

# BY-LAWS OF THE HAWAII ISLAND HUMANE SOCIETY

## ARTICLE I - NAME AND OFFICES

### Section 1 - NAME

The name of this organization shall be THE HAWAII ISLAND HUMANE SOCIETY (hereinafter referred to as the " Society") and shall be organized and administered as a non-profit, non-membership corporation under the laws of the State of Hawaii.

### Section 2 - OFFICES

The principal office and place of business in the State of Hawaii shall be at the Kona Shelter of the Hawaii Island Humane Society, 74-5225 Queen Kaahumanu Highway, Kailua-Kona, Hawaii 96740, in the County of Hawaii. The Society may have such other offices either within or without the County of Hawaii as the affairs of the Society may require, and the Board of Directors is hereby granted full power and authority to change said principal office from one location to another in said County of Hawaii.

## ARTICLE II - PURPOSE

The mission of the Hawaii Island Humane Society is to promote respect for all animals, prevent cruelty to animals, eliminate pet overpopulation, and enhance the relationship between humans and animals.

## ARTICLE III - BOARD OF DIRECTORS

### Section 1 - ELECTION

The Board of Directors shall consist of not less than eight (8) nor more than eighteen (18) persons. The term of the Director shall be for a period of three (3) years. A director may serve for consecutive terms, upon the approval of a majority of the Board of Directors. A Past Executive Director shall not be eligible to serve as a Director for a period of three (3) years after termination of employment with the Society.

Not more than one person from a single household may be a director at the same time.

Directors shall be elected by a majority of the then current membership of the Board at any regular Board meeting.

### Section 2 - QUORUM

A Majority of the members of the Board shall constitute a quorum at any meeting of the Board of Directors.

### **Section 3 - MEETINGS**

The Board of Directors shall hold a regular Board meeting at least every other month. In addition, the Board of Directors shall meet at the call of the President of the Society at such times as the President shall determine. One-third of the directors may call a meeting of the Board by submitting a written request to the Secretary not less than seven (7) days in advance of the meeting.

A meeting of the Directors, held once a year, shall be designated as the Organization Meeting for the purpose of electing officers.

A simple majority vote of the members of the Board, present at a meeting and constituting a quorum, shall decide all questions presented to the Board except as otherwise provided in these By-Laws.

Any question concerning parliamentary procedure at meetings of the members of the Society shall be determined by reference to Robert's Rules of Order, Revised.

### **Section 4 - NOTICE OF MEETINGS**

The Secretary shall give notice of each meeting of the Board of Directors to each Director, at least seven (7) days prior to the meeting, orally or in writing. No notice of a meeting need be given to a Director who is at the time absent from the State of Hawaii. The failure to give notice shall not invalidate any action at a meeting of the Board if a quorum is present.

### **Section 5 - ABSENCE FROM MEETINGS**

Any director who misses more than two regular board meetings during a year, without excuse satisfactory to the board, shall be deemed to have surrendered the office of director.

### **Section 6 - POWERS OF THE BOARD**

The affairs of the Society shall be managed by the Board of Directors. Subject to any limitations which may be set forth by law, in the Articles of Incorporation, or in these By-laws, the Board shall have full power to establish policies governing the Society, to control and direct the business of the Society, and to do and provide for any and every lawful act, whether in the ordinary course of business of the Society or otherwise, including, but not limited to, the hiring and discharge of an Executive Director and other employees as it may believe proper. The Board of Directors may generally do and perform all things which are required for the proper management of the Society's business.

## **ARTICLE IV - OFFICERS**

### **Section 1 - ELECTION AND TENURE**

The officers of this Society shall consist of President, President-elect, Secretary, and Treasurer, and such other officers as shall from time to time be elected. The officers shall be members of the Board of Directors and elected by the Board at the Organization Meeting to serve for a period of one year and thereafter until their successors are elected. No officer may serve more than three (3) consecutive years in the same office, except as directed by unanimous decision of the Board.

Any officer may be replaced at any time by a two-thirds vote of the Board of Directors.

## **Section 2 - PRESIDENT**

The President shall preside at all meetings of the Board of Directors and members of the Society and shall have general charge and control over the affairs of the Society subject to the Board of Directors. The President shall be Chairperson of the Executive Committee and may be a member of other committees, and shall have the authority to sign, with the co-signature of another officer of the board, such papers as may be required in the sale of securities or other assets belonging to the Society or in connection with the settlement of estates or trusts in which the Society has an interest. Legal documents, such as deeds, contracts, mortgages, leases, and promissory notes, shall be signed by the President and one other officer. All checks over \$1,000 shall be signed by two officers or the Executive Director and one officer.

## **Section 3 - PRESIDENT-ELECT**

The President-elect shall perform such duties as may be assigned by the Board of Directors. In case of the death, disability, or absence of the President, the President-elect shall perform and be vested with all of the duties and powers of the President. The President-elect shall assume the position of President of the Board of Directors after completing one or more terms as President-elect.

## **Section 4 - SECRETARY**

The Secretary shall keep a record of the minutes of the meetings duly called, and shall perform other duties as may be assigned by the Board of Directors or the President.

## **Section 5 - TREASURER**

The Treasurer shall perform the duties of the chief financial officer of the Society and advise the Executive Director in preparing the annual budget. The Treasurer shall make a report of the financial status of the Society to the Board of Directors at the end of the fiscal year and at regular intervals during the year, as proscribed by the Board of Directors or the President.

## **Section 6 - AUDITOR**

The Auditor shall be elected annually by the Board of Directors. The Auditor shall audit the books and accounts of the Society and shall certify its findings and report thereon, in writing, to the Board of Directors at least annually; and shall make such other audits and reports as the Board of Directors shall determine from time to time. The Auditor may be a person, co-partnership, or a corporation. The Auditor may be removed from office either with or without cause at any time at any meeting of the Board of Directors.

## **Section 7 - EMPLOYEES**

The Board of Directors shall appoint an Executive Director who shall hold office at the pleasure of the Board and who shall conduct the affairs of the Society. The Executive Director shall have the authority to enforce all rules, regulations, and policies adopted by the Board and is further responsible for establishing procedures for the effective administration of such rules, regulations, and policies as may from time to time be adopted. The Executive Director shall report all managerial activities at Board meetings.

## ARTICLE V - STANDING COMMITTEES

### Section 1 - EXECUTIVE COMMITTEE

There shall be an Executive Committee which shall consist of the President, President-elect, Immediate Past President, Treasurer, Secretary, and Executive Director. The President shall be its chairperson. The Executive Committee shall act between meetings of the Board in regard to the conduct of business of the Society. The Executive Committee shall not make changes in fundamental policy previously set by the board or make decisions on new issues of fundamental policy. It shall have no power to terminate or to fill vacancies on the Board or in offices. It shall meet on call of the President whenever, in his or her judgment, the business of the Society may require. The Executive Committee shall report its decisions and actions to the Board of Directors at board meetings, and minutes of the Executive Committee meetings shall be distributed to the Board of Directors and filed in the minutes file.

### Section 2 - FINANCE COMMITTEE

There shall be a Finance Committee to advise the Executive Director in preparing an operating budget and to advise on other financial issues. The chairperson of this committee shall be the Treasurer of the Board. The Board shall appoint two (2) other Board members to this committee.

If the Society has a contract with the County of Hawaii, the Finance Committee shall submit the completed annual budget to the Board of Directors for approval at least two (2) weeks before the budget is to be submitted to the County of Hawaii.

### Section 3 - CONTINGENCY

Other committees may be organized upon decision of the majority of the Board of Directors.

## ARTICLE VI - FISCAL YEAR

### Section 1 - BUSINESS CYCLE

The fiscal year of the Society shall begin on July 1 of each calendar year and end on June 30 of the following calendar year.

## ARTICLE VII - NEPOTISM AND CONFLICT OF INTEREST

### Section 1 - NEPOTISM

No employee of the corporation shall be hired who has an immediate family member on the board of directors. Nor shall any director be elected who has an immediate family member employed by the corporation.

### Section 2 - CONFLICT OF INTEREST

No officer, director, or employee of the corporation shall take any official action directly affecting a business or other undertaking in which the person has a substantial financial interest or affecting a private undertaking in which the person is engaged as legal counsel, advisor, consultant, representative, or in any other agency capacity.

No officer, director, or employee of the corporation shall make any disbursements, loans, or contributions of the funds or assets of the corporation to or for the benefit, directly or indirectly, of any member, director, or officer of the corporation, except for repayment of authorized expenditures made on behalf of the corporation.

Any contract, transaction, or act on behalf of the corporation in a matter in which an officer, director, or employee is personally interested shall be at arms length and shall not result in the corporation's use or application of its funds for private benefit.

In no event shall any officer, director, or employee of the corporation enter into or consummate any contract, transaction, or other action that would result in denial of tax exempt status for the corporation pursuant to Section 501(c)(3) of the Internal Revenue Code or which may violate the provisions of Sections 503, 504, or 4946 of the Internal Revenue Code or its regulations as they now exist or as they may hereafter be amended or supplemented.

## **ARTICLE VIII - LIABILITY OF OFFICERS AND DIRECTORS**

### **Section 1 - EXCULPATION**

Any person who serves as a director or officer of the Society without remuneration or expectation of remuneration shall not be liable for damage, injury, or loss caused by or resulting from such person's performance of, or failure to perform, duties of the position to which the person was appointed, unless the person was grossly negligent in the performance of, or failure to perform, such duties.

### **Section 2 - INDEMNIFICATION**

The Society shall, to the maximum extent permitted by law, have power to indemnify each of its Agents (as defined below) against expenses, judgments, fines, settlements, and other amounts actually and reasonably incurred in connection with any proceeding arising by reason of the fact that any such person is or was an Agent of the Society, and shall have power to advance to each such Agent expenses incurred in defending any such proceeding to the maximum extent permitted by law. For purposes of the Section, an "Agent" of the Society includes any person who is or was a director, officer, employee, or other agent of the Society.

## **ARTICLE IX - NONDISCRIMINATION CLAUSE**

No agent of the Society shall discriminate on the basis of race, color, religion, age, sex, sexual orientation, marital status, national origin, ancestry, or disability in employment.

## **ARTICLE X- AMENDMENT OF BY-LAWS**

### **Section 1 - REVISION**

The By-Laws may be amended by the vote of a majority of the members of the Board of Directors at any regular or special meeting provided that copies of the proposed changes be provided via mail, facsimile transmission or e-mail transmission to all Directors not less than ten (10) days prior to the meeting.

APPROVED:

Scott Dodd  
President, Board of Directors  
Hawaii Island Humane Society

DATED: February 12, 2006

REVISIONS:

July 5, 1972  
May 12, 1973  
January 30, 1974  
March 14, 1975  
August 14, 1984  
July 17, 1993  
January 15, 2000  
May 19, 2002  
December 1, 2004  
February 12, 2006