



BY LAWS OF SAFE HAVEN HUMANE SOCIETY

ARTICLE I: NAME

The name of this organization is the Safe Haven Humane Society, a non-profit corporation. It will be known here simply as “Safe Haven.”

ARTICLE II: PURPOSE, POLICY, & MISSION

SECTION 1 - PURPOSE: The purpose of Safe Haven is to prevent cruelty to animals, to promote animal welfare, and to educate the public about humane care and treatment of animals.

SECTION 2 – POLICY: The policy of Save Haven is to give humane care and treatment to all adoptable dogs and cats in Safe Haven’s service area needing shelter, to try to return lost dogs and cats to their owners, to try to find good homes for those without owners, and to provide euthanasia when necessary. Animals under Safe Haven’s control may be disposed of only as specified in this section. Animals may not be taken or used for experimentation or vivisection.

SECTION 3 – MISSION STATEMENT: Safe Haven’s Mission is to provide a haven and treatment for adoptable cats and dogs, place them in suitable homes, increase awareness of the humane treatment of animals and promote spay/neuter programs to reduce the overpopulation of cats and dogs in Jo Daviess County.

ARTICLE III: SEAL

The Board of Directors may prescribe the design for a corporate seal. The seal may be used by causing it or a facsimile thereof to be impressed or affixed or reproduced otherwise.

ARTICLE IV: MEMBERSHIP

SECTION 1 – ELIGIBILITY: Anyone interested in Safe Haven’s purpose and willing to support its policy can become a member by paying annual dues. A membership will continue on receipt of annual dues unless it is ended as specified in Section 3 and 7 of this article.



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SECTION 2 – CLASSES:

Membership classes and dues shall be structured by the Membership Committee and approved by the Board of Directors. The existing LIFETIME membership class shall retain that status.

Membership starts on the date an application is accepted at Safe Haven. Voting members may cast one vote at any general meeting or in any referendum, provided, however, that a member shall not have any such rights until he or she has been a paid member of Safe Haven for three months and remains a paid member at the time of voting.

Student members are under 18 years of age.

Honorary members are elected by the Board in recognition of noteworthy humane acts.

Emeritus membership may be conferred by the Board on former Board members who are retiring after long, loyal service. They may attend Board meetings as non-voting advisors. They may vote as a regular member if they pay for a voting membership.

SECTION 3 – TERM, DUES PAYMENT: Membership is for a period of one year from the date of initiation or renewal with the payment of dues, with the exception of existing LIFETIME membership. Safe Haven will send renewal notices before a membership expires. A second notice will be sent when dues are 60 days late. If dues are not paid within 90 days, the membership will be considered ended. Membership may be renewed with the appropriate membership fees.

SECTION 4 – RIGHTS: Voting members have the right to elect the Board of Directors and to serve on committees. No voting member who is a paid employee or who is the parent, child, or spouse of a paid employee of Safe Haven may serve on any committee whose responsibilities in any way affect personnel policy or personnel salaries of Safe Haven. The Board of Directors shall settle all disputes of interpretation of this section.

SECTION 5 – TRANSFERRAL, ASSIGNMENTS: Membership is not transferable or assignable.

SECTION 6 – RESIGNATION: A member may resign at any time by sending written notice to Safe Haven. No part of the annual dues will be refunded to any resigning member.

SECTION 7 – EXPULSION: A member may be expelled for good reason by a two-Thirds vote of the Board. Expulsion may be appealed to the membership at the next ensuing annual meeting by sending a notice of appeal to the Recording Secretary 10 days



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before that meeting. The membership may overrule the Board's expulsion by a majority vote at the next annual meeting and their decision is final.

ARTICLE V: MEMBERSHIP MEETINGS

SECTION 1 – ANNUAL MEETING: The annual meeting will be held during the month of May at a time and place designated by the Board. The purpose of this meeting is to elect Directors; to present the President's annual report; the Shelter Manager's annual report; and to conduct other business as necessary.

SECTION 2 – GENERAL MEETINGS: General meetings may be held at a time and place designated by the Board.

SECTION 3 – SPECIAL MEETINGS: Special meetings may be called at any time by the Recording Secretary at the direction of the President, or by a majority of the Board, or by any 25 voting members, if they file a written statement with the Recording Secretary explaining the reason for the meeting. At least 30 days, but not more than 60 days after a request is filed, a special meeting will be held at a time and place designated by the Board.

SECTION 4 – AUTHORITY: At any meeting, only the members present or present electronically have the authority to conduct business. Decisions at any meeting will be made by majority vote of those present and voting. No proxy voting will be allowed.

SECTION 5 – ADVANCE NOTICE: The Recording Secretary will give public notice at least 10 days before the annual and any general or special meeting.

ARTICLE VI: BOARD OF DIRECTORS

SECTION 1 – PURPOSE: The concerns, direction, and general management of the affairs of Safe Haven shall be vested in the Board of Directors.

SECTION 2 – SIZE, QUALIFICATIONS: This Board will have at least seven Directors, and it will have a maximum of eleven Directors. At any time when the number of Directors in office shall be fewer than seven, the Directors remaining in office shall add to their number until there be no fewer than seven in office, but no act of Safe Haven shall be void at any time merely because there are fewer than seven Directors in office.

Only voting members may serve as Directors. No person may serve on the Board of Directors who is the parent, child, or spouse of a paid employee of Safe Haven.



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Only one member of a household or immediate family (parent, child, spouse) may serve on the Board for a given year.

SECTION 3 – ELECTION, TERM: Directors will be elected at the annual meeting by a majority of voting members attending. Directors will serve for three years.

SECTION 4 – NOMINATION: At least 60 days before each annual meeting, the President of the Board will appoint two Directors to identify nominees for election or reelection to the Board at the annual meeting. At least 30 days before each annual meeting, the selected Directors will make at least as many nominations for Director as the number of Directors to be elected to a maximum of eleven.

SECTION 5 – VACANCIES: In case any Director shall by death, resignation, incapacity to act, or otherwise cease to be a Director during his or her term, his or her successor shall be chosen by the Board to serve until the next annual meeting of the members. At such meeting, the active members shall elect a Director to fill the unexpired term of the Director unless the unexpired term of the Director whose vacancy is to be filled expires after such meeting, in which event a Director shall be elected for a full term by the active members.

SECTION 6 – POWERS, RESPONSIBILITIES: The Board will have full power to do everything necessary to promote Safe Haven's welfare. The Board's powers and responsibilities, among others include: general management of Safe Haven's affairs and property, hiring and retaining a shelter manager, acting on the manager's recommendations, reviewing employees' duties (consistent with these bylaws), and making agreements to provide for shelter facilities, vehicles, and personnel to carry out the programs of Safe Haven. It is the Shelter Manager's responsibility to terminate any unacceptable employees, with or without cause.

SECTION 7 – VOLUNTEER STATUS, REIMBURSEMENT: Board members and committee members serve as unpaid volunteers, but they may be reimbursed, with the prior approval of the Board, for expenses associated with their duties.

ARTICLE VII: BOARD OF DIRECTORS' MEETINGS

SECTION 1 – FREQUENCY: Regular meetings will be held at least quarterly at times and places designated by the Board.



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SECTION 2 – SHELTER REPORT: At each meeting, the Shelter Manager will provide a summary of the shelter’s activities since the previous meeting.

SECTION 3 – SPECIAL MEETINGS: Special meetings may be called by the President, or by any three Directors if they file a written request with the Recording Secretary.

SECTION 4 – QUORUM: SECTION 4 – QUORUM: A majority of the Board of Directors in office must be present at any meeting of the Board of Directors for the transaction of any business. To be present a director can be physically present or present by telephone or other electronic connection.

SECTION 5 – VOTING: Except when specified otherwise in these bylaws, decisions at any meeting of the Board, Executive Committee, or ad hoc committees within the scope of their responsibilities, will be made by majority of those present and voting. Each Director has one vote. No proxy voting will be allowed.

SECTION 6 – MISSED MEETINGS: If any Director misses three consecutive meetings without having been excused by the Board President or Secretary with the approval of the Board, or misses a total of one-half of the regularly scheduled meetings during the previous 12 months, that Director will be considered to have resigned.

ARTICLE VIII: OFFICERS

SECTION 1 – ELECTION, OFFICERS, TERM: At each annual meeting of the Board, the Directors will elect Officers for the following year. If the officers are not elected at the annual meeting, they may be elected after that meeting is adjourned or at any subsequent board meeting. The term of office is from annual election to the next annual election, but the Board may dismiss Officers before their term expires with a majority vote.

SECTION 2 – VACANCY: Whenever any vacancy shall occur in any office of Safe Haven by death, resignation, or otherwise, the Board of Directors may fill the vacancy.

SECTION 3 – PRESIDENT: The President is the chief executive officer. The President presides at all meetings and is a voting member of all committees. The President has the authority to countersign with the Treasurer, any papers regarding Safe Haven’s interests in the sale of securities or other assets, or in the settlement of estates or trusts.

SECTION 4 – VICE PRESIDENT: The Vice President is to actively assist the President and to perform the duties of the President in the President’s absence. The Vice President



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shall fill all functions of the President when the latter is incapacitated, is unavailable, or has resigned.

SECTION 5 – RECORDING SECRETARY: The Recording Secretary is to take the minutes of the annual and other Board meeting; to distribute copies of the minutes to each Director; to make copies of the minutes available to any other member on request; to have custody of Safe Haven’s records, bylaws, and archives, unless any or all of these are placed in the care of others by the Board; to send agendas of membership and Board meetings to each Director; to give advance notice of meetings as specified elsewhere in these bylaws to each member and Directors; to receive correspondence to notify the Board and report responses to said; and to perform other duties the Board may assign.

SECTION 6 – TREASURER: The Treasurer is to keep and have custody of all financial records; to make said records available to authorized requestors; to submit an annual report and analysis of income, expenditures, assets, and liabilities to the Board and to the membership at the annual meeting; to deposit in Safe Haven’s name in banks or trust companies designated by the Board all money received; to disburse funds as specified in the budget approved by the Board; to countersign with the President any papers regarding Safe Haven’s interest in a sale approved by the Board; to countersign with the President any papers regarding Safe Haven’s interest in the sale of securities or other assets or in the settlement of estates or trusts; to have the power to appoint, subject to the approval of the Board, an assistant treasurer; and to perform duties generally the same as those of other treasurers in similar organizations.

ARTICLE IX: COMMITTEES OF THE BOARD

SECTION 1 – STANDING AND SPECIAL COMMITTEES, CHAIRPERSONS, and MEMBERSHIPS: In addition to those specified below, the Board may also create special committees for any necessary purposes.

Chairpersons of committees are appointed by the Board and must submit a report of committee activities to the Board. Membership on all committees except Advisory Finance and Executive is open to any voting member with the approval of the Chairperson. The Chairperson may also appoint other members for their committee who serve in an advisory capacity.

SECTION 2 – ADVISORY FINANCE COMMITTEE: The members of this committee are the Treasurer, who is Chairperson, the President, and at least one other Director. The committee prepares the annual budget and advises on financial matters and long-range financial goals of Safe Haven. Meetings are called by the Chairperson or the President.



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SECTION 3 – EXECUTIVE COMMITTEE: The members of this committee are the President, who is Chairperson, the Vice President, the Treasurer, and the Recording Secretary. The Committee acts between Board meetings to expedite business and has all the power of the Board, but its actions are subject to confirmation by the Board. The committee may not approve or terminate memberships. Meetings are called by the President.

SECTION 4 – NOMINATING COMMITTEE: In addition to the responsibilities specified in Article VI, Section 4, nominations may be received from the membership. A potential Board member may be recommended to the Board at any time. A resume of the potential member and an in-person meeting with the Board must occur prior to any vote for a seat on the Board.

ARTICLE X: RULES

All membership, Board, and committee meetings will be conducted according to the rules in the latest edition of Robert's Rules of Order.

ARTICLE XI: AMENDMENT OF BYLAWS

These bylaws may be altered or amended at the annual meeting or a special meeting called for that purpose. Only a majority vote by members in attendance or by proxy vote received for that purpose at that meeting may change, repeal, alter or amend these bylaws. New bylaws become effective on their adoption and supersede all previous bylaws.

ARTICLE XII: Endowment Fund

Section 1 - ENDOWMENT FUND MANAGEMENT: Safe Haven is authorized to, in its name, establish and maintain an independent, professionally managed Endowment Fund. The Community Foundation of Greater Dubuque is, as of the date of the adoption of these bylaws, currently authorized to be the exclusive manager of the Safe Haven Endowment Fund.