

**THE HUMANE SOCIETY OF  
OAK RIDGE AND ANDERSON COUNTY  
CONSTITUTION OF BYLAWS**

**ARTICLE I  
Name**

The organization shall be designated "The Humane Society of Oak Ridge and Anderson County" hereinafter called The Humane Society. The Humane Society is incorporated in the State of Tennessee as a not-for-profit corporation.

**ARTICLE II  
Purpose and Policy**

- Section 1. The purpose of this Society is to promote the humane care and responsible treatment of animals.
- Section 2. To implement this purpose the objectives of the Humane Society are:  
To provide support to low income families for neutering and spaying their pets.  
To educate the community on the humane care and treatment of animals.  
To promote animal welfare within the community through various programs.  
To support the Oak Ridge Animal Shelter as needed.

**ARTICLE III  
Headquarters and Branches**

The headquarters of the Humane Society shall be in Anderson County, Tennessee. The Humane Society may be established and maintain branch offices elsewhere.

**ARTICLE IV  
Seal**

The Board of Directors may prescribe the design for all associated materials related to the Humane Society and shall regulate the use of said materials of the Humane Society.

**ARTICLE V  
Membership**

- Section 1. The membership shall be composed of any membership categories deemed desirable by the Board.
- Section 2. The Board of Directors may confer Honorary Membership for a period specified at the time of the award.
- Section 3. Annual dues for each membership grade shall be established by the Board of Directors and shall be reviewed annually, no later than the end of the first quarter. Dues shall be payable on the anniversary of the membership and in the amount established by the Board. Dues shall not be required of Honorary Members.

**ARTICLE VI**  
**Board of Directors**

- Section 1. A Board of Directors shall be responsible for the management of the affairs of the Humane Society.
- Section 2. Only due paying Members may serve on the Board of Directors.
- Section 3. The Board of Directors shall be composed of not less than six nor more than eighteen members. Board membership is a volunteer position, with each Board Member serving on a minimum of one committee.
- Section 4. Members of the Board of Directors shall be elected by the current Board Members of the Humane Society at the last meeting of the calendar year and shall serve for a term of two years and for no more than three consecutive terms. After completion of three complete terms a Board Member may be put on the Advisory Board and may be re-elected to the Board after one year on Advisory Board.
- Section 5. If a vacancy occurs on the Board of Directors, the remaining Members of the Board may nominate any eligible Member of the Humane Society to fill the vacancy until the next annual meeting when the voting Board Members of the Humane Society shall elect an eligible Member to fill any unexpired term.
- Section 6. The Board of Directors shall elect Officers for the next fiscal year at the last meeting of the calendar year of the Humane Society. The Board shall meet for transaction of business at least six times per year. Special meetings of the Board may be called by the President. The President shall call a special meeting if requested by written petition of not fewer than three Board of Directors. The notice of any special meeting shall state the business to be considered.
- Section 7. At least 10 days notice shall be given for special meetings called by the President and 15 days notice for meeting called at the request of Board of Directors. Notice shall be by e-mail or by telephone. Any meeting may be held with less notice, provided any action taken is rectified at the next regular meeting of the Board of Directors.
- Section 8. A majority of the Members of the Board shall constitute a quorum. Each Member present shall have one vote; a proxy vote shall not be recognized.
- Section 9. Board Members unable to attend Board meetings must notify the President or the Secretary prior to the meeting. Any Member of the Board absent from three consecutive meetings without notification shall be considered to have resigned from the Board and will be so notified by the Secretary. Vacancy may be filled as provided herein.
- Section 10. Board Members and Members of Committees shall receive no salaries or fees for their services, but may be reimbursed for any approved expenses incurred in fulfilling their duties.

**ARTICLE VII  
Officers**

- Section 1. The Board of Directors shall elect from its membership at the first calendar year meeting of the Humane Society, the President, Vice President, Secretary and Treasurer, and any other offices required by the business of the Humane Society. The Officers shall assume their duties at the beginning of the next calendar year and shall serve until the end of their term. The Officers are responsible to the Board in the discharge of their duties. The Board shall fill any vacancy no later than its next regular meeting.
- Section 2. No member of the Board shall serve as President or as Vice President for more than two consecutive terms.
- Section 3. The Board shall designate the Officers and at least one other Board Member at Large as an Executive Committee. This Committee shall have the powers specified in the latest published revision of Robert's Rules of Order.
- Section 4. The President shall preside over all the meetings of the Humane Society, of the Board, and of the Executive Committee, and shall be an Ex Officio voting Member of all committees established by the Board. The President shall report the activities of the Humane Society during the preceding year at the last meeting of the Humane Society for that year.
- Section 5. The Vice President or any available officer shall fulfill the duties of the President in his or her absence.
- Section 6. The Secretary shall prepare minutes of all meetings of the Humane Society, of the Board, and of the Executive Committee, shall notify the Members and Directors of regular and special meetings and shall perform other appropriate duties assigned by the Board. The Secretary shall arrange for the distribution, at Society expense, of all minutes to any Member of the Humane Society upon request. The Secretary shall receive and report all correspondence to the Board, shall handle all correspondence as directed by the Board, and shall have final custody of all files, records and other documents (or copies thereof) of the Humane Society and of the officers of the Humane Society.
- Section 7. The Treasurer shall receive and deposit, in a bank designated by the Board, all monies and securities; shall disburse funds in accordance with the budget approved by the Board or as otherwise directed by the Board, and shall submit a report at each regular meeting of the Board and a summary report for the fiscal year at the last meeting of the year of the Humane Society.
- Section 8. The Board of Directors may appoint, at their discretion, an Advisory Board.

**ARTICLE VIII  
Committees**

- Section 1. The standing committees shall be Spay/Neuter, Animal Medical Funding, Grants, Education, Fundraising and Newsletter.

Section 2. The Board of Directors may establish any subcommittee and other committees it deems desirable and may delegate to such committees specific duties and powers.

Section 3. The President, with the approval of the Executive Committee, shall appoint the Chairperson(s) of the Standing Committees. The Chairpersons of the Standing Committees shall be Board Members.

#### **ARTICLE IX Meetings of the Humane Society**

Section 1. All meetings of the Humane Society, of the Board of Directors, and of Committees shall be conducted in accordance with the latest published revision of Robert's Rules of Orders.

Section 2. The meeting of the Humane Society will be held in the last quarter of the year at a time and place designated by the Board of Directors. The primary purpose of this meeting shall be the election of the Members of the Board and the presentation of reports of Officers and of Committee Chairpersons.

Section 3. Special meetings of the Humane Society may be called at any time by the Board of Directors, stating the purpose of the meeting. Special meetings requested by petition shall be held no less than 30 days nor more than 60 days after the petition is filed and shall be held at a time and place designated by the President.

Section 4. The voting Board Members shall be notified by e-mail or by phone at least 10 days in advance of any special meeting of the Humane Society.

#### **ARTICLE X Finance**

Section 1. The records of the Humane Society shall be maintained on the basis of the fiscal year beginning on April 1.

Section 2. The records of the Treasurer shall be submitted for a financial review every two years by an independent accountant or other persons designated by the Board.

Section 3. The Board of Directors shall determine which Board Member(s) will have majority responsibility for the handling of money and securities. This person or persons shall be bonded in the amount set forth by the Board.

Section 4. Signature authority for the Humane Society shall be determined by the President of the Humane Society.

Section 5. The proposed annual budgets of estimated income and expenses of the Standing Committee shall be submitted to the Board at the last quarter meeting. No expenses shall be incurred in excess of budget appropriations without prior approval of the Board. Committee Chairs are responsible for establishing a budget for their respective Committees.

**ARTICLE XI**  
**Amendments**

The Constitution and Bylaws may be amended by a majority of the voting Board Members present at the meeting of the Humane Society, provided all proposed amendments are submitted to the membership at least 10 days prior to the meeting. The text of each proposed amendment shall be included in the meeting notice together with the text of the Article/Section that it will supersede.