



**BYLAWS
OF
THE BENTON-FRANKLIN CO. HUMANE SOCIETY INCORPORATED
A NON-PROFIT CORPORATION**

**ARTICLE I
NAME and TERM**

The name of this corporation shall be The Benton-Franklin Co. Humane Society Incorporated, and it is referred to in these Bylaws as the “Corporation.” The duration of this Corporation is perpetual unless sooner dissolved by complete compliance with Article XIII of the Corporation’s Article of Incorporation and Article XII of these Bylaws.

**ARTICLE II
OFFICES**

SECTION 1. PRINCIPAL OFFICE: The principal office for the transaction of business of this Corporation is in the City of Kennewick, County of Benton, State of Washington.

SECTION 2. REGISTERED OFFICE: The registered office of the Corporation shall be maintained in the State of Washington, and may be, but not need be, identical with the principal office. The address of the Registered Office may be changed from time to time by resolution of the Board of Trustees.

**ARTICLE III
PURPOSE and POWERS**

SECTION 1. PURPOSE: The Corporation is formed and shall operate exclusively for educational, charitable, and public safety purposes as a non-profit organization dedicated to preventing cruelty to animals and fostering the creation of a more responsible and humane community within the meaning of Section 501(c)(3) of the Internal Revenue Code. The Corporation will maintain and operate a fear free shelter for the benefit of residents of the Benton and Franklin Counties. For the purpose of this organization and these Bylaws a no-kill shelter is defined as saving both adoptable (healthy) and treatable dogs and cats, with euthanasia reserved only for non-rehabilitatable animals.

SECTION 2. POWERS: The Corporation is empowered to exercise any and all powers authorized by the Washington Nonprofit Corporation Act (RCW 24.03) subject to any restrictions in the Articles of Incorporation as a result of its organization exclusively for charitable and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code.



ARTICLE IV BOARD OF TRUSTEES

SECTION 1. PURPOSE, POWERS, and DUTIES: The Corporation shall be managed by a Board of Trustees. The Board of Trustees has the general power and fiduciary responsibility to:

1. Formulate and set the policy for the operation of the Corporation
2. Control and direct the affairs, funds, and property of the Corporation
3. Be responsible for the Corporation's finances
4. Approve the annual budget for the next calendar year as presented by the Treasurer no later than December 31st of the current calendar year.
5. Enter into contracts necessary to accomplish Corporation goals
6. Disburse the Corporation's monies and dispose of its property in fulfillment of its Corporate purpose; provided, however, that the fundamental and basic purposes of the Corporation, as expressed in its Articles of Incorporation shall not hereby be amended or changed, and provided further, that the Board of Trustees shall not permit any part of the net earnings or capital of the Corporation to inure to the benefit of any private individual. The Board of Trustees, at their discretion, shall have the power to hire such individuals and companies deemed necessary to manage the day-to-day operations and provide designated professional services necessary to conduct the affairs of the Corporation.

SECTION 2. NUMBER: The number of Trustees, which shall be no more than thirteen (13), shall be fixed from time to time by a majority vote of the Trustees. A quorum is defined as a majority of the Board members present at the Board meeting.

SECTION 3. ELECTION: New members to the Board of Trustees may be elected to serve at any time during the fiscal year of the Corporation provided that the new member meets the requirements of:

- Having submitted a Board Member Application Packet to the Nominating Committee for their review and recommendation to the Board;
- Having the Nominating Committee recommend approval of applicant to the full Board;
- Provided clear documentation that no conflict of interest exists between the potential Board member and the Corporation;
- Agrees to abide by the standards of conduct of the Corporation and these Bylaws and all future amendments to these Bylaws;
- Is subsequently voted into office at a regularly scheduled Board meeting, at which a quorum is present, by a majority of the Board members currently serving at that time of that meeting. Board members may also be elected at the Annual Meeting by a majority vote of all Board members serving at the time of the Annual Meeting. In both instances a quorum of all current Board members must be present and a majority of those present must vote in favor of the electing of the member.



SECTION 4. TERM OF OFFICE: Trustee shall be elected to office for a term of three (3) years, or until their successor is duly elected and qualified, except in the case of their death, resignation, or removal from office. A Trustee may serve, if elected, six consecutive years on the Board of Trustees by being elected to a second term but may not be elected to a third, three-year term. A Trustee may be re-elected to the Board after a lapse of one year following completion of two consecutive full three-year terms in office. The three-year term of each newly elected board member will start the day they are elected by the current board, and end on that date, three years later. The list of current Trustees will be kept by the Executive Director and the Board President.

SECTION 5. VACANCIES: Vacancies in the Board shall be filled by a majority vote of all Trustees then serving in office, at any regular meeting of the Board, provided a quorum is present. A person shall be nominated for a Trustee position by the Nominating Committee as prescribed in Section 3 of this Article and the list of any such nominees shall be included with the notice of the meeting at which the election is proposed.

SECTION 6. RESIGNATION and REMOVAL OF TRUSTEES: Any Trustee may resign by giving written notice of his or her resignation to the Board President or in the absence of the Board President, the Vice President, or Board designee. Such resignation shall take effect at the time specified in such notice and the acceptance of such resignation shall be approved by the Board of Trustees at their next regular meeting and appropriately recorded in the minutes of that meeting. Any Trustee may be removed from office by a two-thirds vote of all Trustees then serving in office. Three consecutive absences from regular Board of Trustees meetings will be cause to remove the absent Trustee from office and create a vacancy on the Board.

SECTION 7. COMPENSATION: No member of the Board of Trustees shall receive compensation for his or her services as a member of the Board of Trustees. The Board may authorize reasonable reimbursement of expenses to any Trustee for actual expenses incurred on behalf of the Corporation as the Board of Trustees may deem reasonable.

SECTION 8. PERSONAL LIABILITY: No Trustee or any uncompensated officer of the Corporation shall be personally liable to the Corporation or its members, if any, for monetary damages for conduct as a Trustee or uncompensated officer provided that this Article shall not eliminate the liability of a Trustee or uncompensated officer for any act or omission occurring prior to the date when this Article becomes effective and for any act or omission for which elimination of liability is not permitted under the Washington Nonprofit Corporation Act. Any Trustee or uncompensated officer shall be entitled to indemnification for any expenses or liability incurred in his or her capacity as a Trustee or uncompensated officer as provided by the Washington Nonprofit Corporation Act.

ARTICLE V MEETINGS

SECTION 1. ANNUAL MEETING: The annual meeting of the Board of Trustees shall normally be held during the month of January each year, or on such other date as may be fixed by the Board of Trustees. The annual meeting may be combined with a regular meeting of the



Board of Trustees. The purpose of the annual meeting shall be for the election of Board members, election of Officers, receiving reports of officers and committees, and for any other business that may arise. The program agenda and arrangements for the annual meeting shall be under the control and direction of the President.

SECTION 2. REGULAR MEETINGS: Regular meetings of the Board of Trustees shall be held on the third Wednesday of every month or on such other date and frequency that shall be fixed by the Board of Trustees, normally at its annual meeting. Meetings may be held anywhere in Benton or Franklin County Washington. However, if no location has been determined, meetings shall be held at the principal place of business of the Corporation.

SECTION 3. SPECIAL MEETINGS: Special meetings of the Board of Trustees may be called by the President or by a majority of the members then serving on the Board of Trustees. The purpose of the meeting shall be stated in the call for the meeting. Except in the case of emergency, at least forty-eight (48) hours advance notice of the special meeting shall be given to all Board of Trustee members.

SECTION 4. REMOTE ATTENDANCE AT MEETINGS: Members of the Board or of any committee may participate in a Board meeting through the use of conference telephone, video device, or similar communication equipment, so long as all members participating in such meeting can clearly hear one another. Participation in a meeting pursuant to this provision constitutes presence in person at such meeting. Those participating in a meeting remotely shall be recorded in the minutes of such meeting as being present.

In the case of an emergency, an email vote will be acceptable. However, the email vote process must follow the same requirements as voting at any meeting, i.e., a motion must be made and seconded and votes counted by the President. Any decision made will be placed in the minutes of the next formal Board meeting.

SECTION 5. NOTICE OF MEETINGS: Written notice of the time and place of the annual and regular meetings shall be sent to each Trustee to the last known place of business, residence, or contact address of the Trustee at least seven (7) days, but not more than twenty-one (21) days, prior to the date of such meeting. Written notice of annual and regular meetings may be sent by First Class Mail; Facsimile; or Electronic Mail (Email). Notice of a special meeting shall be made to each Trustee to the last known place of business, residence, or contact address of the Trustee at least forty-eight (48) hours in advance of the special meeting. Notice of a special meeting may be made by Facsimile; Electronic Mail (Email); or by telephone directly to the member or by means of a voice mail or similar answering device, or by message left with a responsible person at either home or office of the member.

SECTION 6. QUORUM: Unless otherwise provided in these Bylaws or unless required by law, a majority of the Trustees then serving in office shall constitute a quorum for all meetings of the Board of Trustees. In the absence of a quorum, a majority of the Trustees present may, without giving notice other than announcement at the meeting, adjourn the meeting until a quorum is obtained. A meeting at which a quorum is initially present may continue to transact business



notwithstanding the withdrawal of Trustees if any action taken is approved by at least a majority of the required quorum for such a meeting.

SECTION 7. VOTING: At any meeting of the Trustees, every voting Trustee present in person at such meeting shall be entitled to one vote and, except as otherwise provided by law or by these Bylaws, the act of a majority of the Trustees present in person at any meeting at which a quorum is present shall be the act of the Trustees.

ARTICLE VI OFFICERS

SECTION 1. PRINCIPAL OFFICERS: The principal officers of the Corporation shall be a President, a Vice President, a Treasurer, and a Secretary. All officers shall be elected to office at the annual meeting, after the election of Board members, from among the total Trustees then serving. The Board of Trustees at any meeting may by resolution elect or appoint additional officers or engage agents and employees and determine their terms of office and compensation, if any, as it may deem advisable.

SECTION 2. DUTIES and POWERS: Each officer shall perform the duties and exercise the powers usually attendant to their respective offices. Descriptions of the duties and powers are included in the Job Descriptions prepared for each position. The Job Descriptions are developed by consensus of the officers and are maintained by the Benton-Franklin Humane Society Administrative staff in the corporate filing system.

SECTION 3. ELECTION and TERM OF OFFICE: The officers of the Corporation shall normally be elected at the annual meeting of the Board of Trustees after the Board has been filled by the election of Board members. Officers may also be elected at any meeting of the Board at which a quorum is present, by a vote of the majority of the Trustees present at the meeting. The Nominating Committee shall prepare a list of nominations for officer positions, and such list shall be sent to each Trustee then serving, along with the notice of said meeting. An officer shall be elected to serve a two-year term and shall hold office until his or her successor shall have been elected, except in the case of death, resignation, removal as provided in these Bylaws. Election to office shall not be used to extend the eligible period of service on the Board of any Trustee.

SECTION 4. OFFICE HOLDING LIMITATIONS: No Trustee shall hold more than one office at a time except on rare occasions and with Board approval the office of **TREASURER** and **SECRETARY** may be combined. No Trustee may serve in one office for more than two (2) consecutive terms. However, in the event that no person is qualified, or willing, to assume an officer position at the end of the term of a current officer, as prescribed by these Bylaws, and the person currently serving in that officer position is willing to continue serving until another member of the Board of Trustees becomes qualified and is willing to serve.



SECTION 5. REMOVAL OF OFFICERS: Any officer may be removed, with or without cause, at any time at any Board meeting at which a quorum is present by a vote of two-thirds of the Trustees then serving in office.

SECTION 6. OFFICER VACANCIES: Vacancies among officers, however arising, shall be filled by a majority vote of Trustees present at any regular or special meeting of the Board at which a quorum is present. The list of nominations for officer positions, recommended by the Nominating Committee, shall be included with the notice of the meeting at which the election is proposed. The Trustee filling the vacated officer position will fill that position for the remaining term of the officer who vacated the position, provided, however, that the Board term of the Trustee filling the vacated officer position will not be extended or diminished.

SECTION 7. BONDING: Any officer or employee of the Corporation shall, if required by the Board of Trustees, give such security for the faithful performance of his or her duties as the Board of Trustees may require.

ARTICLE VII COMMITTEES

SECTION 1. STANDING COMMITTEES: The Corporation may have the following standing committees: 1) Executive Committee; and 2) Nominating Committee. These committees shall meet and perform the duties incident to each committee and as directed or assigned by the President or the Board of Trustees. These committees will perform duties in support of the Board but shall not have the power to act on behalf of the Corporation without explicit Board approval.

SECTION 2. ADDITIONAL COMMITTEES: The Board of Trustees may at any meeting of the Board designate additional standing committees, ad hoc committees, and/or special committees of the Board. The Board may also appoint an Advisor, Advisory Council and/or honorary groups, as needed. This is not a standing committee. The Board of Trustees will require a written description of the terms of the appointment. The description submitted must be approved by the Board of Trustees and signed by both parties. The expectation of service of any Advisor, Advisory Council, or honorary group shall be determined by the Board of Trustees.

SECTION 3. MEMBERSHIP: The President of the Board of Trustees shall appoint the chair and members of each Board Committee with approval of the Board of Trustees. Each committee shall consist of at least three (3) members, at least one of whom shall be a voting member of the Board of Trustees. Unless otherwise provided for in these Bylaws or by the laws of the State of Washington, any committee designated by the Board of Trustees may include as full voting members of such committees, persons whether or not they are Trustees or Officers of the Corporation, as the Board of Trustees shall determine. Each such committee shall have power to the extent delegated to it by the Board of Trustees and in accordance with the laws of the State of Washington. Each committee shall keep minutes of proceedings and report to the Board of Trustees monthly. At the discretion of the Board of Trustees, at least one member of the



management staff of the Corporation may be appointed as an ex officio, non-voting, participating member of each Board committee.

SECTION 4. EXECUTIVE COMMITTEE: The Executive Committee shall include in its membership the officers of the. The Executive Director is an Ex-officio member of the Executive Committee. Unless a different person is designated Chair of the Executive Committee by resolution of the Board, the President of the Board shall serve as Chair of the Executive Committee.

The Executive Committee shall, during intervals between meetings of the Board, exercise all the powers of the Board as provided by law, these Bylaws, or by resolution of the Board. The presence of a majority of the members of the Executive Committee then serving in office shall be necessary and sufficient to constitute a quorum. The Committee shall keep full and fair records and accounts of its proceedings and transactions. The minutes of the Executive Committee shall be distributed to all members of the Board of Trustees. All actions by the Committee shall also be reported to the Board at its next meeting and shall be subject to approval by the Board. No acts of the Executive Committee shall be in conflict with action taken by the Board.

SECTION 5. MEETINGS: Unless otherwise provided for in these Bylaws, a majority of the members then serving on a committee constitutes a quorum for the meeting of the Committee and the vote of a simple majority of those present at a meeting at which a quorum is present, constitutes an action of the Committee. Each committee shall determine and schedule the time, date, location and number of regular meetings it will hold each year.

SECTION 6. TERM LIMITS: No person shall serve as committee chair for more than two consecutive one-year terms. Following a one-year absence, that person may be reappointed as chair of the same committee. All committee appointments expire on December 31st of the year for which the appointment is made. This Section does not apply to the Executive Committee. A special Board of Trustees meeting will be scheduled during the month of December for the sole purpose of appointing the next year's committee members.

ARTICLE VIII MISCELLANEOUS

SECTION 1. FISCAL YEAR: The fiscal year of the Corporation shall begin on January 1st and end on December 31st of each year.

SECTION 2. CONTRACTS, CHECKS, BANK ACCOUNTS, ETC.: The Board of Trustees is authorized to select such banks or depositories as it shall deem proper for the funds of the Corporation. The Board shall determine who, if anyone, in addition to the President and the Treasurer, shall be authorized on the Corporation's behalf to sign checks, drafts, or other orders for the payment of money, acceptances, notes, or other evidences of indebtedness, to enter into contracts or to execute and deliver other documents and instruments.



SECTION 3. LOANS: This Corporation shall not make any loan of money or property to or guarantee the obligation of any Trustee, Officer, or Employee; provided, however, that this Corporation may advance money to a Trustee, Officer, or Employee of this Corporation or any subsidiary for expenses reasonably anticipated to be incurred in the performance of duties of such Trustee, Officer, or Employee so long as such individual would be entitled to be reimbursed for such expenses absent that advance.

ARTICLE IX INDEMNIFICATION

The Corporation shall indemnify any Trustee or Officer, or former Trustee or Officer, his or her heirs or assigns, for any and all judgments, settlement amounts, attorney's fees and litigation expenses incurred by him or her by reason of their having been made a party to litigation due to their capacity or former capacity as a Trustee or Officer of the Corporation. The Corporation may advance expenses where appropriate. Payment of indemnification must be reported at the next regular meeting. The provisions of this section apply to any cause of action arising prior to the adoption of these Bylaws also. The rights of indemnification set forth herein are not exclusive.

A Trustee or Officer is not entitled to indemnification if the cause of action is brought by the Corporation itself against a Trustee or Officer, or if it is determined in judgment that the Trustee or Officer was derelict in the performance of his or her duties, or had reason to believe their action was unlawful.

ARTICLE X PARLIAMENTARY AUTHORITY

The rules contained in the current edition of *Robert's Rules of Order* shall govern the Corporation in all cases in which they are applicable and in which they are not inconsistent with these Bylaws and any special rules of order the Corporation may adopt.

ARTICLE XI TAX EXEMPT STATUS

The Corporation is organized exclusively for charitable and educational purposes, including for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended. This Corporation is hereby empowered to do any and all other acts or things authorized by Washington State Nonprofit Corporation Act (Chapter 24.03 Revised Code of Washington) defining the general power of nonprofit corporations; provided that this Corporation shall have a solely charitable purpose as defined in Section 501(c)(3) of the Internal Revenue Code of 1986, as amended.

No provision of these Bylaws shall be construed to vest any power or authority in Board of Trustees, or any individual, Trustee, Officer, employee or agent that is not allowed a nonprofit



corporation exempt from tax by Section 501(c)(3) of the Internal Revenue Code of 1986, as amended.

ARTICLE XII DISSOLUTIONS

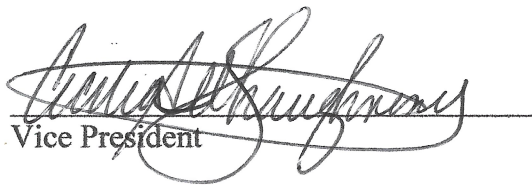
Upon the dissolution of this organization, after paying or adequately providing for the debts and the obligations of the organization to be satisfied, the remaining assets of the Corporation shall be distributed to one or more nonprofit funds, foundations, or corporations which are organized and operated exclusively for educational and charitable purposes and which has established its tax exempt status under Section 501(c)(3) of the Internal Revenue Code and also meets the requirements of the nonprofit code of the State of Washington.

However, if the named recipient is not then in existence, or is no longer a qualified distributee, or is unwilling or unable to accept the distribution, then the assets of this organization shall be distributed to a fund, foundation or organization that is organized and operated exclusively for the humane treatment of animals, the purposes specified in Section 501(c)(3) of the Internal Revenue Code, and meets the requirements of the nonprofit code of the State of Washington.

ARTICLE XIII AMENDMENT OF BY-LAWS

These By-laws may be amended, modified or replaced in whole or in part by an affirmative vote of two-thirds (66%) of the elected members of the Board of Trustees at any regular or special meeting. Written notice of any proposed amendment or modification shall be given to all members of the Board of Trustees at least fifteen (15) days prior to the meeting at which the proposed amendment or modification is voted upon.

Adopted as a total revision to and replacement of all previously existing Bylaws and amendments by this Corporation's by Board of Trustees at their meeting on the 21st day of September 2020.


Vice President

Attest:


President