

**OSHKOSH AREA HUMANE SOCIETY, INC.  
AMENDED BYLAWS**

**ARTICLE I: PURPOSES & POLICY**

Section 1. Name

The name of this corporation shall be Oshkosh Area Humane Society, Inc. (OAHS).

Section 2. Purpose

The purposes of OAHS are the

- 1) prevention of cruelty to animals.
- 2) relief of suffering among animals.
- 3) extension of humane education.

Section 3. Policy (Mission)

The Mission of the Oshkosh Area Humane Society is to work with our community to strengthen the bond between animals and people, enhancing the quality of lives of animals in need through compassionate sheltering, responsible adoptions, programs and services and community outreach and education.

**ARTICLE II: OAHS MEMBERS**

Section 1. Application

Any person interested in supporting the purposes for which OAHS has been incorporated shall become a member of OAHS upon completion of a membership application and member procedures in these Bylaws, including payment of the required annual fee.

Section 2. Classes of Membership

The Board of Directors (Board) shall determine membership fees on an annual basis. Each member is entitled to one vote.

Section 3. Approval

The Secretary of the Board will notify any person refused membership for any reason by certified letter, with copy to the ~~Executive Director~~ President. Any person refused membership may appeal such rejection to the Board members at the next Board meeting by addressing a notice of appeal to the Secretary at least 10 days before such meeting and by direct approval of the President. The Board may at such meeting by a majority vote overrule any such rejection. Its decision shall be final.

Section 4. Payment of Dues

Annual dues shall be payable on March 1, and if such dues are not paid within 60 days thereafter such membership could be terminated.

Section 5. Privileges of Membership

All active members shall be entitled to cast one vote at any member meeting of OAHS, or in any referendum, provided that they have been members for three consecutive months.

Section 6. Termination of Membership

The Board shall have sole discretion to terminate any membership for any reason at any time. The Secretary of the Board shall notify the member by certified letter, with a copy going to the ~~Executive Director~~ President. Any person whose membership has been terminated may appeal to the Board at the next Board meeting by addressing a notice of appeal to the Secretary at least 10 days before such meeting and by direct approval of the President. The Board may at such meeting by a majority vote overrule any such termination. Its decision shall be final.

### Section 7. Donations

Any person or group of persons may make donations to OAHS at any time and choose not to become a member. The Board, in its sole discretion, by majority vote, may refuse to accept any donation for any reason.

## **ARTICLE III: MEMBER MEETING**

### Section 1. Annual Meeting

The Annual Meeting of OAHS for the election of Directors and the transaction of any other business shall be held at such time and place as designated by the Board. Notice of the meeting shall be communicated in writing to all members at least 14 days in advance of the date established for such meeting.

### Section 2. Special Meeting

Special meetings shall be called at any time. Notice of such meetings shall be communicated in writing to all voting members at least 14 days in advance of the dates established for such meeting.

### Section 3. Quorum

~~Eight (8) members shall constitute a quorum for the board shall constitute a quorum~~ for the transaction of business at any meeting of OAHS, but a lesser amount shall have the power to adjourn to a specified later date.

### Section 4: Parliamentary Procedure

Any questions concerning parliamentary procedure at meetings of OAHS shall be determined by reference to the latest edition of Robert's Rules of Order.

### Section 5. Who is Entitled to Vote

At any meeting of the members, each member is entitled to vote if present in person upon each decision item properly submitted for vote.

## **ARTICLE IV: BOARD MEMBERS**

### Section 1. Number

The Board of Directors shall consist of not fewer than ~~5~~ five (5) or more than 17 members. At any time if the number of board members is less than ~~5~~ five (5), the board members shall be added until the group reaches no fewer than ~~5~~ five (5). However, no act of OAHS shall be void at any time merely because there are fewer than ~~5~~ five (5) board members in office.

### Section 2. Term of Office

~~Board members shall hold office for a term of three years. The membership of the Board shall be divided into 3 groups, so arranged that one group shall be elected each year. Only active voting members are eligible as Directors. There shall be no limit on the number of terms a board member may serve provided that 25% of the board or more consists of board members in their first 6 years of board service. If at any time the board consists of less than 25% of board members in their first 6 years of board service, the number of terms a board member may serve shall be limited as necessary to ensure the 25% is realized.~~

Board members shall hold office for a term of three (3) years. The membership of the Board shall be divided into three (3) groups, so arranged that one group shall be elected each year. Only active voting members are eligible as Directors. Board members may serve no more than nine (9) consecutive years (three terms). Previous Board members would not be eligible to serve again for at least one (1) year. This policy is effective as of 10/9/2024.

### Section 3. Manner of Election

Board members shall be elected by a majority of the votes cast by members at the Annual Meeting.

### Section 4. Authority

The Board shall:

- 1) Have control of and be responsible for the management of the affairs and property of OAHS
- 2) Have power to fill vacancies on the Board or in offices for the unexpired portion of any term
- 3) Appoint and have the power to remove Board officers, Committee members and the OAHS ~~Executive Director by~~ President by affirmative vote of two-thirds (2/3) of the Directors then in office and to prescribe their duties consistent with the provisions of these bylaws
- 4) Have the power to remove Directors by affirmative vote of two-thirds (2/3) of the Directors then in office

The ultimate goal of the Board is to promote the welfare of the OAHS.

### Section 5. Organization Meeting of the Board

A meeting of the Board shall be held following the election of the Directors immediately following the Annual Meeting each year and shall be designated as the Organization Meeting.

### Section 6. Other Meetings

At least one other regular meeting of the Board shall be held during the year; date of which shall be determined by the Board. No mailed notice of such regular meetings shall be required. A designated board member shall give notice of the time and place of all board meetings with ~~seven (7) days-~~ ~~noticeday's notice~~ if possible.

### Section 7. Quorum

Five (5) board members shall constitute a quorum for the transaction of business at any meeting of the board, but a lesser amount shall have the power to adjourn to a specified later date.

¶

### Section 78. Notice of Annual Meeting

The date of the Annual Organization Meeting shall be communicated in writing to each Board Member 14 days prior.

### Section 98. Board Member Committees

Each member of the Board shall serve on a board committee if committee openings exist. Any and all board committees shall be created and abolished by a majority vote of board members.

### Section 109. Action Without Meeting

An action required or permitted to be taken at a board meeting may be taken by written action that is signed and agreed to by two-thirds of the OAHS board of Directors. Action taken pursuant to this section may be transmitted or received by mail, facsimile, e-mail or other forms of communication permitted by law and shall comply with any polices established by OAHS regarding the same.

### Section 11. Attendance

The board is an active, working board and attendance is expected either in-person or remote via electronic means.

## ARTICLE V: OFFICERS

### Section 1. Numbers and Titles

The officers of OAHS shall be a Board President, ~~President-Elect~~, a Vice-President, a Treasurer and a Secretary, all of whom shall be elected by the Board at the Organization Meeting to serve for a period of one year and thereafter until their successors are elected. All officers shall be elected by and from the membership of the Board. There shall be no limit to the number of terms to which an officer may be elected.

### Section 2. Board President

The President of the Board shall preside at all meetings of the Board and of the Organization, shall be chairman of the Executive Committee and a member, ex officio, of all other standing committees and shall have the authority to sign such papers as may be necessary to carry on the business of OAHS.

### Section 3. Board President-Elect

The Board President-Elect is responsible for assisting the Board President and overseeing other duties as assigned by the Board President or the Board. In the absence of the Board President, the Board President-Elect performs the duties of the Board President, and when so acting, has all the powers of and is subject to all the restrictions upon the Board President

### Section 34. Vice-President

The Vice-President shall perform the duties of the President or ~~President-Elect~~ in ~~his/her~~ their absence.

### Section 45. Treasurer

The Treasurer shall oversee the ~~activities of the business administrator~~ fiscal program of the Organization and shall cause all funds of the Organization to be deposited in depositories in the name of the Organization and approved by the Board of Directors. The treasurer shall oversee record keeping of Organization funds and shall see that periodic adequate reports are made to the Board of Directors. All checks upon bank accounts of the Organization shall be signed as directed by resolution of the Board of Directors. The treasurer shall see that an annual audit is made of the financial activities of the Organization in accordance with GAAP by a public accounting firm.

### Section 56. Secretary

The Secretary shall make a record of the proceedings of the members, the Board, and the Executive Committee and perform other such duties as usually are customary for a Secretary.

### Section 67. Authority to Bind Organization

Except as in these Bylaws otherwise provided, the Board of Directors 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 Organization, and such authorization may be general or confined to specific instances. Except as so authorized, or as in these Bylaws otherwise expressly provided, no officer, agent, or employee shall have any power or authority to bind the Organization by any contract or engagement or to pledge its credit or to render it liable for any purpose in any amount. The ~~Executive-Director shall~~ ~~President shall~~ not be required to obtain prior approval from the Board of Directors to enter into any contract, execute and deliver any instrument in the name of and on behalf of the Organization, or otherwise bind the Organization to any obligation if the total dollar amount involved is less than \$2,500.00.

### Section 78. Vacancy

Whenever any vacancy shall occur in any office of OAHS, the Board may fill the vacancy. The person selected to fill a vacancy shall remain a Director for the remaining term of ~~his/her~~ their predecessor.

**ARTICLE VI: FINANCIALS****Section 1. Audits**

The books and accounts of OAHS shall be ~~reviewed~~ audited annually, by a certified public accountant selected by the Board.

**ARTICLE VII: INDEMNIFICATION OF OFFICERS, MEMBERS AND EMPLOYEES****Section 1. Indemnification**

Each present, former or future member, officer, or employee of the OAHS shall be entitled to be reimbursed by the Organization and indemnified against all liability and expense reasonably incurred by such officer, member, or employee in connection with any claim, action, suit or proceeding arising out of service as a member, officer or employee of the Organization, but only upon the approval of a majority of the Board of Directors then in office, other than those involved, whether or not such majority constitutes a quorum. The Organization and its members, officers, and employees shall not be liable to anyone for making any determinations as to the existence or absence of liability, or for making or refusing to make any payment hereunder on the basis of such determination or for taking or admitting to take any action under this by-law, in reliance upon the advice of counsel.

**ARTICLE VII: AMENDMENTS****Section 1. Bylaws Effective Date**

These bylaws effective upon their adoption supersede all former bylaws of OAHS.

**Section 2. Amendment Approval**

These bylaws may be repealed, altered or amended at any Annual Meeting or at any Special Meeting of OAHS called for that purpose, provided that any proposed alteration or change shall be submitted to the Board and approved by a majority vote not less than 30 days prior to the holding of such Annual or Special Meeting. Following such approval by the Board, copies of such proposed alterations or changes shall be reasonably communicated to all active voting members of OAHS, not less than 14 days prior to the holding of such Annual Meeting or 5 days prior to the holding of such Special Meeting.

Bylaws amended this 42<sup>nd</sup> day of October ~~2016~~2023

\_\_\_\_\_  
President

\_\_\_\_\_  
Secretary