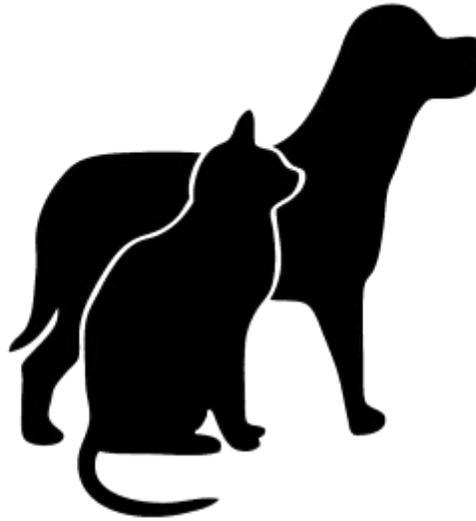


BYLAWS



ST CROIX
**ANIMAL
FRIENDS**

Saint Croix Animal Friends, Inc.

Adopted March 23, 2006. Last Changes amended November 6, 2014.

Saint Croix Animal Friends, Inc.

Bylaws

Article 1. Name

Section 1. The name of the corporation is Saint Croix Animal Friends, Inc.

Article 2. Purpose

Section 1. Mission statement. The charitable purposes shall be:

- a. To offer a safe refuge, nourishment and opportunity for a better life to unwanted, abused or injured animals;
- b. To promote responsible pet ownership through humane education and spay/neuter programs in the area;
- c. To work to unite lost animals with owners and place unwanted animals in caring homes;
- d. To build communication and community support so people will value animals and treat them with respect and kindness;
- e. For a variety of complex and merciful reasons such as animal suffering, to provide as a last resort painless euthanasia by a Veterinarian or certified Vet Tech using approved drugs and techniques and put the animal to rest in a respectful manner.

Section 2. In order to meet objectives of the charitable purposes, the organization shall:

- a. Raise money for its operation through appropriate legal fund raising and donations;
- b. Encourage and participate in educational programs which would enhance the quality of life for animals and encourage spay and neuter practices;
- c. Create and encourage support for options such as hospice care or foster homes instead of euthanasia for animals in shelters;
- d. Connect community and animals through public programs and work collectively with other groups and organizations that support this mission;

Section 3. To operate within the meaning of Section 501 (c)(3) of the Internal Revenue Code of 1986 as amended.

Article 3. Fiscal Year

Section 1. The fiscal year of the corporation shall be January 1 through December 31.

Article 4. Membership

Section 1. Membership is open to any individual or group of individuals interested in the aforementioned objectives. Membership shall neither be granted nor denied on the basis of race, age, color, religion, national origin, sex, sexual orientation or physical handicap.

Section 2. Membership dues

- a. Membership dues will be determined by the Board of Directors on a per year basis.
- b. Membership dues will be set annually by the Board of Directors and listed in addendum A.
- c. Membership may be classified as Junior, Adult individuals, Senior, Family, Patron and Corporation or Organization.

Section 3. Membership denial and limitations

- a. Membership will be denied to anyone who has been convicted of, or involved in, any form of animal abuse or neglect.
- b. Membership may be denied to anyone participating in selling live animals for research.
- c. Members may not offer live animals as prizes in raffles, contests, or drawings.

Section 4. Revocation of membership process

The board reserves the right to refuse membership to anyone for good cause due to an action taken by a member found to be detrimental to the organization or an animal. Good cause shall include but is not be limited to:

- a. Prior convictions of criminal violations or citation violations for animal cruelty, animal neglect, or associated violations of law;
- b. Any similar pending charges against a person or organization or company seeking membership;
- c. Prior actions taken by any governmental agency or organization authorized to do so by a governmental agency involving civil actions resulting from neglect and/ or cruelty to animals;
- d. Any allegations of neglect or cruelty during the investigative stages;
- e. Any such person or organization may reapply for membership should such changes, criminal or civil, be found to be without merit.

Section 5. All membership applicants must agree to the Purpose and Objectives of the organization as set forth in Article 2 herein.

Section 6. Any active member may have their membership revoked by the Board of Directors for a violation of the bylaws of the corporation (reference Article 4 Section 4).

Section 7. All members, except Junior members, in good standing with the organization and current with their dues, shall be entitled to cast one vote at any general meeting of the organization, except in a Board Meeting, for the purpose of all motions, and / or elections properly before the organization. The term "good standing" refers to being a current paid member prior to a vote. Adult family members will be allowed a maximum of four votes per family. Patron or corporate members including companies and organizations will be allowed one vote. There will be no proxy votes. Members must be present to vote. If there is any question as to the patron organization's representative voter is, the Board may choose to disregard the voting right of that patron member at that meeting.

Section 8. Active Membership

- a. Membership classifications:
 1. Junior Members (under age 16), exempt from dues
 2. Adult (individual) Members
 3. Senior Members (age 65 and older)
 4. Family Members
 5. Patron Members
 6. Corporation or Organization Members
- b. Membership is good for one year from the date the membership is paid. In order to be considered an active member and vote at a meeting, the member must be a current paid member.
- c. Membership dues shall be noted as membership dues and be kept as a separate membership record. Membership records will not be given out for public mailing lists. Other monetary donations, or in kind donations, will not be considered as membership dues, and shall be kept identified as donations, grants or any other appropriate designated record. All records will be kept according to State and Federal requirements for a non-profit 501c3 organization.
- d. Additional classes of membership, the amounts of the membership dues and other related fees may be added at the discretion of the Board of Directors by a majority vote and approved at an annual or special public meeting.

Article 5. Meetings

Section 1. An annual meeting will be held within 90 days of the completed financial report for the fiscal year. The Board of Directors will determine the date, time, and place of the meeting.

- a. The purpose of the meeting will be the election of board members and any other business necessary to be transacted by the members.
- b. At the first annual meeting, three Directors will be nominated and selected by majority vote to serve for a one-year term, then two to four more Directors will be nominated and selected by a majority vote to serve for a two-year term. Any other positions on the board will be for a specific period of time to be determined by the majority of the Board and by a majority of the members present at the meeting. This could be a position for Veterinarians on a rotation basis.

Should a vacancy on the Board occur, for any other reason other than expiration of the term, the remaining Directors may elect to leave the vacancy open to the end of the term as long as there remain no less than five voting Directors. The remaining Directors may, if they choose, appoint a new member to fill the vacancy for the remainder of the term.

Section 2. A written notice of the time and place of the annual meeting will be published in the community sections of at least three county newspapers, and in a prominent place at a shelter facility, when a shelter is built.

Section 3. The order of business at all meetings shall be: first roll call, approval of minutes, then reports of committees and directors, next unfinished business, new business and adjournment.

Section 4. Meetings shall be conducted according to the most current Roberts Rules of Order revised.

Section 5. The Board of Directors may call special meetings of the full membership at any time. In such a case, the date, time and place as well as the stated purpose of the meeting will be noticed in the same manner as the annual meetings are noticed to all members.

Section 6. The Board of Directors is required to have a quorum consisting of 33% of the total number of Directors to be present in order to conduct business at a Regular Meeting. The Board of Directors is required to have a quorum consisting of the majority of total Directors to be present in order to conduct business at a Special or Annual Meeting. Any business transacted during meetings, if a quorum is not present, will be considered invalid.

Article 6. Board of Directors

Section 1. The Board of Directors will consist of not less than five or more than twenty-one voting members. Additional honorary non-voting members may be added by a majority vote of the Board.

Section 2. All Board Members must be current organization members. Failure to maintain a current membership will result in termination of the Board Member. If a Board Member's membership is expired more than 60 days, current Board members can vote to remove the Board Member for cause by a two-thirds majority vote. The remaining Board Members could then choose, by a majority vote, another person to fill the position for the remainder of the term.

Section 3. The Board will hold a minimum of nine monthly meetings including the annual meeting.

Section 4. Failure to attend three consecutive Board meetings without a valid reason may result in termination of the Board Member. If a Board Member misses three or more consecutive Board meetings but supplies a suggested valid reason, current Board members can vote by a two-thirds majority vote to allow an exception for a specific length of time for the Board Member to not attend Board Meetings for cause. If the vote is not passed or if the Board Member misses three or more consecutive Board meetings without any response as to cause, the Board member will be removed from the Board for cause. The remaining Board Members could then choose, by a two-thirds majority vote, another person to fill the position for the remainder of the term.

Section 5. Current Board members can select or remove any committee chairperson with cause or in the best interest of the organization by a two-thirds majority vote. The Board may then appoint a replacement chairperson for that committee.

Section 6. All Board Members are considered volunteers and will not receive compensation.

Section 7. No Board Member will cast any votes on any issues if there could be a conflict of interest due to any personal or related business (reference Addendum B Conflict of Interest Policy).

Section 8. Only one family member can serve on the Board of Directors at any time. A family member is a spouse, domestic partner, parent, child, brother or sister.

Article 7. Election of Officers

Section I All officers of the Board of Directors must be members of the Board, except for the Executive Director. The Executive Director must be a member of the organization and cannot be a member of the Board of Directors.

Section 2. At each annual election, the Board of Directors shall by agreement, or nomination and election within the Board, select a Chairman, *pro tern* and Secretary, *pro tern*, for the purposes of electing officers of the organization. This shall be their first order of business. Their second order of business shall be said election. Officers to be elected by the Board shall be President, Vice President, Secretary, and Treasurer. Only members of the Board of Directors shall be eligible for such offices. The Board of Directors shall nominate such of their members for office, and no second shall be required, however, each Trustee so nominated shall indicate a willingness to serve as an officer pursuant to such nomination. Should more than one person be nominated for any office, a vote of the Board of Directors, by written ballot, shall be held. No majority for election shall be required, and the persons receiving the most votes from the Board of Directors shall be elected to the office for which he or she was nominated. Tie votes for any officer's position shall be decided by a coin toss.

Section 3. Should any officer position, including President, Vice President, Secretary, and Treasurer become vacant during the annual year, such vacancy shall be filled by a majority vote of the Board. All nominees for office shall acknowledge their willingness to comply with the duties of officers as set forth in the bylaws, and as may be otherwise required.

Section 4. The initial meeting of the Board of Directors, for the purposes of electing officers shall occur not more than fifteen days after the close of the annual meeting at which said Board of Directors was elected.

Article 8. Duties of Officers

Section 1. The principle duties of the *President* shall be to preside over all regular and special meetings of the organization. The President will also sign all certificates, contracts, and legal instruments of the organization on behalf of the Board of Directors and under the direction of the Board of Directors. The President will ensure that the annual reports are filed timely and that the reports are an agenda item at the annual meeting and any other appropriate meeting.

Section 2. The principle duties of the *Vice President* shall be to assist the President as directed by the President. In addition, the Vice President will perform duties as determined by the board.

Section 3. The duties of the *Secretary* shall be to keep an accurate record of the proceedings of all the organization meetings. In order to accomplish this, the Secretary may also record the meetings for accuracy.

- a. The Secretary will be responsible for the secure and systematic keeping of all records, papers, documents and correspondence belonging to the organization. The Secretary will keep all original corporate papers including the bylaws in a safety deposit box in a local bank selected by the Board of Directors and with at least two other current Board members signatures of record to access the safety deposit box.
- b. The Secretary shall notify members and Directors of annual, regular and special meetings and may perform other duties assigned by the Board of Directors. The Secretary shall have the minutes of all approved meetings available in a published form for all members, as well as the general public, upon request.

Section 4. The *Treasurer* shall be responsible for the keeping an accurate accounting of all monies, credits, and property of the organization. The accounts will include all monies received and disbursed as well as the prepared statements on a regular meeting basis.

- a. The Treasurer shall be responsible for receiving and depositing in a bank

designated by the Board, all monies and securities. The Treasurer will be responsible for the payment of all the organization bills on a timely basis. The Treasurer will be responsible for the payment of funds in accordance with a budget approved by the Board of Directors.

- b. The Treasurer shall establish a bank account or accounts as necessary, to include a checking account for the disbursement and payment of items as authorized by the Board of Directors. Both the President and the Treasurer shall be authorized signers on all accounts.
- c. The Treasurer shall prepare or request to have prepared a yearend financial report for presentation to the Board of Directors and any members present at the annual meeting of the organization. The purpose of this report is to be an accurate written statement of the financial condition of the corporation. It will include a detailed listing of the income and expenditures of the organization for the preceding fiscal year, and of the liabilities and assets as of December 31st of the preceding fiscal year. An accurate inventory of all property belonging to the corporation as of December 31st of the preceding fiscal year shall be included in this financial report.
- d. The Treasurer shall prepare or request to have prepared a publication quality Organization Annual Report for presentation to all members and the public. The report shall be completed no later than March 31st of each year. The Organization Annual Report shall consist of a minimum of a listing of the Board of Directors as of Dec 31st of the preceding year, an overview of organizational accomplishments for the preceding year, an overview of each program's accomplishments for the preceding year, and a financial overview for the preceding year. This report shall be delivered in print or electronic form no later than April 30th of each year.
- e. Upon approval of a majority of the Board of Directors, any member other than the Treasurer, shall be authorized to assist the Treasurer in these duties.
- f. The Board of Directors shall have full authority to add or delete any authorized signer of official corporation documents.

Section 6. The **Executive Director** shall act as a liaison between the Board of Directors and the shelter, shelter manager and general public when a shelter is built and operating.

- a. The Executive Director will oversee and monitor the daily operations of the shelter and will serve at the pleasure of the Board of Directors and under the direction of the Board of Directors.
- b. The Executive Director shall receive and keep all correspondence to the Board of Directors, committees, or organization and shall answer all correspondence as directed by the Board of Directors.
- c. The Executive Director is expected to attend all meetings but is not a voting member of the Board of Directors. The Executive Director will be required to make updated reports at the meetings and assist in the timely preparation and filing of all annual reports required by law.
- d. Any compensation or salary for the Executive Director would be at the discretion of the Board of Directors and approved at an annual or special meeting. The Executive Director will be selected by a majority of the Board of Directors.
- e. A written job description for the Executive Director will be created by the Board of Directors.

Additional duties may be added to the job description as necessary by the Board of Directors.

Section 7. Veterinarians may serve as honorary members of the Board for up to a one-year term at one time. The participating area Veterinarians could act as consultants on a rotational basis for the organization. The length of terms will be determined by agreement of the Veterinarian and the Board of Directors

Article 9. Capital Structure

Section 1. Membership dues and other fees may be changed or established as required by the operation of the organization and facility by the Board of Directors at a special public meeting or annual meeting that is noticed to members and the general public.

Section 2. All dues and fees collected will become the income property of the corporation.

Section 3. Any net earnings, after payment of all costs and expenses, may be retained by the corporation as unallocated surplus at the close of the year. These earnings shall be used in the future for the purposes they were collected.

Section 4. If at any time the corporation is dissolved, all remaining assets will be donated to an organization or organizations dedicated to the humane treatment and rescue of animals in the State of Wisconsin. The choice of the organization or organizations will be a decision of the Board of Directors by a majority vote. The organizations must be designated by the IRS as current 501(c)(3) nonprofit organization in order to be considered.

Article 10. Legislative or Political Activities

Section 1. No substantial part of the activities of the Organization shall be the carrying out of propaganda or otherwise attempting to influence legislation (lobbying). The Organization shall not participate or intervene in (including publishing or distribution of statements) any political campaign on behalf of any candidate for public office.

Article 11. Amendment of Bylaws

Section 1. Any bylaw may be amended or repealed or enacted during a special public meeting called by the Board of Directors for that purpose. The members shall be notified and the Secretary shall include the text of the proposed amendments in the notice of the meeting.

Section 2. Bylaws properly presented as set forth in Article 11 Section 1 shall be adopted or rejected by a two-thirds majority of the members voting.

Section 3. The Board may from time to time establish standing rules applicable to the details of the administration of the organization, provided that such standing rules do not violate any of the existing bylaws, corporation objective as set forth in mission statement, or laws in the State of Wisconsin.

Article 12. Audits

Section 1. An audit of the yearend financial report may be required by State or Federal law based upon current IRS regulations regarding donation amounts and other pertinent circumstances. If an

audit is required by law, the yearend financial report must be audited by an independent accountant selected by the Board of Directors.

Section 2. If an audit is not required by law, the Board of Directors may choose by a majority vote to have the yearend financial report audited by an independent accountant selected by the Board of Directors or by a committee selected from the Board of Directors not to include the Treasurer.

Section 3. The Board of Directors may choose to have the General Ledger and related accounting records audited either for cause or as a matter of routine at any time. This audit will be conducted either by an independent accountant selected by the Board of Directors or by a committee selected from the Board of Directors not to include the Treasurer.

Section 4. If an audit is conducted, the Treasurer will make him/herself available for all interviews requested by the Auditors or auditing committee and shall provide all documentation requested within 7 days.

Article 13. Dissolution of Corporation

Section 1. This corporation may be dissolved at any time by a vote of the Board of Directors, requiring at least four-fifth approval or all five if there are only five members. This action must occur at a public meeting of all members duly notified of the purpose of the meeting. A majority of the members in good standing being present at this meeting would also have to approve of the dissolution of the corporation. If the majority of the members in good standing who are present vote not to dissolve the corporation, a meeting would be scheduled within 60 days to allow the present board members to resign and new members to be elected to office.

Section 2. In the event of dissolution, whether voluntary or by operation of the law, the property, proceeds thereof, assets of the corporation, after payment of all debts, shall not be distributed to members of the board or corporation. By a majority vote of the Board of Directors, all proceeds and / or assets remaining shall be donated to a similar charitable animal humane organization(s) in the State of Wisconsin, preferably in St Croix county or neighboring counties in Wisconsin. Voting members may suggest possible recipient organizations for consideration. Appropriate legal actions to complete the dissolution of the corporation, will be required according to applicable State of Wisconsin and Federal laws per the IRS 501(c)(3) requirements.

Article 14. Public Announcements

Section 1. All members of the Board of Directors and committee members shall agree to not speak on behalf of the organization to the public media including the Press and through social media without first obtaining authorization from the President, Vice President, or Secretary. Members and volunteers have the right to express their personal views at any time, but must agree to preface any public or social media comments regarding the organization policy, etc. as their personal opinions and not the position or opinion of the organization or Board of Directors.

Article 15. Committees

Section 1. The Board of Directors may create committees as needed, such as public relations, fund raising, nominating, finance and executive committees. The Finance and Executive Committees shall be standing committees.

Section 2. The Finance Committee is appointed by the Board of Directors. The Treasurer would be the chairperson of the committee. The Finance Committee would be responsible for developing and reviewing fiscal procedures, overseeing any fund raising plans, and presenting an annual budget to the Board of Directors. The Board of Directors would approve the budgets. They would also give any final approvals for the use and expenditures of funds necessary for the fund raising plans.

Section 3. The Executive Committee shall consist of the Officers of the Organization including the President, Vice President, Secretary, and Treasurer. The President shall be the chairperson of the committee. Other committee members may be appointed to the Executive Committee by the Board of Directors. The Executive Committee's responsibilities shall be to manage the daily affairs of the organization and report to the Board of Directors. The Executive Committee shall have no authority to commit the organization to future debt without prior approval of a majority vote of the Board of Directors.

Section 4. When employees are hired, a Human Resources Committee, appointed by the Board of Directors, shall operate as a grievance committee. The Board of Directors is responsible for hiring the Executive Director and Shelter Manager. The Executive Director oversees the entire Shelter operation. The Shelter Manager and the Executive Director will be responsible for hiring staff. The Shelter Manager will have direct responsibility to supervise the shelter staff. The Human Resources Committee will develop a Shelter operating policy and manual, which must be adopted by the Board of Directors. This operating policy will be given to each employee and be available to the general public at all times.

Section 5. Prior to each annual meeting, the Board of Directors will establish a Nominating Committee for the purpose of selecting candidates for the open Board positions at the next annual meeting. This committee would consist of at least 2 present Board Members appointed by the Board of Directors who are not up for election in this term. The Nominating Committee would seek out potential candidates, verify their qualifications, and recommend the slate of candidates to be voted on during the annual meeting.

Addendum A.

Dues and Fees

Section 1. The annual dues for the Membership classifications are:

1. Junior Membership (under 16) is exempt from dues
2. Adult Membership is \$25
3. Senior Membership (age 65 and over) is \$20
4. Family Membership is \$40
5. Patron Membership is \$100
6. Corporation /Organization Membership is \$200

Section 2. All fees will be set by the Board of Directors and approved at the annual meeting or a special meeting of the membership. This would include all fees incurred by the organization or the Shelter for costs of operating. This will include actual copy or duplicating costs of material at the request of a member or general public.

Addendum B.

Conflict of Interest Policy

Section 1. Purpose

This policy is designed to help Board Members, officers, committee members and employees of the Saint Croix Animal Friends, Inc. identify situations that present potential conflicts of interest and to provide a procedure that will allow a transaction to be valid, legal, and binding. This policy complies with the Wisconsin Statutes and is intended to supplement but not replace Wisconsin State laws and Federal laws governing conflict of interest applicable to nonprofit and charitable organizations.

Section 2. Definitions

- a. A **responsible person** is any person serving as a Board Member, officer, committee member or employee of the Saint Croix Animal Friends, Inc.
- b. A family member is a spouse, domestic partner, parent, child, brother or sister of a **responsible person**.
- c. A **material financial interest** in any entity means a financial interest of any kind which might affect a judgment with respect to transactions or any form of compensation.
- d. A **contract** or **transaction** is any agreement involving a pecuniary sale, loan or grant.

Section 3. Conflict of Interest as defined

For purposes of this policy, the following circumstances shall be deemed to create Conflicts of Interest:

- a. A contract or transaction between the Saint Croix Animal Friends, Inc. and a **responsible person** or their family member or an entity in which a **responsible person** or their family member has a material financial interest.
- b. A **responsible person** competing with the Saint Croix Animal Friends, Inc. in the rendering of services or in a contract with a third party.

- c. A **responsible person** having a material financial interest in or serving as a director or officer of an entity that competes with Saint Croix Animal Friends, Inc. in the provision of services or in a contract transaction with a third party.
- d. Gifts, gratuities, and entertainment will not be accepted from any individual or entity that seeks to do business with our organization or is considered a competitor of the Saint Croix Animal Friends, Inc.
- e. The making of a donation to the Saint Croix Animal Friends, Inc. is not to be considered a contract or transaction that would be considered a conflict of interest.

Section 4. Procedures

- a. Duty to disclose:

Prior to a Board or Committee meeting requiring action on a transaction involving a possible conflict of interest, a **responsible person** having a potential conflict of interest and in attendance at the meeting, shall disclose all facts regarding the conflict of interest. The disclosure shall be reflected in the minutes of the meeting. If the member is not in attendance at the meeting, the chair of the meeting will ensure that the conflict is disclosed and reported in the minutes.

- b. Determination of any existence of a conflict of interest and the procedure to address any possible conflict:

The **responsible person** with the potential conflict of interest will not participate in any action or vote on the transaction.

The Board of Directors by a simple majority vote will make the determination of any existence of a Conflict of Interest and may choose to seek legal advice.

In the event it is not entirely clear that a Conflict of Interest exists, the **responsible person** or individual with the potential conflict shall disclose the circumstances to the Chairman of the meeting who will determine whether any Conflict exists and is subject to this policy.

Section 5. Confidentiality and recording of proceedings

Each **responsible person** shall exercise care not to disclose confidential information acquired in connection with such status or information. Any disclosure that might be adverse to the interests of the Saint Croix Animal Friends, Inc. shall not be disclosed publicly or used for personal profit or advantage.

Section 6. Required review of policy

Each new Board Member, committee member and new employee, thus considered to be a **responsible person**, shall be required to review a copy of this policy and to acknowledge in writing that it has been reviewed.

Each **responsible** person shall annually complete a disclosure form identifying any circumstances which could be considered a conflict of interest.

Adopted March 23, 2006. Last Changes amended November 6, 2014.