

BYLAWS OF LEAVENWORTH COUNTY HUMANE SOCIETY, INC.-
BYLAWS

~~Re-stated~~Restated and Amended 12.01.2009, 11.01.2011, 03.01.2015, 03.12.2016, 08.31.2018,
11.~~00~~15.2023

~~Article I. —~~ **ARTICLE I**
~~Article II.~~**Article I. Name**

The name of this organization shall be Leavenworth County Humane Society, Inc.

~~Article III. —~~ **ARTICLE II**
~~Article IV.~~**Article II. Mission**

Leavenworth County Humane Society, Inc. ~~provides~~(“LCHS, Inc.” or the “Organization”) operates as the animal welfare focal point for all of Leavenworth County, Kansas. Among other services, LCHS, Inc.:

- Conducts humane education for schools and community groups;
- Advocates to improve animal protection laws and their enforcement;
- Reunites lost pets with their owners;
- Cares compassionately for stray, abandoned, and relinquished animals;
- Matches pets with loving adopters who will care for them for life;
- Helps owners retain their pets by providing information, and veterinary and training assistance; and
- Partners with cities, the county, and other rescues, shelters, and animal welfare groups to create a humane county where people and animals want to live.

In the future, LCHS, Inc. hopes to:

- ~~Assists~~Assist in emergency planning and action for animals; and
- ~~Supports~~Support law enforcement with animal cruelty and neglect investigations.

~~Article V. —~~ **ARTICLE III**
~~Article VI. —~~ **General Membership**

Section 1. Members.

~~Membership shall be available to those supporting the mission, vision and values of the Leavenworth County Humane Society, Inc. Classes of membership and dues structure shall be determined by the Board of Directors as warranted.~~

~~The Board of Directors may also establish a non-member category and/or program for any person~~

or organization contributing money, time, or things of value. Name, classes and donation structure of such category or program shall be determined by the Board of Directors.

~~Section 6.01~~ **Section 2. Dues.**

~~Membership shall be effective on receipt of dues to LCHS and shall be for a calendar year, with no prorating of dues. All dues shall be paid in one installment. Dues not received as stated herein shall be considered non-payment and subject to membership non-renewal.~~

~~Section 6.02~~ **Section 3. Privileges of Membership.**

~~Upon member acceptance and payment of annual dues, the member shall be eligible for reduced fee admission, VIP seating, members-only events and other nominal benefits as determined by the Board of Directors.~~

Article III. Board of Directors

~~Section 6.03~~ **Section 4. Denial or Termination of Membership.**

~~Membership may be denied or terminated for any action which is detrimental to the best interests of LCHS, Inc. or actions in violation of the Member Code of Ethics. Denial or termination of membership shall require the affirmation of the Board of Directors. In the event that such action is contemplated, the Board of Directors shall notify, in writing, the member or prospective member of the reasons for the proposed action, and of the time and place of the meeting of the Board of Directors at which such denial or action is to be considered. Said letter shall be sent no later than ten (10) days prior to the aforementioned meeting. At such meeting, the member or prospective member shall be entitled to respond to the stated reasons and be heard in his/her own defense. Any member or prospective member who is convicted of cruelty to animals in a court of law shall automatically have his or her membership terminated without recourse.~~

~~Article VII.~~ **ARTICLE IV**

~~Article VIII.~~ **Meetings of Members**

Section 1. Meetings.

~~Meetings of the membership may be called at such time and place as may be designated by the Board of Directors. The time, date and location of such meetings shall be announced to the membership no less than thirty (30) days prior to the meeting.~~

~~Section 8.01~~ **Section 2. Quorum.**

~~The membership in attendance at any meeting shall constitute a quorum for the transaction of business at that meeting.~~

~~Article IX.~~ **ARTICLE V**

~~Article X.~~ **Board of Directors**

Section 1. Numbers, Duties, and Composition.

The corporate powers, property management, disposition of assets or liabilities, and business of the ~~organization~~Organization shall be exercised, controlled and conducted by a ~~board~~Board of Directors (“Board”) of no less than four (4) and no more than fifteen (15) ~~directors~~Directors, each holding office for a period of three (3) years.

Section 2. Terms of Office.

Directors shall take office upon vote of the standing Board and shall serve for a period of three (3) years ~~following, unless the Director's term is terminated for cause as provided in these Bylaws or upon resignation of the Director.~~ Directors installed mid-year will commence a full term beginning in February the following year. A member of the Board ~~of Directors~~ ("Board Member") may be elected to serve again by a majority vote of the Board. Directors may serve multiple terms without limitation.

Section 3. Application and Election.

Prospective ~~board members~~ Board Members shall apply in a manner determined by the Board ~~of Directors~~ and shall be elected by majority vote of the standing Board. Those selected for the Board shall complete a Volunteer Application and Agreement, annual Board Contract, and Conflict of Interest Statement.

Section 4. Vacancies.

In the event any Director shall by death, resignation, or incapacity, cease to serve during his or her term, his or her successor shall be chosen by the Board ~~of Directors~~.

Section 5. Meetings.

~~An Annual Meeting of the Board of Directors shall be held in March of each year. Regular meetings of the Board of Directors shall be held at such times and places as shall be fixed by the Board, provided that the Board of Directors shall meet at least quarterly for the transaction of business. Special meetings of the Board may be called by the President or may be called by the Secretary upon written request by any three directors. Notice of special meetings shall be emailed or telephoned to Board Members at least ten (10) days in advance of the special meeting. Any special meeting may be held without notice provided every director shall waive in writing the aforementioned required notice.~~

Regular meetings of Directors will be held monthly at a place, day, and hour as established by agreement of the Board. Meetings of the Board will be held at the Organization's shelter located at 100 W Gilman Rd, Lansing, KS 66043, unless an alternative location is otherwise agreed to by the Board. Any meeting may be held by video or telephone conference, or similar communication, so long as all Directors participating in such meeting can hear one another.

Section 6. Quorum.

A majority of the members of the Board ~~of Directors~~ present shall constitute a quorum.

Section 7. Forfeiture.

If any member of the Board ~~of Directors~~ shall be absent from three (3) consecutive regular meetings without being excused from attendance by the Board, he ~~or~~ she shall be deemed to have resigned from office, and the vacancy so caused shall be filled as herein provided.

Section 8. ~~Removal~~Termination or Resignation.

Any ~~officer or director~~Director may be removed from office for cause at any meeting of the Board by a two-thirds (2/3) vote of all the members of the Board, provided that notice of the proposed action has been emailed or mailed to all Board ~~members at least ten (10) days in advance of the meeting~~Members at least ten (10) days in advance of the meeting. Any Director may resign from his or her position on the Board at any time by giving written notice to the Board. Any such resignation will take effect at the date of receipt of such notice or at any later date specified therein, and, unless otherwise specified therein, the acceptance of such resignation will not be necessary to make it effective.

Section 9. Voting.

Except as otherwise prescribed in these ~~by-laws~~Bylaws, decisions at any meeting of the Board ~~of Directors~~, the executive committee, or other committees shall be by majority vote of those present. Each ~~director~~Director shall have one (1) vote; proxy voting shall not be permitted.

Section 10. Compensation.

Current Directors and members of ~~Committees~~committees shall be classified as volunteers and shall not receive any salaries or fees for their services but may be reimbursed for any expenses incurred in fulfilling their duties.

Section 11. Nonliability.

None of the Directors, whether individually or collectively, will be personally responsible for the debts, liabilities, or other obligations of the Organization.

Section 12. Miscellaneous.

Board ~~members~~Members will be required to sign a ~~conflict~~Conflict of ~~interest statement~~Interest Statement, and a ~~board member contract~~Board Contract, prior to the beginning of their first term. Board ~~members~~Members will be required to submit to a background check if required by the Board. Board ~~members~~Members shall not act independently of the Board, (i.e., speak or write on behalf of the ~~organization~~Organization), other than as specified as Officer duties, without the consent of the Board or Executive Committee.

~~Article XI.~~ARTICLE VI

~~Article XII.~~Article IV. Executive Officers

Section 1. Composition.

The Executive Officers shall consist of a President, Vice President, Secretary, and Treasurer. The Officers may appoint other officers, agents or ex-officio members as they deem necessary. The positions will exercise such powers, perform such duties, and serve such terms as deemed by the Officers.

Section 2. Terms of Office.

The Officers elected shall serve a term of one (1) year. Officers shall take office the month following their election.

Section 3. Election.

The Officers shall be members of the Board. Said officers may, at the discretion of the Board, be reelected.

Section 4. Vacancies.

In case any Officer shall by death, resignation, or incapacity, cease to serve during his or her term, his or her successor shall be chosen by the Board.

Section 5. Executive Officers and Responsibilities.

President: The President shall preside over all meetings of the Board ~~of Directors, and any~~ special meetings, ~~and membership meetings~~. He or she shall, subject to the approval of the Board, be responsible for executing any legal document necessary and proper to manage the property and business of the ~~organization~~ Organization. The President, unless delegated otherwise, shall be the voice of the ~~organization~~ Organization in public communications, assuring all communications conform to these ~~bylaws~~ Bylaws, established policies, and mission and goals of the ~~organization~~ Organization. The President shall be a member, ex-officio, of all other committees.

Vice President: The Vice President shall, in the absence of the President, perform the duties of the President, and perform such other duties as may be assigned by the President or the Board ~~of Directors~~. The intent of the Vice ~~Presidential~~ role is to train and become equipped to succeed to the office of President.

Secretary: The Secretary shall take and preserve minutes of all meetings. The Secretary shall make notification of meetings to the appropriate parties. The Secretary shall perform other duties as assigned by the Board ~~of Directors~~. The ~~secretary~~ Secretary shall have custody and be responsible for the safekeeping of the ~~organization's bylaws~~ Organization's Bylaws, articles of incorporation, records, and general archives of the ~~organization~~ Organization, except as they may be expressly placed in charge of another by order of the Board ~~of Directors~~. The Secretary shall file annual reports, as required by law or regulation, with the State of Kansas. The Secretary shall receive, report, and reply to all correspondence, unless otherwise delegated.

Treasurer: The Treasurer shall record the receipt, deposit, and expenditures of all monies and disburse funds in accordance with the instructions of the Board ~~of Directors~~. The Treasurer may delegate any of the Treasurer duties, as approved by the Board. A monthly and year-to ~~date~~

income/expense report shall be submitted to the Board ~~of Directors~~ annually. This report may be audited by an independent accountant or an auditing committee formed of the general membership selected by the Board ~~of Directors~~.

~~Article XIII. ARTICLE VII~~
~~Article XIV. Article V.~~ Executive Director

Section 1. Responsibilities.

The Executive Director will work under the general guidance of and is responsible only to the Board ~~of Directors~~ as a group. The Executive Director will provide regular reports to the Board ~~of Directors~~ as appropriate or where requested.

The Executive Director is responsible for developing program, organizational, and financial plans that further the mission of LCHS, Inc. The Executive Director will ensure the appropriate systems and resources are in place within the policy and authority set by the ~~board of directors~~ Board to manage day-to-day operations that include, but are not limited to: compliance with animal welfare standards and local, state, and federal laws; development and delivery of programs; fundraising; community education and outreach; ~~develop~~ development of and ~~maintain~~ maintaining collaborative relationships with other organizations such as veterinary professionals, animal welfare organizations, government officials, and the media; ~~prepare~~ preparing a detailed annual organizational budget; ~~ensure~~ ensuring all fiscal and grant management reporting is complete and timely; ~~promote~~ and ~~adhere~~ promoting and adhering to sound fiscal management practices. The Executive Director will rely on the Shelter Management Coordinator to perform the functions and responsibilities set forth in Article VI.

Section 2. Annual Organizational Budget.

The Treasurer, with the input of the Executive Director and Shelter Management Coordinator, is responsible for preparing a detailed organizational budget, to be completed annually and presented to the Board no later than January 15 of each year. The annual budget must include: (1) fixed costs (e.g., administrative, overhead, and payroll obligations); (2) variable costs (e.g., anticipated veterinary expenses and animal care supplies); and (3) anticipated income from various revenue streams. The Board will have the opportunity to review, seek clarification of, and revise the prepared budget prior to voting on its approval as the organizational budget for that fiscal year. The Organization's monthly budget will be determined by dividing the agreed annual budget by twelve (12). If the Executive Director recognizes the potential to exceed the Organization's agreed monthly budget, he or she will approach the Board (whether at a regularly scheduled meeting or through email communication) to explain the potential shortfall and to propose realistic and attainable measures to operate within the remaining funds.

Section 3. Expenditures.

As described in Article IV, Section 5, the Treasurer is the Officer responsible for disbursing funds on behalf of the Organization. The Treasurer may delegate responsibility for making necessary payments and/or purchases to the Executive Director or other Organization personnel, as deemed

necessary. If the Executive Director or other Organization personnel desire to make any inessential expenditures on behalf of the Organization, they will fully consider the availability of overall organizational funds, as well as less expensive alternative purchases that serve the indicated need(s), prior to engaging with the Treasurer regarding the proposed need for such expenditure.

Section 4. Actions Requiring Board Approval.

Without limiting the matters or actions that must be approved by the Board, the approval of the Board shall be required for the Executive Director to take any of the following actions:

- Selling or transferring any assets or property owned by LCHS, Inc. outside the ordinary course of the Organization's business;
- Acquiring any real estate or interest therein outside the ordinary course of the Organization's business;
- Causing the Organization to borrow money or assume existing debt;
- Establishing and/or enabling automated clearing house payments; and
- Making any other decision or taking any action which, considered before making the decision or taking the action, would reasonably have been expected to have a substantial or material effect upon the Organization as contrasted with a decision or action which would be routine or in the ordinary course of business.

The Executive Director shall seek to obtain the Board's approval through its voting at regular meetings or through an emailed writing sent to all Board Members at their preferred email addresses. If the Executive Director seeks the Board's approval through emailed writing, the Executive Director shall allow for sufficient time, but not less than forty-eight (48) hours, for the Board Members to consider the request and respond thereto. Should the Executive Director anticipate the future need for Board approval based on his or her knowledge and experience, the Executive Director shall request the Board's approval in advance of taking the contemplated action.

Section 5. Compensation.

The Executive Director position may be compensated at the discretion of the Board ~~of Directors~~.

Article XV. — ARTICLE VIII

Article VI. Shelter Management Coordinator

In addition to the Executive Director, the Organization will employ a Shelter Management Coordinator that will manage the daily operations of the Organization with input and guidance from the Executive Director, as necessary. The specific responsibilities that are assigned to the Shelter Management Coordinator, for execution or further delegation, include:

- Complete application review and approve for hiring of any new employees;
- Participate in counseling and termination of employees, when necessary;
- Supply employees with job duties and tasks;
- Prepare and distribute biweekly employee shift assignments;
- Handle any and all customer or employee complaints;
- Provide biweekly time sheets to the Executive Director for payroll submission;
- Make purchases or acquisitions for the Organization as needed, with the oversight of the Treasurer;

- Interact with Animal Control Officers and Police to ensure proper intake of animals into the shelter facility;
- Provide microchipping services to any walk-in clients, and all shelter animals prior to adoptions;
- Accept and process adoption applications in a timely manner;
- Be responsible for postal mail, phone calls, social media, and the Organization's website;
- Maintain the Organization's presence on websites such as LinkedIn, GKCCF, NonProfit Connect, Guidestar, etc.;
- Provide all animals in the Organization's care with professional, conscientious, and compassionate care by meeting all physical and behavioral needs;
- Safely and appropriately handle dogs and cats of all sizes, ages, temperaments, and needs;
- Follow and maintain excellent knowledge of the Organization's cleaning, sanitation, and disease prevention protocols to provide a safe, clean environment for all;
- Properly use and maintain all supplies and equipment;
- Provide all animals with appropriate housing, food, water, bedding, toys and other mental stimulation and enrichment, as well as provide social interaction with humans and, where appropriate, members of their own species;
- Maintain excellent knowledge of all shelter standard medical procedures, vaccines, preventatives, and common diseases and their symptoms, transmission, and prevention;
- Monitor health and mental wellbeing of animals and rapidly identify any health issues;
- Administer medications to the animals in care, as necessary;
- Provide basic grooming services to the pets of LCHS, Inc., as needed;
- Supervise volunteers on shift, and provide training to new volunteers as assigned;
- Maintain security of the Organization's property, buildings, and animals;
- Handle and restrain animals weighing up to 130lbs (dogs);
- Lift 50lbs to waist high; and
- Use discretion to determine the best interests of the Organization and the animals in its care, and make the decisions necessary to ensure those interests are being met.

Article VII. Responsible Care of Animals

In order to provide safe care for each animal in the Organization's control, the Organization can only house at its shelter a maximum of sixteen (16) dogs and a maximum of twenty-eight (28) cats at any given time.

~~Article XVI~~Article VIII. Committees

Section 1. Committees.

The Board ~~of Directors~~ or the Executive Officers may create such committees as may be necessary for the transaction of business and to support the goals of ~~LCHS, Inc.~~the Organization as set by the Board ~~of Directors~~. The President shall appoint the committee Chairs. The Chair of each established committee will report the committee's activities to the Board on a monthly basis.

Any committee ~~or committees(s)~~ shall only have the authority to address the issues assigned to the ~~Committee, committee(s)~~, but in no event shall ~~they~~ have authority to financially obligate the ~~organization~~ Organization unless specifically authorized in writing by the Board ~~of Directors~~.

Section 2. Executive Committee.

The only standing committee of LCHS, Inc. shall be the Executive Committee, which shall consist of the President, Vice ~~President~~, Secretary, and Treasurer. The Executive Committee shall keep regular minutes and make copies thereof available to all members of the Board.

~~Article XVII. ARTICLE IX~~ ~~Article XVIII. Article IX.~~ Amendment of Bylaws

~~Section 1. Amendment.~~

These Bylaws may be altered, amended, or repealed and new Bylaws may be adopted by a majority vote of the Board ~~of Directors~~.

~~Article XIX. ARTICLE X~~ ~~Article XX. Article I. Miscellaneous~~

~~Article XXI. Article X.~~ Section 1. Fiscal Year.

The fiscal year of the Organization shall begin on January 1st and end December 31st each year.

~~Article XXII. ARTICLE XI~~ ~~Article XXIII. Article XI.~~ Dissolution

~~Section 1. Dissolution.~~

Upon the dissolution of ~~the Leavenworth County Humane Society~~ LCHS, Inc., all of ~~the organizational~~ property, if any, other than cash, shall be sold or collected and turned into cash as expeditiously as possible by the Board ~~of Directors~~. All of the ~~organizations~~ Organization's debts, liabilities, and obligations shall be satisfied in accordance with state law. Any remaining assets will be given to another ~~non-profit~~ nonprofit humane animal organization selected by the Board ~~of Directors~~.

~~Article XXIV. ARTICLE XII~~ ~~Article XXV. Article XII.~~ Parliamentary Procedure

All meetings of ~~members~~, the ~~board of directors~~, Board and committees shall be conducted pursuant to ~~Roberts~~ Robert's Rules of Order as set forth in the last published revision.

~~Article XXVI.~~ARTICLE XIII

~~Article XXVII.~~Article XIII. Indemnification of Directors, Officers, and Committee Members

Section 1. LCHS, Inc., to the fullest extent permitted by law, shall indemnify and hold harmless ~~each Member, each Member's affiliates, and all officers, directors~~all Officers, Board Members, Directors, trustees, ~~members,~~ employees, agents of ~~the Member and its Affiliates~~Officers, Board Members, or Directors, and other such ~~Persons~~persons as the Board ~~or Members~~ shall determine (individually, an "Indemnitee"), from and against any and all losses, claims, demands, costs, damages, liabilities, and expenses of any nature ~~from any and all claims~~ in which an Indemnitee may be involved arising from ~~furthering~~ LCHS, Inc.'s business, ~~at the time any such liability or expense is paid or incurred,~~ if (1) the Indemnitee acted in good faith and in a manner it ~~or he~~ reasonably believed to be in, or not opposed to, the interests of LCHS, Inc., ~~and,~~(2) with respect to any criminal proceeding, ~~the Indemnitee~~ had no reason to believe its, ~~his, or her~~ conduct was unlawful, ~~and~~ (2or (3) the Indemnitee's conduct did not constitute actual fraud, gross negligence, or willful or wanton misconduct.

Section 2. Any indemnification hereunder shall be satisfied solely out of the assets of LCHS, Inc. and neither the ~~Members, nor~~ Board of Directors, nor any ~~Assignees~~assignees, shall be subject to personal liability by reason of these indemnification provisions.

Section 3. An Indemnitee shall not be denied indemnification in whole or in part under this ~~Section~~Article because the Indemnitee had an interest in the transaction with respect to which the indemnification applies if the transaction was otherwise permitted by the terms of ~~this Agreement~~these Bylaws.

~~Article XXVIII.~~ARTICLE XIV

~~Article XXIX.~~Miscellaneous

Article XIV. Miscellaneous

If any portion of these Bylaws shall be deemed invalid or inoperative, then so far as is reasonable and possible, the remainder of these Bylaws shall be considered valid.