current members of the Board.

## **Section VI – Terms**

No Director may be elected for more than three (3) consecutive terms unless voted and approved by a majority vote of the Board of Directors.

# **Article VI**

## **Committees**

### **Section I – Committee Formation**

The board may create committees as needed, such as fundraising, housing, public relations, education, etc. The board President appoints all committee chairs.

## **Section II – Executive Committee**

The four officers serve as the Executive Committee. Except for the power to amend the Articles of Incorporation and Bylaws, the Executive Committee shall have all the powers and authority of the Board of Directors in the intervals between meetings of the Board of Directors, and is subject to the direction and control of the full board.

## **ARTICLE VII**

### **Organization year**

#### **Section II**

The organization's fiscal year shall begin on the first (1<sup>st</sup>) day of January and end on the thirty first (31<sup>st</sup>) day of December.

#### **Section II**

The organization's official year shall begin immediately upon the conclusion of the Annual Meeting held in October and shall continue through the next Annual Meeting.

## **ARTICLE VIII**

### **Elections, Voting**

#### **Section I**



The Annual Election of the Board of Directors shall be conducted by ballot at the Annual Meeting in October of each year. Ballots shall be available at the Annual Meeting and Absentee Ballots may be requested and must be received by the Secretary prior to the Annual Meeting.

## **Section II**

- a) Members in good standing and interested in serving on the Board of Directors shall submit an application to the Secretary no later than September 15<sup>th</sup> for the Board of Directors to review.
- b) Upon acceptance of the application, the Board of Directors will prepare a ballot for the Annual Meeting no later than September 30<sup>th</sup>.
- c) Upon completion of the voting at the Annual Meeting, three Inspectors shall review the ballots and report the outcome to the President who shall announce the successful candidate(s).
- d) The successful candidate(s) with the highest votes shall be deemed the successful candidate(s).

## **ARTICLE IX**

### **Bylaw Amendments**

#### **Section I**

The Board of Directors by a majority vote may make amendments to the bylaws as deemed necessary and in the interest of the operation of the organization.

#### **Section II**

Bylaws shall be available on the HSBC website and members notified by email and social media. If a member requests a copy of the bylaws, they shall be provided to that member.

## **SECTION X**

### **Dissolution of the Organization**

#### **Section I**

The organization may be dissolved at any time by the written consent of not less than two-thirds (2/3) of the members. In the event of the dissolution of the organization, whether voluntary or involuntary, or by operation of law, none of the property, proceeds or assets of the organization shall be distributed to any member of the organization. After payment of the debts of the organization, its property and assets shall be given to a charitable organization for the benefit of animals. Such organization shall be selected by the Board of Directors.