

FLAGLER HUMANE SOCIETY BYLAWS

ARTICLE I. MISSION AND CORPORATE STRUCTURE

The mission of the Flagler Humane Society, a Florida corporation tax-exempt under IRS 501(c)(3), is to provide shelter and care for animals, programs, and services - which enhance the bond between animals and people, and to advocate for animals - speaking for those who cannot speak for themselves.

ARTICLE II. OFFICES

The principal and or registered office of Corporation shall be located at One Shelter Drive, Palm Coast, 32137, in Flagler County, Florida.

ARTICLE III. DIRECTORS

3.1 Responsibilities of the Board

The directors of the corporation shall act collectively as the board of directors, responsible for the governance of the corporation. The primary responsibility of the board will be to support the mission of the organization.

3.2 Election, Fixed Terms, and Regular Rotation of Directors

Directors shall be elected for three-year terms by simple majority vote of the board. At the annual meeting of the corporation, a slate of director and officer nominees shall be made by the executive committee for board vote. Nominations may be made from the floor. Upon leaving the board a member may, at the discretion of the Board President, serve on a standing committee as a non-voting member.

3.3 Number of Qualifications for Directors

The board of directors shall consist of not less than five (5) and not more than nine (9) directors.

3.4 General Powers

The board of directors of the corporation shall generally oversee the policies of the corporation through the support and supervision of the executive director.

3.5 Regular Meetings

The board of directors shall meet at least ten times each year, or as determined by the President, for governance purposes, in person or by electronic means.

3.6 Special Meetings

A special meeting of the board of directors may be called by the Board President or by written demand of a simple majority of directors.

3.7 Notice of Meetings

No separate notice of a regularly scheduled board meeting is required. Ten (10) days advance notice is required of any special board meeting called for any purpose. No advance notice is required prior to any executive committee meeting.

3.8 Quorum and Rules of Order

A simple majority of directors shall constitute a quorum for the conduct of business. Once a quorum is established, business may continue to be conducted if the quorum is subsequently lost. Directors present by electronic means may be counted in the establishment of a quorum. The rules of common courtesy shall apply in the conduct of all board and committee meetings. No rules of order or parliamentary process are mandated, although the conduct of Board meetings will generally be in accordance with Roberts Rules of Order.

3.9 Voting

At all meetings of the board of directors, each director shall have one vote. A director may vote in person or by proxy. Proxy votes require a written inclusion of the specific resolution to be voted upon, the vote on that resolution, and signature of the director represented by proxy. No “general proxy” powers may be granted to any director.

3.10 Manner of Acting

The act of most of the directors in person, by electronic means, or by proxy at a meeting at which a quorum is present, or by written ballot, shall be the act of the board of directors.

3.11 Vacancies

Any vacancy from the board caused by resignation may be filled according to the procedures established for recruiting, nominating, and electing a new board member.

3.12 Removal of Directors

Any director may be removed with reason by a majority vote of the directors. Any director who misses three consecutive regular meetings, without excuse, is deemed to have automatically resigned from the board and may only be reinstated by a two thirds (2/3) vote.

3.13 Directors as Non-Financially Interested Parties

Members of the board of directors may not receive compensation for service, dividends, assets (in-kind or monetary) or other financial payments or interest from corporate activities or upon corporate dissolution per IRS regulation.

ARTICLE IV. OFFICERS

4.1 The officers of the corporation shall be board president, vice president, secretary, and treasurer.

4.2 Role of the Board President

The board president shall preside at all regular and special board meetings, have the powers and authority designated in these bylaws, and be the chief volunteer officer of the corporation.

4.3 Role of the Vice President

The Vice President shall preside at all regular and special board meetings in the absence of the president and shall assume the office of the president if the president resigns or is removed from the office.

4.4 Role of the Secretary

The secretary shall keep or cause to be kept the minutes of all regular and special meetings of the board of directors. This is not the job of paid shelter staff.

4.5 Treasurer

The treasurer shall keep or cause to be kept the financial records of the corporation.

4.6 Other Officers

Other officers may be appointed from time to time by a simple majority vote of the directors without amendment of these bylaws.

ARTICLE V. COMMITTEES

5.1 Standing Committees

Standing committees may include but are not limited to: the Executive Committee, Budget and Finance Committee and the Development Committee. Standing committees will communicate their actions in the form

of a meeting summary to the board chair and executive director within a reasonable time of the meeting in which the actions were taken.

5.2 Charge to the Development Committee The charge to members of the development committee is to support the staff in the conception, management, and evaluation of fundraising activities, including but not limited to: active recruitment of FHS members, donors, sponsors, and volunteers; planning, organizing and carrying out fundraising events, marketing plans and any other responsibilities as assigned by the President.

5.3 Charge to the Budget and Finance Committee

The charge to the members of the budget and finance committee is to support the staff in the development, management and evaluation of bookkeeping and finance systems, including but not limited to: the submission of a comprehensive, line item, budget for board approval 30 days prior to the beginning of the fiscal year, monthly board review of actual expenditures related to the projections in the budget, presentation of finance reports at regular board and executive committee meetings, monitoring the financial practices of the organization to insure generally accepted accounting practices are used and selection of an relations with an outside auditor. The chair and members of the budget and finance committee will work in collaboration with the executive director. The scope of the budget and finance committee may require the establishment of sub-committees related to specific finance functions at the discretion of the chair of the committee and executive director. The chair of the committee operates under the direct supervision of the board president and the finance director/bookkeeper under the direct supervision of the executive director.

5.4 Charge to the Property Management Committee

The Property Management Committee shall assist the board in fulfilling its oversight responsibilities related to capital projects, building maintenance/repairs, and landscape and grounds maintenance/repairs. The committee shall meet at least quarterly or more frequently as necessary to prioritize maintenance/repairs and replacements, solicit and review bids, oversee work done on maintenance and repairs, recommend an annual capital project budget to the board and prioritization of projects to be completed on an annual basis.

5.5 Charge to the Executive Committee

The executive committee of the board of directors shall be composed of the officers of the Board. The board president shall serve as chair of the executive committee. The executive committee is empowered by these bylaws to act in the absence of the board on all matters of policy determination except amendments to the bylaws. Executive committee actions will be communicated in the form of comprehensive report to all directors within a reasonable time of the action and are subject to recall and reconsideration at the next regular or special board meeting by a majority vote of the directors. The executive committee will act as the nominating committee unless these functions are delegated to a standing or ad-hoc committees.

ARTICLE VI. EXECUTIVE DIRECTOR

6.1 Powers and Authority

The executive director shall be the chief executive officer of the corporation and shall have full and exclusive authority to hire, fire and supervise all support staff, consultants, vendors, and agents consistent with written personnel policies that the board may from time-to-time approve. The executive director shall make expenditures and disburse funds consistent within the board-approved budget, and represent the corporation to the media, public, and government entities within the context of board approved policies and procedures, if any, which might apply.

6.2 Evaluation of the Executive Director

The evaluation of the executive director shall be conducted annually at the conclusion of the fiscal year by the board President and Vice President. The President and Vice President will each complete a written evaluation of the Executive Director in a format agreed upon by the two officers. These evaluations will be reviewed together with the Executive Director in a meeting of the three.

Written evaluations of the Executive Director will be available to the board members upon request.

ARTICLE VII. CONTRACTS, CHECKS, LOANS AND DEPOSITS

7.1 Authorization

The board of directors by majority vote may authorize by specific resolution the executive director to enter a contract or execute/deliver any instrument in the name of and behalf of the corporation.

7.2 Loans

The board of directors by majority vote may authorize by specific resolution, the executive director to borrow funds.

7.3 Checks, Drafts, Etc.

All orders for the payment of money in any amount and more than five hundred dollars (\$500), or to any payee who has received any payment within the prior twelve (12) months require two signatures, one of which must be the executive director.

7.4 Deposits

All funds of the corporation not otherwise employed according to the board approved annual budget shall be deposited in a federally insured account.

ARTICLE VIII. FISCAL YEAR

The fiscal year of the corporation shall begin on October 1 st and end on September 30th .

ARTICLE IX. AMENDMENTS

These bylaws may only be amended by a two-thirds (2/3) vote of the directors with any proposed amendment

communicated in writing or by electronic means to the directors not less than ten (10) days prior to the meeting.

Amendments to the bylaws may be repealed by a two-thirds (2/3) vote of the directors with any proposed repeal communicated in writing or by electronic means to the directors no less than ten (10) days prior to the meeting.

CERTIFICATE OF SECRETARY

The undersigned, corporate secretary of the Flagler Humane Society, hereby certifies that the forgoing bylaws, and amendments thereto, were duly adopted on January 23, 2023.

Cathleen C. Vogel

Signature of Secretary