

**BYLAWS OF  
WHATCOM HUMANE SOCIETY**

**ARTICLE I**

**Name**

The name of this organization, as established in the articles of incorporation, shall be Whatcom Humane Society, hereinafter referred to as WHS.

**ARTICLE II**

**Purposes**

The purposes of WHS, a non-profit organization, as stated in the articles of incorporation shall be:

1. To advocate for and promote the humane treatment towards all living creatures through planned activities of education, programs and services; to prevent cruelty to and neglect of animals; to encourage kindness, compassion and respect to animals: and responsible ownership of domestic animals.
2. To provide animal control & rescue services, education and support as necessary to city and county governments, including but not limited to investigation, reporting and prosecution of those who violate statutes and regulations pertaining to animal welfare laws and ordinances and included in this work, collecting and receiving fees for the activities that have a direct bearing or relationship to shelter operations.
3. To operate and maintain an open-admission shelter for domestic, wild and farm animals within Whatcom County that meets or exceeds recognized standards for animal care and control; to provide care and shelter for stray, unwanted, neglected domestic and farm animals, and injured wildlife; to find responsible homes for domestic and farm animals whenever possible; to provide care, relief and humane euthanasia for any animal when such a measure is necessary.
4. To promote responsible pet ownership and reduce pet overpopulation of domestic animals in the community through efforts and programs including spay/neuter, public education and community outreach.
5. To receive monetary and in-kind donations, bequests and fundraising gifts to support the mission of the organization including operation of animal shelters, equipment and support of programs and services.

**ARTICLE III**

**Membership/Supporter**

**Section 1. Eligibility.** The board of directors (referred to herein as the “board” or “board of directors”) may establish a membership or supporter program for WHS, including certain benefits, provided however, membership and supporter programs shall not entitle the member or supporter to any governance rights with regard to WHS, including without limitation, the right to vote, elect directors or otherwise participate in the governance of WHS and there is no member of WHS as defined in RCW 24.03A.315.

**ARTICLE IV**

**Board of Directors**

**Section 1. Powers.** The board of directors shall have full power and authority over the affairs of WHS. Such powers and duties include:

- A. Strategic leadership, fundraising and long-term planning for WHS;
- B. Establishment of policies for WHS including any needed to ensure continuation of non-profit status and IRS designation;
- C. Selection and oversight of the executive director who shall be responsible for the day-to-day operations and administration of WHS pursuant to guidelines established by the board; and
- D. Any other powers and duties, allowed by law, that are necessary for effective management of WHS.

**Section 2. Composition.** The board of directors shall consist of no fewer than seven (7) and no more than fifteen (15) members.

**Section 3. Election.** The directors shall be elected by the then existing directors at the annual meeting of the board of directors or such other meeting called for that purpose.

**Section 4. Term of Office.**

- A. The term of office shall be for three (3) years or until a successor is elected.
- B. There shall be three (3) groupings of directors, so that approximately one-third (1/3) of the positions are up for election each year, thus providing for board continuity.
- C. There is no limit on the number of consecutive three-year terms a director may serve.
- D. Terms shall begin immediately upon adjournment of the meeting where the directors are elected.

**Section 5. Meetings of the Board of Directors.**

- A. Regular meetings of the board of directors shall be held monthly unless otherwise ordered by the board. An annual schedule of meetings distributed to board members shall constitute notice for the meetings.
- B. Special board meetings may be called by the president or twenty percent (20%) of the directors with two days' notice.
- C. The board of directors may permit a director to participate in a meeting or may conduct a meeting through the use of any means of communication including but not limited to telephone or video conferencing as long as directors can participate and communicate simultaneously with each other during the meeting. A director participating in a meeting by such means shall be considered present in person at the meeting.
- D. A majority of the board membership shall constitute a quorum.
- E. All meetings of the board of directors shall be open to WHS members. The board may go into executive session to discuss threatened, pending or possible litigation, contractual negotiations with third parties or personnel matters.
- F. Except as may otherwise be required by law, any notice to any director may be delivered by mail, by electronic transmission, private carrier, or personal delivery (including oral); or by facsimile. If mailed, such notice shall be deemed to be delivered five (5) days after when deposited in the United States mail addressed to the director at their address as it appears on the records of WHS, with postage thereon prepaid. Other forms of notice described in this subsection are effective when it: (a) is electronically transmitted to an address, location,

or system designated by the recipient for that purpose, and is made pursuant to the consent provided by the recipient; or (b) has been posted on an electronic network and a separate record of the posting has been delivered to the recipient together with comprehensible instructions regarding how to obtain access to the posting on the electronic network.

#### **Section 6. Suspension and Removal of Directors.**

- A. If any member of the board of directors is absent from more than three (3) meetings in a succession of four (4) meetings in any twelve (12) month period without just cause, the board of directors may remove the director and declare the director's office to be vacant.
- B. The board may, by a two-thirds (2/3) affirmative vote, suspend a board member at any time for behavior which impedes the ability of the board to function, or for conduct detrimental to WHS.

**Section 7. Filling of Vacancies.** Any vacancy occurring in the board of directors may be filled by a majority vote of the board of directors. A director appointed to fill a vacancy shall serve to fill the unexpired vacant term.

#### **Section 8. Constraints on Directors.**

- A. No director shall receive salary or receive loans from WHS.
- B. All board members must sign and abide by conflict of interest and code of ethics policies.

**Section 9. Action Without a Meeting.** Any action required or permitted to be taken at a meeting of the directors, or of a committee thereof, may be taken without a meeting by a written consent setting forth the action so to be taken, signed by all of the directors, or all of the members of the committee, as the case may be, before such action is taken. Such consent shall have the same effect as a unanimous vote.

### **ARTICLE V**

#### **Nomination and Elections Committee**

**Section 1. Nominations and Elections Committee.** The nominations and elections committee, consisting of at least two (2) directors whose terms will not expire at the next annual meeting of the board of directors, shall be selected by the board of directors. The committee will review written applications for membership of the board of directors and shall nominate individuals it deems qualified for open board positions for consideration by the board of directors at its annual meeting, or other meeting called for the purpose of electing directors.

### **ARTICLE VI**

#### **Officers**

**Section 1. Officers.** The officers of the WHS shall be a president, vice president, secretary, and a treasurer.

- A. Officers shall be elected by the board of directors at the first board meeting following the annual meeting.
- B. Officers shall be elected for terms of one (1) year or until their successors are elected.

- C. Any two (2) or more offices may be held by the same person, except the offices of president and secretary.

**Section 2. Duties of the officers.**

- A. President: The president shall preside at all meetings of the board of directors, shall have general supervision of the affairs of WHS, and shall perform such other duties as are appropriate to the office or are directed by the board.
- B. Vice-president: The vice-president shall, in the absence or disability of the president, perform the duties of the president, and shall perform such other duties as are appropriate to the office or directed by the board. In the event the presidency is vacated, the vice-president shall become the president.
- C. Secretary: The secretary shall keep minutes of the board meetings, and shall perform such other duties as are appropriate to the office or directed by the board.
- D. Treasurer: The treasurer shall act as a custodian over funds, securities, books of account, report to the board on their status at regular intervals, and perform such other duties as are appropriate to the office or directed by the board.

**Section 3. Vacancies.** Vacancies in offices other than the president shall be filled by the board of directors. In the event the vice-president is unable to succeed to a vacancy in the presidency, the board of directors shall fill that vacancy.

**Section 4. Removal.** An officer may be removed by a two-thirds (2/3) vote of the directors present at any regular or special meeting of the board of directors.

**ARTICLE VII**

**Executive Committee**

**Section 1. Composition.** The executive committee shall be composed of the president, vice-president, secretary, and treasurer.

**Section 2. Duties.**

- A. The executive committee has the full authority of the Board to act in its capacity in the event a meeting of the Board cannot be timely called and a delay in making a decision will endanger human or animal health or safety or the fiscal health of WHS.
  - 1. All actions of the executive committee shall be reported to the board at the next regular meeting.
  - 2. Actions of the executive committee are final and deemed ratified unless revised or modified by formal action of the full board.
- B. The executive committee shall review and make recommendations to the board on all complaints and performance concerns regarding the executive director.

**Section 3. Meetings.**

- A. Meetings of the executive committee shall be called by the president or any two (2) members of the executive committee with at least 24 hours' notice.
- B. A majority of the members of the executive committee shall constitute a quorum.

- C. The executive committee may permit a director to participate in a meeting or may conduct a meeting through the use of any means of communication including but not limited to telephone or video conferencing as long as directors can participate and communicate simultaneously with each other during the meeting. An executive committee member participating in a meeting by such means shall be considered present in person at the meeting.

## **ARTICLE VIII**

### **Committees**

#### **Section 1. General Parameters of Committees.**

- A. The president shall appoint, with approval of the board of directors, the chair and members of standing and special committees.
- B. All committees shall have at least one (1) member of the board of directors on the committee.
- C. Each committee shall be responsible to the board of directors and shall make such reports as the board may require or direct.
- D. No committee may be delegated powers to act for the board unless the membership of such committee is the full board

**Section 2. Standing Committees.** The standing committees of WHS shall be the finance committee, the fundraising committee, and the nominations and elections committee.

**Section 3. Other Committees.** Other committees, standing or special, shall be appointed as the board of directors shall from time to time deem necessary to carry on the work of WHS.

## **ARTICLE IX**

### **Indemnification**

WHS shall indemnify its officers, directors, employees, and agents to the greatest extent permitted by law. WHS shall purchase and maintain insurance on behalf of any person who is or was a director, officer, employee, or agent of WHS or who is or was serving at the request of WHS as an officer, employee, or agent of another corporation, partnership, joint venture, trust other enterprise, or employee benefit plan, against any liability asserted against such person and incurred by such person in any such capacity or arising out of any status as such, whether or not WHS would have the power to indemnify such person against such liability under the provisions of this article.

## **ARTICLE X**

### **Parliamentary Authority**

The rules contained in the current edition of Robert's Rules of Order Newly Revised shall govern WHS in all cases to which they are applicable and in which they are not inconsistent with law, these bylaws, and any special rules of order WHS may adopt.

## **ARTICLE XI**

### **Books and Records**

WHS shall keep correct and complete books and records of account and shall keep minutes of the proceedings of its board of directors, and shall keep at its registered office or principal place of business, a roster of its directors containing the names and addresses of all directors.

### **ARTICLE XII**

#### **Amendment of Bylaws**

These bylaws may be amended at any board meeting by two-thirds (2/3) vote of the directors.

Adopted at a meeting of the WHS board of directors on \_\_\_\_\_, 2024.

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Victoria Savage, Secretary