

LA PLATA COUNTY HUMANE SOCIETY
BYLAWS,
A NONPROFIT CORPORATION

(amended May 5, 2018)

ARTICLE I

PURPOSES AND POLICIES

Section 1.1 PURPOSES

The purposes of the La Plata County Humane Society (Society) are the prevention of cruelty to animals, the relief of suffering among animals, and the extension of humane education.

Section 1.2 POLICIES

1. The Society provides humane care and treatment for all animals needing protection in the areas served by the Society; seeks to return lost animals to their owners; seeks suitable homes for animals without owners; and provides euthanasia, when necessary.
2. In its care of animals, the Society shall make reasonable efforts to meet the minimum standards prescribed by the various national humane organizations.

ARTICLE II

OFFICES

Section 2.1 PRINCIPAL OFFICE.

1. The Society's principal office shall be located at 1111 South Camino del Rio, Durango, Colorado 81303.
2. The Society may have such other offices as the Board of Directors (Board) may designate or as the business of the Society may require from time to time.

Section 2.2 REGISTERED OFFICE.

1. The registered office of the Society is 1111 South Camino del Rio, Durango, Colorado 81303.

2. The Board may change the address of the registered office from time to time.

ARTICLE III

MEMBERS

Section 3.1 QUALIFICATIONS.

1. All members shall be subject to the Policies as stated in Article I of these Bylaws and Article III of the Society's Articles of Incorporation.
2. The Board may refuse membership to any person for any conduct contrary to the Bylaws, the Society's Articles of Incorporation or the Society's Mission Statement.
3. Members must be at least 18 years of age and pay the dues for their membership class.

Section 3.2 DUES.

1. The Board shall establish membership dues for the classes of membership stated in Section 3.2.2.
2. Classes of membership and respective voting allotments shall be as follows:
 - a. Individual - one vote
 - b. Family - two votes
 - c. Lifetime - one vote;
 - d. Corporate - one vote.
3. The dues schedule shall be available at the Humane Society Shelter.

Section 3.3 REMOVAL.

1. Any member who is found by the Board to have committed an act in violation of the Bylaws or of the Society's Articles of Incorporation may be removed from membership by a vote of not less than 2/3 of the Board or the Executive Committee.

2. The Secretary shall provide such member written notice of removal not less than fifteen (15) days prior to the effective date of the proposed removal.
3. The member shall have the right to a hearing before the Board upon written request delivered to the Secretary of the Society not less than five (5) days prior to the effective date of removal.
4. The decision of the Board is final, with no right of appeal.
5. Any notice provided pursuant to this Section 3.3 shall be mailed by first-class or certified mail to the last postal address of the member shown on the books and records of the Society or may be sent by e-mail to the last e-mail address of the member shown on the books and records of the Society.

Section 3.4 ANNUAL MEETING OF MEMBERS.

1. The Annual Meeting of the members shall be held in La Plata County at such time on such day in May of each calendar year as shall be established by the Board.
2. The purpose of the Annual Meeting shall be to elect directors and to transact such other business as is properly brought before the meeting in accordance with the Bylaws.
3. If the Board fails to designate a specific date for the Annual Meeting, the meeting shall occur on the first Saturday of May.
4. If the election of directors is not held on the day designated herein for an Annual Meeting of the members or at any adjournment thereof, the Board shall cause the election to be held at a special meeting of the members not later than ninety (90) days after the scheduled Annual Meeting.
5. To be properly brought before the Annual Meeting, business must be:
 - a. Specified in the notice of meeting (or any supplement thereto) given by or at the direction of the Board;
 - b. Otherwise properly brought before the meeting by or at the direction of the Board; or
 - c. Otherwise properly brought before the meeting by a member.
6. In addition to any other applicable requirements, for business to be properly brought before the Annual Meeting by a member, the member

must have given timely notice thereof in writing to the Secretary of the Society.

- a. To be timely, a member's notice must be hand-delivered to or mailed *and* received at the principal executive offices of the Society not later than twenty-four (24) hours prior to the Board of Directors' regular March meeting.
- b. A member's notice to the Secretary shall set forth, as to each matter the member proposes to bring before the Annual Meeting, the following:
 - i. A brief description of the business to be brought before the Annual Meeting and the reasons for conducting such business at the Annual Meeting;
 - ii. The name and record address of the member proposing such business;
 - iii. The membership class to which the member belongs; and
 - iv. A disclosure of any material interest of the member in such business.

7. Notwithstanding anything in these Bylaws to the contrary, no business shall be transacted at the Annual Meeting except in accordance with the procedures set forth in this Section 3.4., *provided, however*, that nothing in this Section 3.4 shall be deemed to preclude discussion by any member of any business properly brought before the Annual Meeting.

8. The President of the Board (or other presiding officer) shall, if the facts warrant, determine and declare to the members in attendance at the Annual Meeting that business was not properly brought before the meeting in accordance with the provisions of this Section 3.4, and if the President should so determine, the President shall so declare to the meeting and any such business not properly brought before the Annual Meeting shall not be transacted.

Section 3.5 SPECIAL MEETINGS.

1. Special meetings of the members, for any purpose, unless otherwise prescribed by statute, may be called by the President or by a majority of the serving Board.
2. Special meetings of the members, for any purpose, shall be called by the President at the written request of 1/3 of the members, not later than three

(3) weeks after submission of the request, stating the purpose or purposes for which it is to be held, and signed and dated by such members.

3. The business transacted at a special meeting shall be confined to the purposes specified in the notice thereof.
4. Special meetings shall be held at such date and at such time as the Board or President may designate.

Section 3.6 NOTICE OF ANNUAL OR SPECIAL MEETINGS OF MEMBERS.

1. The Secretary (or in his/her absence by another officer) shall give advance notice of all meetings.
2. Notice may be given by any means reasonably calculated to give actual notice of the meeting to the members, including, but not limited to, one or more of the following methods:
 - a. Pre-paid, first class mail to the last known address of the member;
 - b. E-mail;
 - c. Facsimile;
 - d. Hand delivery; or
 - e. By publication in a local newspaper of general circulation at least two weeks prior to the meeting.
3. Actual attendance of a member at an Annual or special meeting shall constitute a waiver of the technical requirements of notice required by these Bylaws.
4. Notice shall contain a general description of the agenda of the Annual Meeting or any special meeting and the names of known candidates for election to the Board.
5. Specific agenda and proposals shall be made available to the membership not later than seven (7) days prior to the meeting, at the Society's principal office.

Section 3.7 CONDUCT OF THE MEETING.

1. The agenda of the Annual or special meeting of the members shall be announced at the opening of the meeting.

2. The Board may adopt by resolution such rules and regulations for the conduct of the meeting of members as it shall deem appropriate.
3. Except to the extent inconsistent with such rules and regulations as adopted by the Board or these Bylaws, the presiding officer of any meeting of the members shall have the right and authority to prescribe such rules, regulations and procedures and to do all such acts as, in the judgment of such presiding officer, are appropriate for the proper conduct of the meeting.
4. Such rules, regulations or procedures, whether adopted by the Board or prescribed by the presiding officer of the meeting, may include, without limitation, the following:
 - i. The establishment of an agenda or order of business for the meeting;
 - ii. Rules and procedures for maintaining order at the meeting and the safety of those present;
 - iii. Limitations on attendance at or participation in the meeting to members of record of the Society;
 - iv. Restrictions on entry to the meeting after the time fixed for the commencement thereof; and
 - v. Limitations on the time allotted to questions or comments by participants.
5. Meetings of members shall be required to be held in accordance with the rules of parliamentary procedure, as stated in the most recent edition of Robert's Rules of Order.
6. Meetings shall be conducted with decorum and civility. Members shall behave accordingly and the presiding officer shall cause any member who violates these requirements to be removed from the meeting.

Section 3.8 MANNER OF ACTING.

1. A quorum of the membership at any meeting of the members shall consist of fifteen (15) members, who are not directors of the Society.
2. If no quorum exists at a meeting, a majority of the members present shall adjourn the meeting for a period not to exceed 90 days for any one adjournment.

3. If a quorum of the members is present at the subsequent meeting, any business may be transacted at such meeting as might have been transacted at the meeting as originally noticed.
4. The members present at a duly called meeting may continue to transact business until adjournment, notwithstanding the withdrawal of enough members to leave less than a quorum, unless the meeting is adjourned and a new record date is set for the adjourned meeting.
5. If a quorum exists, except for the election of directors, the affirmative vote of the majority of the quorum shall be the act of the members, unless the vote of a different proportion or number is otherwise required by statute, the Articles of Incorporation or these Bylaws.

Section 3.9 VOTING.

1. Unless otherwise provided by these Bylaws or the Articles of Incorporation, each member is entitled to one vote upon each matter submitted to a vote at a meeting of members.
2. A member shall not have any voting privileges until he or she has been a member of the La Plata County Humane Society for at least one month prior to the Annual Meeting.
3. Any member may have more than one class of membership, however, they may only exercise the vote (or votes) of one class of membership.
4. Cumulative voting shall not be permitted in the election of directors or for any other purpose. Each member shall be entitled to vote in the election of directors and shall have as many votes authorized for such member's class of membership as there are directors to be elected and for whose election the member has the right to vote.
5. At each election of directors, that number of candidates equaling the number of directors to be elected, having the highest number of votes cast in favor of their election, shall be elected to the Board.
6. Where there is only one director being voted upon, the affirmative vote of a majority of the members constituting a quorum at the meeting at which the election occurs shall be required for election to the board of directors.
7. At the Annual Meeting, the members shall vote to confirm any director or directors appointed pursuant to Article IV, Section 4.10 of these Bylaws.

Section 3.10 VOTING BY BALLOT.

Voting on any question or in any election may be by voice vote unless the presiding officer shall order or any member shall demand that voting be by ballot.

Section 3.11 VOTING BY PROXY.

Voting by proxy shall not be permitted.

ARTICLE IV

BOARD OF DIRECTORS

Section 4.1 GENERAL POWERS.

The Board shall manage the business of the Society.

Section 4.2 PERFORMANCE OF DUTIES.

1. A director of the Society shall perform his or her duties in good faith, in a manner he or she reasonably believes to be in the best interests of the Society, and with such judgment as an ordinarily prudent person in a like position would use under similar circumstances.
2. In performing his or her duties, a director shall be entitled to rely on information, opinions, reports, or statements, including financial statements and other financial data, in each case prepared or presented by persons and groups listed in paragraphs (a), (b), and (c) of this Section 4.2; but he or she shall not be considered to be acting in good faith if he or she has actual knowledge concerning the matter in question that would cause such reliance to be unwarranted.
3. A person who so performs his or her duties in compliance with these policies shall not have any liability by reason of being or having been a director of the Society.
4. The persons and groups on whose information, opinions, reports, and statements a director is entitled to rely upon are as follows:
 - a. One or more officers or employees of the Society whom the director reasonably believes to be reliable and competent in the matters presented;
 - b. Legal counsel, public accountants, or other persons as to matters which the director reasonably believes to be within such persons' professional or expert competence; or

- c. A committee of the Board upon which he or she does not serve, duly designated in accordance with the provision of the Articles of Incorporation or the Bylaws, as to matters within its designated authority, which committee the director reasonably believes to merit confidence.

Section 4.3 **NUMBER, TENURE AND QUALIFICATIONS OF DIRECTORS.**

1. The number of directors of the Society shall initially be nine and shall thereafter be determined by the members of the Society, but shall not be less than six (6) directors.
2. Each director shall hold office until his or her successor is appointed.
3. At each Annual Meeting, the voting members present shall elect three (3) directors to serve terms of three years each.
4. No director shall serve more than two consecutive elected terms. After serving two consecutive elected terms, a director may not serve for the period of at least one year before he/she may be elected to the Board; however, the foregoing does not bar such director from being appointed to a vacancy on the Board.
5. A director must meet the following qualifications:
 - a. Member in good standing for 120 days prior to election or appointment.
 - b. Not less than twenty-one years of age;
 - c. Not an employee of the Society;
 - d. Must be a resident of La Plata County, Colorado;
 - e. Shall not have any felony conviction (including pleas of guilty or no contest) within twenty years prior to the date of their application for appointment, shall not have any misdemeanor conviction involving elements of fraud, concealment, misrepresentation or theft by deception within ten years prior to the date of their application for appointment, and shall not have any conviction for any offense involving animal abuse or domestic violence;
 - f. Have no conflict of interest as defined in these Bylaws (see *Section 4.17*);

- g. Must support the purposes and policies stated in Article I of these Bylaws; and
- h. Meet any additional qualifications stated in these Bylaws, the Articles of Incorporation or applicable law.

Section 4.4 REGULAR MEETINGS.

1. An annual organizational meeting of the Board shall be held not more than 30 days after the Annual Meeting.
2. Regular meetings of the Board shall be held at such times and places as shall be fixed by the Board, provided that the Board shall meet at least quarterly for the transaction of business.
3. The President or a Vice President shall preside at all meetings of the Board.

Section 4.5 SPECIAL MEETINGS.

1. Special meetings of the Board may be called by or at the request of the President or by a majority of the serving Directors.
2. Special meetings of the Board shall be held within La Plata County, Colorado.

Section 4.6 NOTICE OF BOARD MEETINGS.

1. Notice of any Board meeting may be given by any means reasonably calculated to provide a director with actual notice of the meeting, including, but not limited to, one or more of the following:
 - a. Pre-paid, first class mail to the last known address of the member;
 - b. E-mail;
 - c. Facsimile;
 - d. Hand delivery;
 - e. In-person communication; or
 - f. Telephonic communication.
2. A director may waive notice of any meeting.

3. The attendance of a director at any meeting shall constitute a waiver of notice of such meeting.
4. The business to be transacted at and/or the purpose of, any regular or special meeting of the Board shall be included in the notice of such meeting.

Section 4.7 QUORUM.

1. One-half of the number of serving directors fixed by these Bylaws shall constitute a quorum for the transaction of business at any meeting of the Board.
2. If a quorum is not present at any duly called meeting of the Board, a majority of the directors present may adjourn the meeting without further notice.

Section 4.8 MANNER OF ACTING.

Except as otherwise required by applicable law or by the Articles of Incorporation, the act of the majority of the directors present at a meeting at which a quorum is present shall be the act of the Board.

Section 4.9 PARTICIPATION BY ELECTRONIC MEANS.

1. Any director may participate in a meeting of the Board or a committee by means of telephone conference or similar communications equipment by which all persons participating in the meeting can hear each other at the same time.
2. Electronic participation shall constitute presence in person of the director at the meeting.

Section 4.10 VACANCIES.

1. If any director ceases to be a director during his or her term for any reason, the Board may appoint a successor to serve until the next Annual Meeting.
2. The voting members present at the Annual Meeting shall vote on the issue of whether to confirm the Board-appointed director to fill the remainder of the unexpired term. If the vote of the members vote fails to confirm the appointee, the Board shall seek another appointee.
3. If the unexpired term is more than one year, the director filling this term shall be eligible to serve one full three-year term in addition to the unexpired term.

Section 4.11 RESIGNATION.

1. Any director may resign at any time by giving written notice to the President or the Secretary of the Society.
2. The resignation of any director shall take effect upon submission of the notice or at such later time as shall be specified in the notice; and, unless otherwise specified therein, the acceptance of such resignation by the Board shall not be necessary to make it effective.

Section 4.12 REMOVAL OF DIRECTORS.

1. If any director shall be absent without excuse, as determined by the Board, for more than 1/3 of the regular meetings in any one year, he or she will be deemed to have resigned from office and the vacancy so caused shall be filled as herein provided for the filling of Board vacancies.
2. Any director or directors of the Society may be removed at any time, with or without cause, in the manner provided in the Colorado Nonprofit Corporation Act. (See CRS § 7-128-108).

Section 4.13 COMMITTEES.

1. The Board may designate two or more directors to constitute a committee, any of which shall have such authority in the management of the Society as the Board of Directors shall designate and as shall be prescribed by the Colorado Nonprofit Corporation Act.
2. Committees may have non-director members; however, appointment of a non-director to a committee does not extend any governance authority to the non-director except as stated in these Bylaws regarding the authority of the committee. The Executive Committee shall not have non-director members.

Section 4.14 CONFLICT OF INTEREST.

1. No person may serve as a director who is, or whose spouse is, a shareholder, voting member, or employee of a competing business interest.
2. No person may serve as a director whose immediate family member is an employee of the Society.
3. For purposes of this section only, the term "immediate family member" shall mean a spouse, father, stepfather, mother, stepmother, daughter,

stepdaughter, son, stepson, sister, stepsister, half-sister, brother, stepbrother, half-brother, father-in-law, mother-in-law, daughter-in-law, son-in-law, grandfather, grandmother, grandchild, and first cousin.

4. No person may serve as a director who has taken a position contrary to the interests of the Society, as those interests are defined by these Bylaws, the Articles of Incorporation or the Mission Statement.

Section 4.15 CONFLICTING INTEREST TRANSACTION.

As provided by CRS § 7-128-501, if Directors have "conflicting interest transactions" with the Society, those transactions shall be governed by CRS § 7-128-501, as amended.

ARTICLE V

OFFICERS

Section 5.1 NUMBER.

1. The officers of the Society shall be President, Vice President, Secretary and Treasurer.
2. Such other officers and assistant officers as may be deemed necessary may be appointed by the Board.
3. Only directors may serve as officers.

Section 5.2 ELECTION AND TERM OF OFFICE.

1. The officers shall be elected by the Board at its first meeting following the Annual Meeting
2. If the election of officers cannot be held at such meeting, the elections shall be held as soon thereafter as practicable.
3. Each officer shall hold office until his or her successor shall have been duly elected and shall have qualified or until his or her death or until he or she resigns or is removed in the manner provided in these Bylaws.

Section 5.3 REMOVAL.

1. Any officer may be removed by the Board whenever in its judgment the best interest of the Society will be served thereby, but such removal shall be without prejudice to the contract rights, if any, of the person so removed.

2. Election or appointment of an officer or agent shall not of itself create contract rights. (See CRS § 7-128-108)

Section 5.4 VACANCIES.

A vacancy in any office shall be filled, as soon as practicable, by the Board for the unexpired portion of the term and subject to confirmation by the members at the next Annual Meeting.

Section 5.5 PRESIDENT.

1. The President shall be the chief executive officer of the Society and, subject to the control of the Board, shall in general supervise and control all of the business of the Society.
2. The President shall, when present, preside at all meetings of the members and of the Board.
3. The President may sign, with the Secretary or any other proper officer of the Society thereunto authorized by the Board, deeds, mortgages, bonds, contracts, or other instruments which the Board has authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the Board or by these Bylaws to some other officer or agent of the Society, or shall be required by law to be otherwise signed or executed.
4. The President shall perform all duties incident to the office of President and such other duties as may be prescribed by the Board.
5. No director shall serve as President for more than two consecutive years.

Section 5.6 VICE PRESIDENT.

1. The Vice President shall fill all functions of the President when the latter cannot serve for any reason.
2. No director shall serve as Vice President for more than two consecutive years.

Section 5.7 SECRETARY.

The Secretary shall:

1. Keep the minutes of the proceedings of the members and of the Board in one or more books provided for that purpose;

2. See that all notices are duly given in accordance with the provisions of these Bylaws or as required by law;
3. Be custodian of the corporate records and of the seal of the Society and see that the seal of the Society is affixed to all documents, the execution of which on behalf of the Society under its seal is duly authorized;
4. Keep a register of the post office address of each member which shall be furnished to the Secretary by such member; and
5. In general perform all duties incident to the office of the Secretary and such other duties as from time to time may be assigned to him or her by the President or by the Board.

Section 5.8 TREASURER.

The Treasurer shall:

1. Have charge and custody of and be responsible for all funds and securities of the Society;
2. Receive and give receipts for moneys due and payable to the Society from any source whatsoever, and deposit all such moneys in the name of the Society in such banks, trust companies or other depositories as shall be selected in accordance with the provisions these Bylaws;
3. In general perform all of the duties incident to the office of Treasurer and such other duties as from time to time may be assigned to him or her by the President or by the Board ;
4. Shall disburse funds in accordance with a budget approved by the Board ; and
5. Shall cause an internal annual review of all financial internal control procedures and budget compliance by a committee elected by the Board of not less than three (3) and not more than five (5) directors.

Section 5.9 LOANS TO OFFICERS.

No loans shall be made by the Society to any officer or director of the Society.

ARTICLE VI

CONTRACTS, LOANS, CHECKS AND DEPOSITS

Section 6.1 CONTRACTS.

The Board may authorize any officer or officers, agent or agents, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Society, and such authority may be general or confined to specific instances.

Section 6.2 LOANS.

No loans shall be contracted on behalf of the Society and no evidences of indebtedness shall be issued in its name unless authorized by a resolution of the Board.

Section 6.3 CHECKS, DRAFTS, ETC.

All checks, drafts or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of the Society shall be signed by two directors.

Section 6.4 DEPOSITS.

All funds of the Society not otherwise employed shall be deposited to the credit of the Society in such banks, trust companies or other depositories as the Board may direct.

Section 6.5 GIFTS.

The Board may accept on behalf of the Society any contribution, gift, bequest or devise for the general purposes of or for any special purposes of the Society.

ARTICLE VII

NONDISCRIMINATION

The officers, directors, committee members, employees and persons served by this Society shall be selected entirely on a nondiscriminatory basis with respect to age, sex, race, religion, national origin and sexual orientation.

ARTICLE VIII

BOOKS AND RECORDS

The Society shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of the Board and committees.

ARTICLE IX

FISCAL YEAR

The fiscal year of the Society shall end on the last day of December in each calendar year.

ARTICLE X

CORPORATE SEAL

The Board may provide a corporate seal that shall be circular in form and shall have inscribed thereon the name of the Society and the state of incorporation and the words "CORPORATE SEAL."

ARTICLE XI

WAIVER OF NOTICE

Whenever any notice is required to be given under the provisions of these Bylaws or under the provisions of the Articles of Incorporation or under the provisions of the Colorado Nonprofit Corporation Act, or otherwise, a waiver thereof in writing, signed by the person or persons entitled to such notice, whether before or after the event or other circumstance requiring such notice, shall be deemed equivalent to the giving of such notice.

ARTICLE XII

AMENDMENTS

1. These Bylaws may be altered, amended or repealed, and new Bylaws may be adopted by the members through a 2/3 majority vote of all votes cast.
2. A quorum to amend or change the Bylaws requires the presence, in person, of at least 15 voting members who are not also members of the Board.
3. Directors may vote on the issue of Bylaw amendment.
4. Amendments may occur at the Annual Meeting or at a special meeting called for that purpose by the Board.
5. A proposal to amend the Bylaws at an Annual Meeting by a member shall be submitted in writing and received by the Secretary before the March Board Meeting.
6. A proposal to amend the Bylaws at a Special Meeting of the Members shall be submitted in writing and received by the Secretary fifteen (15)

days prior to the Meeting at which the amendments will be submitted to a vote.

7. The Secretary shall include a summary of the text of the proposed amendment (or amendments) in the notice of the meeting at least seven (7) days prior to the meeting.
7. Specific text of the proposed amendment (or amendments) shall be made available to any member, upon request, not later than seven (7) days prior to the Meeting at which the amendments will be submitted for a vote.

ARTICLE XIII

COMMITTEES

Section 13.1 EXECUTIVE COMMITTEE APPOINTMENT.

1. The Board of Directors by resolution adopted by a majority of the full Board, may designate five or more of its members to constitute an Executive Committee, which shall include the President and Treasurer.
2. The designation of such Committee and the delegation thereto of authority shall not operate to relieve the Board of Directors, or any member thereof, of any responsibility imposed by law.

Section 13.2 EXECUTIVE COMMITTEE AUTHORITY.

1. The Executive Committee, when the Board of Directors is not in session, shall have and may exercise all of the authority of the Board of Directors.
2. Such authority may be limited by the resolution appointing the Executive Committee.
3. The Executive Committee shall not have the authority of the Board of Directors to amend the Articles of Incorporation, adopt a plan of merger or consolidation, recommend to the members the sale, lease or other disposition of all or substantially all of the property and assets of the Society otherwise than in the usual and regular course of its business, recommend to the members a voluntary dissolution of the Society or a revocation thereof, or amend the Bylaws of the Society.

Section 13.3 EXECUTIVE COMMITTEE TENURE AND QUALIFICATIONS.

Each member of the Executive Committee shall hold office until the next regular annual meeting of the Board of Directors following his or her designation and

until his or her successor is designated as a member of the Executive Committee and is elected and qualified.

Section 13.4 EXECUTIVE COMMITTEE MEETINGS.

1. Regular meetings of the Executive Committee may be held without notice at such time and place as the Executive Committee may fix by resolution.
2. Special meetings of the Executive Committee may be called by any member thereof upon not less than one day's notice stating the place, date and hour of the meeting, which notice may be written or oral.
3. Any member of the Executive Committee may waive notice of any meeting and no notice of any meeting need be given to any member thereof who attends in person.

Section 13.5 EXECUTIVE COMMITTEE QUORUM.

1. A majority of the members of the Executive Committee shall constitute a quorum for the transaction of business at any meeting of the committee.
2. Action of the Executive Committee must be authorized by the affirmative vote of a majority of the members present at a meeting at which a quorum is present.

Section 13.6 EXECUTIVE COMMITTEE VACANCIES.

Any vacancy in the Executive Committee may be filled by a resolution adopted by a majority of the full Board of Directors.

Section 13.7 EXECUTIVE COMMITTEE PROCEDURE.

1. The Executive Committee shall elect a presiding officer from its members and may fix its own rules of procedure that shall not be inconsistent with these Bylaws.
2. The Executive Committee shall keep regular minutes of its proceedings and report the same to the Board of Directors for its information at the meeting thereof held next after the proceedings shall have been taken.

Section 13.8 NOMINATING COMMITTEE.

1. At each annual meeting, the Board will solicit volunteers to serve on a nominating committee of three or more members or directors to serve for the ensuing year.

2. Throughout the year, other members and directors may volunteer for this committee by notifying the Secretary.
3. Should a nominating member decide to run for the Board, that member may not serve on the Nominating Committee.

Section 13.9 OTHER COMMITTEES.

1. Other committees not having and exercising the authority of the Board of Directors in the management of the Society may be appointed in such manner as may be designated by a resolution adopted by a majority of the Directors present at a meeting at which a quorum is present.
2. Except as otherwise provided in such resolution, members of each such committee shall be members of the Society, and the President of the Society shall appoint the members thereof.
3. Any member of a committee may be removed by the person or persons authorized to appoint such member whenever in their judgment the best interests of the Society shall be served by such removal.

Section 13.10 COMMITTEE REPORTS.

All completed actions by the Executive and other committees of the Board shall be reported to the Board at the next succeeding Board meeting and shall be subject to revision or alteration by the Board, provided that no acts or rights of third parties shall be affected by any such revision or alteration.

ARTICLE XIV

ELECTIONS

Section 14.1 NOTIFICATION OF VACANCIES.

1. The Nominating Committee shall notify the members of the number of vacancies on the Board to be filled at the Annual Meeting, who to contact should a member wish to run for the Board, the eligibility requirements for directors, the deadline for applications, and the date of the election.
2. Notice shall be given by one or more of the following methods: mailed, pre-paid, first class postage to the last known address of the member; by e-mail; or posted on the Society's web site.
3. Notice shall be sent on or before February 15 preceding the next annual meeting.

Section 14.2 SELECTION OF NOMINEES.

1. During the interim between the Notification of Vacancies and Certification of Nominees, the Nominating Committee shall contact all known candidates for the Board vacancies and ascertain whether they meet the qualifications to run for the Board.
2. The names of all candidates meeting the qualifications shall be tendered to the Board as Nominees.
3. The Nominating Committee shall not accept applications for candidates after March 15.

Section 14.3 CERTIFICATION OF NOMINEES TO BOARD OF DIRECTORS.

Prior to, or at, the regular Board meeting for March, the Nominating Committee shall tender a list of all known nominees to the Board.

Section 14.4 NOTIFICATION OF NOMINEES TO MEMBERSHIP.

1. The Secretary shall:
 - a. Post the names of the qualified Nominees not less than ten (10) days prior to the annual meeting at the Humane Society Shelter and Thrift Store;
 - b. Not less than ten days prior to the annual meeting, notify the membership of the qualified Nominees (including board appointments that require confirmation.)
2. Notification shall be given by one or more of the following methods:
 - a. Mail by pre-paid, first class postage to the last known address of the member;
 - b. E-mail; or
 - c. Post the names of nominees on the Humane Society website.
2. The Secretary may post the names of the known Nominees in a local paper of general circulation each of the two weeks prior to the Annual Meeting.

Section 14.5 NOMINATIONS OF CANDIDATES FOR BOARD OF DIRECTORS.

1. Nominations of Board candidates may be made by a member or a director.

2. Nominations shall be made pursuant to timely notice in writing to the Secretary of the Society.
3. To be timely, notice shall be delivered to or mailed and received at the principal executive offices of the Society on or before March 15 preceding the next annual meeting.
4. Notice to the Secretary shall state the following:
 - i. The name, age, business address and residence of the nominee or nominees;
 - ii. The principal occupation or employment of the nominee or nominees;
 - iii. The membership class of the nominee or nominees;
 - iv. Any other information relating to the nominee or nominees that is required to be disclosed by these Bylaws;
 - v. The name and record address of the member making the nomination; and
 - vi. The membership class of the member making the nomination.
5. The Society may require any proposed nominee to furnish such other information as may reasonably be required by the Society to determine the eligibility of such proposed nominee to serve as director of the Society.
6. No person shall be eligible for election as a director of the Society at the Annual Meeting of members unless nominated in accordance with the procedures set forth herein.
7. The presiding officer at the Annual Meeting shall, if the facts warrant, determine and declare to the meeting that a nomination was not made in accordance with the foregoing procedure, and if he or she should so determine, the presiding officer shall so declare to the members and the defective nomination shall be disregarded.

Section 14.6 CONFLICT OF RULES.

Should there be any conflict within the body of the Bylaws regarding the Nominating Committee or election of Directors, this Article XIV shall prevail.

CERTIFICATE

I hereby certify that the foregoing Bylaws, consisting of 23 pages, including this page, constitute the Bylaws of La Plata County Humane Society, adopted by the Membership of the Society on the _____ day of _____, _____.

Secretary

