

## **HOPE ANIMAL SHELTER BYLAWS**

These bylaws were adopted on February 28, 2023, as the Restated Bylaws of the Corporation and supersede and replace all previous version of the Bylaws. The only update is a date correction to Article VII.

### **ARTICLE 1 – NAME AND PURPOSE**

Section 1: The name of the organization shall be H.O.P.E. (Help Orphaned Pets Everywhere).

Section 2: HOPE is a private, non-profit, tax-exempt organization committed to caring for orphaned animals and provide them with preventative medical treatment, food and shelter until a new home is located and secured. Founded in 1992, H.O.P.E. is incorporated by the State of Michigan and is supported by Gogebic County, MI and Iron County, WI appropriations, adoption fees, donations, fundraising and volunteers. H.O.P.E. believes that all life should be revered and that all living creatures should be treated with kindness and respect.

### **ARTICLE II – BOARD OF DIRECTORS**

Section 1: Powers of Board. The business of this organization shall be managed by a Board of Directors. The board is responsible for overall policy and direction of the organization. The Board receives no compensation other than reimbursement of reasonable expenses.

Section 2: Composition of Board. The Board shall consist of no fewer than five (5) and no more than fifteen (15) persons (the “Directors”). The exact number of Directors shall be set from time to time by resolution of the Board. When vacancies among the Directors occur by reason of death, resignation, failure of qualification, removal, or otherwise, the number of Directors shall be reduced by such vacancies until qualified replacements are named by the Board.

The Directors shall consist of persons who support the purpose of the Corporation and/or have expertise related to the financial and business operations of H.O.P.E.. In addition, the Board shall use its best efforts to elect at least one veterinarian as a Board Director. Other qualifications for Directors and criteria for the selection process may be established from time to time by the Board.

Section 3: Elections. The Directors shall be elected by the Board at its Annual Meeting.

Section 4: Terms. All Board members shall serve two-year terms and are eligible for re-election.

Section 5: Vacancies. When a vacancy on the Board exists, nominations for new Board members may be received from present Board members in advance of the next scheduled Board meeting. These nominations shall be sent out to Board members with the regular Board meeting announcement, to be voted upon at the next Board meeting.

Section 6: Resignation, Termination and Absences. Resignation from the Board must be in writing and received the Secretary. A Board member shall be dropped for excess absences from the Board if he or she has three (3) unexcused absences from the Board meetings in a year. A Board member may be removed for other reason by a three-fourths vote of the remaining members.

Section 7: Regular and Special Meetings. Regular meetings of this organization shall be held at a time and place as determined by the Board, with the expectation that the Board will meet on the fourth Tuesday of the month. The specific location may be determined at every meeting for the subsequent meeting. Public Notice of meetings shall be given 24 hours' notice. Posting to include, but not limited to, place of meeting. There shall be 18 hours' notice in case of emergency meetings. The President is responsible for notifying absent Board members of the next meeting's location. Special meetings of the Board may be called by the President, or by two (2) or more Directors at such time and place as the President or Directors calling the meeting may specify and in accordance with the notice requirements of Article 2, Section 13.

Section 8: Annual Meeting. The annual meeting of the Board shall be held in February of each year on such day and at such place and time as determined by the Board of the Corporation. The purpose of the annual meeting is to elect Directors and officers, and for the transaction of such other business as may come before the meeting.

Section 9: Quorum. A majority of the Board constitutes a quorum for the transaction of business at any meeting of the Board, provided that for those actions of the Board requiring more than a majority vote as provided in the Bylaws, the number of Directors required to take that action must be present at the meeting in order to have a quorum.

Section 12: Electronic Communications. Members of the Board or any committee of the Board may conduct any regular or special meeting by use of any electronic means of communication provided: (1) all participating Directors may simultaneously hear or read each other's communications during the meeting or (2) all communications during the meeting is immediately transmitted to each participating Director and each participating Director is able to immediately send messages to all other participating Directors. Before the commencement of any business at a meeting at which any Directors do not participate in person, all participating Directors shall be informed that a meeting is taking place at which official business may be transacted. Participation in such a manner shall constitute presence in person at such meeting for the purposes of these Bylaws.

Section 14: Rule of Procedure. The Board of Directors will prepare and maintain rules of procedure of the corporation. Robert's Rules of Order will be procedure for monthly board meetings.

### **ARTICLE III - OFFICERS**

Section 1: Officers and Duties. The officers of the Corporation shall be a President, Vice President, Secretary and Treasurer. All of the officers shall be Directors. One person may fill the offices of two positions, upon agreement and majority vote of the entire Board of Directors.

Their duties are as follows:

The President shall:

- Set the preliminary agendas for each regularly scheduled Board meeting and send it to Board Members.
- Preside over and conduct business at the Board meetings.

- Appoint all Committees, temporary or permanent.
- Shall be one of the officers who may sign the checks for the organization.
- Prepare an annual report of the work of the organization.
- Have such powers as may be reasonably construed as belonging to the chief executive of any organization.

The Vice-President, if such position is filled, shall:

- In the event of the absence or inability of the President to exercise his or her office become action President of the organization with all the rights, privileges and powers as if he had been the duly elected president.

The Secretary shall:

- Be responsible for keeping records of Board actions, including overseeing the taking of minutes at all board meetings, distribution copies of minutes to each Board member, and assuring that operate records are maintained.
- Perform such other duties as may be assigned by the board of directors.
- Upon completion of term of office, turn over to the successor secretary all the files and equipment of the corporation in his/her custody.

The Treasurer shall:

- Oversee all monies belonging to the organization and have full responsibility for the organization's bank account.
- Chair the finance committee.
- Assist in the preparation of the budget.
- Prepare Monthly and Quarterly financial statement for the board of directors for Monthly Meetings.
- Be one of the officers authorized to sign checks of the organization.
- Make financial information available to Board members and the public.
- Perform such other duties as may be assigned by the Board of Directors.
- Upon completion of term of office, turn over to the successor Treasurer all the files and equipment of the corporation in his/her custody.

Section 2. Election, Term of Office and Removal.

- a. At the Annual Meeting, the Board shall elect the officers of the Corporation for two (2) year terms, or until the Board again elects new officers, whichever occurs first.
- b. Any officer of the corporation may be removed from office at any time for any reason by a two-thirds (2/3) vote of all of the Directors.

## **ARTICLE IV - COMMITTEES**

Section 1. Standing Committees. The Board may designate by resolution one or more standing committees of the Board. Each standing committee shall consist of one (1) or more Directors.

Section 2. Advisory Committees. Board by resolution may designate one or more advisory or ad hoc committees that do not have the powers of the Board to manage the affairs of the Corporation. Any such committee shall include at least one (1) Director and as many non-Directors as the Board desires. The advisory committees shall have the duties set forth in the resolution of the Board designating the committee.

#### **ARTICLE V - CONTRACTS, CHECKS, DEPOSITS AND FUNDS**

Section 1. Contracts. The President and such officers(s) of the Corporation may enter into any contract or execute and deliver any instrument in the name of and on behalf of the Corporation. The Board may authorize any other officer or officers, of the Corporation, in addition to the officers so authorized by these Bylaws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Corporation, and such authority may be general or confined to specific instances.

Section 2. Checks, Drafts, Etc. All checks, drafts or order for the payment of money, notes or other evidence of indebtedness issued in the name of the Corporation, shall be signed by the President or such officer(s) of the Corporation as set forth in the Board Policies.

Section 3. Deposits. All funds of the Corporation shall be deposited no less than twice per month to the Corporation in such banks, trust companies or other depositories as the Board designates.

Section 4. Books and Accounts. The Corporation shall keep or cause to be kept correct and complete books and records of account and also keep minutes of the proceedings of the Board and summaries of its committee meetings. In addition, the Corporation shall cause to be filed the necessary reports, tax returns or other documents as may be required by law on its own behalf.

#### **ARTICLE VI - INDEMNIFICATION**

The Corporation shall, to the fullest extent, in accordance with the laws of the State of Michigan, indemnify each Director and officer of the Corporation against reasonable expenses and against liability incurred by a Director or officer in a proceeding in which he or she was a party because he or she was a Director or officer of the Corporation. These indemnification rights shall not be deemed to exclude any other rights to which the Director or officer may otherwise be entitled. The Corporation shall indemnify any employee who is not at Director or officer of the Corporation, to the extent the employee has been successful on the merits or otherwise in defense of a proceeding, for all reasonable expenses incurred in the proceeding if the employee was a party because he or she was an employee of the Corporation. The Corporation may, to the fullest extent in accordance with the laws of the State of Michigan, indemnify, reimburse or replace expenses of Directors, officers, or employees.

#### **ARTICLE VII - FISCAL YEAR AND TERM YEAR**

The calendar year of the corporation is January 1<sup>st</sup> through December 31<sup>st</sup>.

The terms of the officers and Directors shall be the fiscal year March 1<sup>st</sup> through February 28<sup>th</sup> or 29<sup>th</sup>, unless otherwise determined by the Board.

**ARTICLE VIII - AMENDMENTS TO THE BYLAWS**

These Bylaws may be amended or repealed, and the new Bylaws may be adopted by the affirmative vote of two-thirds (2/3) of all the Directors, provided that notice of the meeting is given stating the proposed amendment, repeal or new Bylaws to be considered

**ARTICLE IX - DISSOLUTION**

The Corporation shall be dissolved upon the affirmative vote of two-thirds (3/2) of all Directors of the Corporation. Upon dissolution, the assets shall be distributed in accordance with the Corporation's Articles of Incorporation.