

Citizens for Humane Action, Inc. Bylaws

ARTICLE I: LOCATION

The principal office of the Corporation shall be located in Franklin County, Ohio, or at such place as the Board of Directors shall designate.

ARTICLE II: MEMBERS

Section 1. Membership shall consist of three (3) classes, and the membership donation for each class will be reviewed annually. These classes are individual, family, and lifetime memberships.

All Members shall be allowed to vote. One (1) membership entitles the holder thereof to one (1) vote. A Member must be at least eighteen (18) years of age to vote.

Section 2. The Annual Meeting of the Members of the Corporation shall be held on a date selected by the Board of Directors.

Section 3. Special meetings of the Members of the Corporation may be called by the Board of Directors or by twenty-five (25) Members qualified to vote, upon the filing of a written request with the Secretary, which shall state the purpose of the meeting. Such meetings shall be held not less than ten (10) nor more than thirty (30) days after the filing of such requests, at a time and place designated by the Chief Executive Officer.

Section 4. The Secretary, or other officer, shall give advance notice of all membership meetings. Such notice shall be sent to the Members at least five (5) days prior to the meeting.

Section 5. At the annual membership meeting, Members shall elect a Member-at-Large to the Nominating Committee of three (3) Members to serve for the ensuing year. The Nominating Committee shall be composed of the current Chief Executive Officer of the Corporation, a Member of the Board of Directors, and another active Member of the Corporation.

ARTICLE III: BOARD OF DIRECTORS

Section 1. The Board of Directors shall be elected at the annual membership meeting by the voting Members of the Corporation. The majority vote of all active Members either actually present or present by proxy at the annual membership meeting shall determine the election of the Board of Directors.

Proxy ballots shall be made available to all Active Members of the Corporation at least fifteen (15) days prior to the annual membership meeting. Completed proxy ballots shall be mailed to the current Corporation address and received by the Corporation at least three (3) days prior to the annual membership meeting. Proxy ballots shall be marked on the outside of the envelope with the Active Member's name and address who is casting that proxy ballot. All proxy ballots will be handled only by the Nominating Committee at the annual membership meeting.

The Board of Directors shall serve for terms of three (3) years each; one-third (1/3) elected annually. In the event that the number of Members comprising the Board of Directors may not be evenly divisible by three (3), the Board of Directors shall have the discretion to divide the number of Directors into thirds.

Section 2. The Board of Directors shall be composed of not less than five (5) nor more than fifteen (15) members. At any time when the number of Directors shall be less than five (5), the Directors shall, within forty-five (45) days, add to their number until there be no less than five (5) Directors serving the Corporation. However, no act of this Corporation shall be void at any time merely because there be less than five (5) Directors. Subject to majority vote of the Directors, at any time when the number of Directors

is less than fifteen (15), the Board may appoint additional members to serve on the Board until the following annual election.

Section 3. In the event that a Director dies, resigns, becomes incapacitated, or is otherwise unable to serve as Director during his or her term, his or her successor may be chosen by the Board of Directors to serve until the next annual membership meeting of the Corporation. At such meeting, the vacancy will be considered as a new three (3)-year opening.

Section 4. Regular meetings of the Board of Directors shall be held quarterly, and additional meetings may be called at the discretion of the Chief Executive Officer, and shall be for the purpose of reviewing the affairs of the Corporation and acting upon matters which may come before such meetings.

Section 5. Special meetings of the Board of Directors may be called by the Chief Executive Officer or the Secretary, when the Secretary is requested to do so in writing by any three (3) Directors. Directors shall be notified by mail, email, or telephone at least five (5) days prior to the scheduled date of the special meeting.

Section 6. Any action that may be authorized or taken at a meeting of the Board of Directors may be authorized without a meeting by affirmative vote of the majority of the Board of Directors verbally or in writing (including electronic mail). An attempt must be made to notify all the members of the Board of Directors. Any writings shall be filed with the Secretary and entered upon the records of the Corporation.

Section 7. A majority of the members of the Board of Directors shall constitute a quorum.

Section 8. If any member of the Board of Directors shall be absent for a total of two (2) meetings in a period of one (1) year, such Member shall be deemed to have resigned their position as a Director. The vacancy may be filled as herein provided for the filling of vacancies in the event of death, resignation or incapacity of a Director. The Board may consider extenuating circumstances and choose not to enforce this paragraph.

A set of policies and procedures will be approved by the Board of Directors in keeping with the Bylaws. Every volunteer representing Citizens for Humane Action, Inc. ("CHA") will be asked to sign a statement agreeing to follow these policies and procedures to the best of his/her knowledge. A breach in procedures will be followed by a warning from the Volunteer Committee and a second breach may result in removal of volunteer responsibilities as voted upon by the Board of Directors.

At any regular or special meeting called for that purpose, any Member, Officer or Director may be removed by the affirmative vote of two-thirds (2/3) of the Members of the Board of Directors, for conduct detrimental to the interests of the Corporation, for lack of sympathy with its objectives, or for refusal to render reasonable assistance in carrying out its purposes. Any such Member, Officer or Director proposed to be removed shall be notified by mail, email, or telephone at least five (5) days prior to the meeting at which such removal is to be voted upon and shall be entitled to appear before and be heard at such meeting.

Section 9. The Board of Directors may appoint an Executive Committee composed of four (4) or more of their number and such committee shall include the Chief Executive Officer, Chief Operating Officer, Secretary, Treasurer, and a Board member at large. The Executive Committee may be appointed at any meeting of the Directors, provided that the quorum requirements are met. The Executive Committee shall handle specific matters referred by the Directors.

The Board of Directors may provide for other committees and may delegate authority to such committees, as it shall deem necessary.

Section 10. Directors, Officers and members of committees shall be classed as volunteers and shall not receive salaries or compensation for services rendered to CHA. However, volunteers may be reimbursed

for expenses incurred in fulfilling their duties, provided such expenses are approved by the Board of Directors.

Every person who is or has been a Director or officer of the Corporation shall be indemnified by it against expenses and liabilities reasonably incurred by him/her in connection with either (1) any action, suit or proceeding to which he/she may be a party-defendant, or (2) any claim of liability asserted against him/her by reason of his/her having been a Director or officer of the Corporation. Without limitation, the term "expense" shall include any amount paid or agreed to be paid in satisfaction of a judgment or in settlement of a judgment or claim of liability other than any amount paid or agreed to be paid to the Corporation itself. The Corporation shall not, however, indemnify any Director or officer in respect to matters as to which he/she shall be finally adjudged liable for negligence or misconduct in the performance of his/her duties as such Director or officer, nor in the case of a settlement unless such settlement shall be found to be in the interest of the Corporation (1) by the Court having jurisdiction of the suit involving his right to indemnification, or (2) by a majority of the Directors of the Corporation then in office other than those involved (whether or not such majority constitutes a quorum), or, if there are not at least two uninvolved Directors of the Corporation then in office, by a majority of Members, provided that such indemnity in case of a settlement shall not be allowed by such Directors or Members unless it is found by independent legal counsel that such settlement is reasonable in amount and in the interest of the Corporation.

Section 11.1 No person who is a Board member or an Administrator of another Humane Society or animal control agency may be a Director.

11.2 No person may be a volunteer, Member, officer or Director who maintains a home containing a number of animals considered, in the sole discretion of a majority of the Board of Directors, to be excessive and which represents a health risk to humans and/or animals. All Officers and Directors are required to disclose this information to the Board at least twice per calendar year. Any violation of this provision will result in immediate removal of the volunteer, Member, officer or Director.

11.3 No person who is a deputized Animal Control Officer or Humane Officer may be a Director.

11.4 No person who breeds any dog or cat under any conditions or circumstances may be a Director.

11.5 No person who engages in laboratory research involving animals may be a Director.

11.6 No person who owns or serves as an administrator of any establishment selling pets may be a Director.

11.7 No two (2) members of any family may be Directors at any one time.

11.8 No CHA Staff Member or immediate relative of a CHA Staff Member may serve as a Director.

11.9 All Directors must have been active members of the Corporation for at least thirty (30) days prior to their appointment or election to the Board of Directors, and must remain an active member as long as they continue to serve on the Board of Directors.

11.10 All Directors must sign a Conflicts Statement annually, to attest that they have no interests in conflict with serving on the Board of Directors.

11.11 All Directors must provide a report at the end of each annual term detailing their contributions, both in financial and fundraising, to committees and events, and overall to the benefit of the shelter. This must be provided to the Chief Executive Officer at the annual membership meeting of the Directors. Each Director and Officer must maintain a written "working resume" to be reviewed quarterly at each Board meeting, which will be a running template for the annual report.

11.12 Following March 1994, no Director shall serve more than three (3) consecutive full terms. A Director whose term is expiring may request a waiver of this prohibition and request to run for election for an additional term. Such request must be approved by a majority vote of the Directors, excluding the vote of the Director requesting such consideration. If such request for an additional term is approved by a majority of the Board of Directors, the Director will be permitted to seek election for an additional term.

Section 12. The Board of Directors may appoint certain individuals to serve on the Board in an "advisory" or "honorary" capacity. These honorary Directors will serve at the pleasure of the Board and will have no voting power.

Section 13. Thirty (30) days before the annual membership meeting, the Nominating Committee shall choose candidates for election to the Board of Directors, such number to be not less than the number of vacancies on the Board.

The Nominating Committee shall notify the Secretary of the nominations, who shall, at least fifteen (15) days prior to the meeting, inform the Members of such nominations by the official publication of the Corporation, on the CHA Website, www.chaanimalshelter.org, or by direct mail addressed to such Members at their last known address.

ARTICLE IV: OFFICERS

Section 1. At each annual meeting of the Board of Directors following the March Corporation meeting, the Directors shall elect a Chief Executive Officer, Chief Operating Officer, Secretary, and Treasurer, who all shall be members of the Board of Directors. In the event that any office is not filled at any time, the Board of Directors shall elect a Director to that position within thirty (30) days. All of the officers shall hold office at the pleasure of the Board of Directors, but in no case beyond the time when their respective successors shall be elected and duly qualified.

Section 2. The Chief Executive Officer shall preside over all meetings of the Corporation, the Board of Directors and the Executive Committee and shall serve ex-officio with full voting privileges as a member of all committees of the Board of Directors. The Chief Executive Officer shall also deliver to the annual meeting of the members of the Corporation a comprehensive report of the policies followed by the Board of Directors in the preceding year and shall be primarily responsible for and have the primary authority with respect to the business of the Corporation. The Chief Executive Officer shall serve as the Official Spokesperson for the Corporation and shall have the authority to execute documents on behalf of the Corporation.

Section 3. The Chief Operating Officer shall preside over all meetings of the Operations Committee and related committee activities and shall serve ex-officio with full voting privileges as a member of all committees of the Board of Directors. The Chief Operating Officer shall also deliver to the annual meeting of the members of the Corporation a comprehensive report of the activities of the animal shelter and adoption center (and related programs) in the preceding year and shall be primarily responsible for and have the primary authority with respect to the day-to-day operations of the animal shelter and adoption center (and related programs). The Chief Operating Officer shall have the authority to execute documents in regard to the day-to-day operations of the animal shelter and adoption center on behalf of the Corporation.

Section 4. The Secretary shall:

1. Take and preserve minutes of all meetings of the members of the Corporation, meetings of the Board of Directors and organized meetings of the volunteers.
2. Notify the Members and Directors of all annual, regular and special meetings.
3. Perform such other duties as are assigned by the Board of Directors.

The Secretary shall cause the minutes of all meetings of the members of the Corporation and the Board of Directors to be published in a form, which shall be available upon request to all Members. The Secretary shall also receive and report all correspondence to the Board of Directors, the Executive Committee, and other committees and shall answer all correspondence unless otherwise directed by the Board. The Secretary shall have custody of all files, records and other documents of the Corporation, and shall be responsible for the safekeeping thereof.

Section 5. The Treasurer shall receive and deposit in a bank designated by the Board of Directors all monies and securities and shall disburse funds in accordance with a budget approved by the Board of Directors. The Treasurer shall submit to the Board of Directors and to the annual meeting of the Corporation an annual report which may be audited, at the Board of Directors' discretion, by any independent accountant selected by the Board of Directors, which annual report shall set forth the income and expenditures of the Corporation for the preceding year and a statement of the liabilities and assets of the Corporation.

ARTICLE V: VOTING

The determination of all matters presented for a vote of the Members of the Corporation or of the Board of Directors, during their respective meetings, shall be determined by a majority vote of those Members or Directors who are entitled to vote upon such matters at such time.

ARTICLE VI: ORDER OF BUSINESS

At any meeting of the members of the Corporation or of the Board of Directors, the order of business shall be as follows:

1. Call meeting to order
2. Roll call
3. Presentations
4. Read and dispose of previously unapproved minutes
5. Give reports of officers and committees, if any
6. Elections, if meeting is called for the purpose of electing Directors or Officers
7. Old business
8. New business
9. Adjourn

Any elections to be voted upon by the Board of Directors at their respective meetings must be made known to the Directors by notice not less than five (5) days prior to such meeting.

ARTICLE VII: FUNDRAISING

In addition to the items presented previously, the primary activity of the Board of Directors shall be to ensure the financial stability of CHA to the best of their abilities by soliciting funds and contributions for CHA. While the nature of raising funds for the shelter may change with time and Board Member turnover, Board Members shall be individually responsible for personal fundraising to implement as described herein.

Individual Fundraising. Each Board Member shall be directly responsible for a contribution amount of no less than \$2,000 each calendar year. This may include funds raised by personal contributions, corporate donations or sponsorships, or other monies directly applicable to the current operating fund or other funds as defined by the Board and CHA. This does not include donations in-kind, wills, bequests or life insurance policies where CHA is the named beneficiary, or other non-monetary contributions not realized within the current calendar year. If, at the end of the calendar year, any Board member has not reached this monetary goal, said Board member shall be responsible for contributing the balance of this amount.

Failure to meet this minimum contribution amount shall result in release of the Board Member's position from the Board of Directors at the next election. The Board may consider extenuating circumstances and choose not to enforce this paragraph.

ARTICLE VIII: OTHER COMMITTEES

As of 2008, five (5) sub-committees of the Board exist for the betterment of CHA. These committees are:

Communications Committee, which is responsible for the compilation and distribution of CHA's quarterly newsletter, The Tail Wagging Times, ensuring that all communications on behalf of the shelter are professional and accurate, and other duties related to communication as defined by this committee and approved by the Board.

Stewardship Committee, which is responsible for the management of and solicitation of large donors to the shelter and development of ongoing programs that focus on long-term stability of CHA. This committee shall be the primary contact for matters concerning the endowment for CHA managed by the Columbus Foundation.

Finance Committee, which is responsible for collecting, managing and presenting the financial status and all required financial reporting on behalf of CHA. The Treasurer presides over this committee, and will report to the Board at each monthly meeting the current and trended financial status of CHA. This committee is responsible for identifying and bringing to the Board's attention any financial concerns and offering suggestions to mitigate these concerns.

The Operations Committee, which is responsible for oversight of and decisions related to the day to day operations, programs, and policy making for the shelter. The Chief Operating Officer and Shelter Director preside over this committee, and will report to the Board at each monthly meeting the current projects and activities of the Committee. This Committee is responsible for identifying and bringing to the board's attention any operational concerns and proposals for new programs, as well as suggested policy updates related to the general operations of the shelter. The Operations Committee members are appointed by and serve at the pleasure of the Board of Directors. The Committee is governed by its own separate set of Bylaws, which may be amended from time to time by a majority vote of the Board of Directors.

Outreach Committee, which is responsible for community outreach, to educate the public on our mission and the benefits of spay/neuter, promotion of CHA throughout the community, tours of our shelter, and other methods to reach out to the community.

ARTICLE X: AMENDMENTS

The Bylaws may be adopted, amended or repealed by an affirmative vote of the majority of the Members of the Corporation in writing or at any meeting called for that purpose.
CHA Bylaws updated and accepted by the Board on July 14, 2010.