

## Article I — Name and Purpose

### Section 1.1. Name

The name of this organization shall be the Ocooch Mountain Humane Society (OMHS).

### Section 1.2. Purpose

The purpose of the corporation is to promote humane treatment of animals, operate a shelter for animals in need, and engage in related charitable and educational activities consistent with Section 501(c)(3) of the Internal Revenue Code.

### Section 1.3. Non-Discrimination

The organization does not discriminate in membership, participation, or access to its programs or activities on the basis of race, color, sex, sexual orientation, gender identity or expression, religion, national origin, ancestry, age, disability, marital status, or veteran status.

### Section 1.4. Limitations on Activities

The organization will not use its earnings to benefit any individual, except to pay reasonable compensation for services. The organization will not spend a substantial amount of its time or resources trying to influence legislation. The organization will not support or oppose any candidate for public office.

## Article II — Membership

### Section 2.1. Membership

OMHS shall be a member-based organization. Membership shall be open to any individual who supports the mission of the organization, submits a membership application in a form approved by the Board, and pays the annual membership dues established by the Board of Directors. Membership shall be granted upon satisfaction of these requirements. Members are expected to engage in a manner that supports the mission and respectful functioning of the organization.

### Section 2.2. Member Types

The Board may determine various types of membership which may change from time to time; regardless of membership type, a member shall have only one vote at any meeting of members.

### Section 2.3. Member Rights

Members in good standing shall have the right to:

- attend membership meeting(s)
- participate in other membership activities as established by the Board
- vote in annual elections for the Board of Directors (provided they have been members for ninety (90) days).

### Section 2.4. Good Standing

Members are in good standing if they have paid required dues and meet any additional criteria set by the Board, as long as those criteria are applied fairly and consistently to all members.

### Section 2.5. Dues and Lapse of Membership

Membership dues shall be set by the Board of Directors. Membership shall lapse if dues are not paid within a period established by the Board. A lapsed membership may be reinstated upon payment of outstanding dues in accordance with Board policy.

### Section 2.6. Termination of Membership

The Board may end a person's membership if their actions are harmful to the organization. Prior to termination, the member shall be provided written notice and a reasonable chance to respond. The Board will make its decision in good faith and in a fair manner.

### **Section 2.7. Appeal of Membership Determination**

A person whose membership is terminated may request reconsideration by the Board. The Board's decision upon reconsideration shall be final.

## **Article III — Meetings of Members**

### **Section 3.1. Annual Meeting**

An annual meeting of members shall be held for the purpose of electing directors and conducting other business at a time and place determined by the Board of Directors at least 30 days before the end of each fiscal year. Individuals who have provided financial or other support to the organization (e.g., donors) who are not members shall not be entitled to vote. The Board may establish a record date in advance of the meeting to determine members eligible to vote.

### **Section 3.2. Special Meetings**

Special meetings of members may be called by the Board of Directors or by written petition of at least twenty-five percent (25%) of members in good standing. The signed and dated petition must be delivered to the Secretary and must describe the purpose(s) for which the meeting is requested.

### **Section 3.3. Notice**

Members shall receive notice of meetings at least ten (10) days in advance. The notice will include the date, time, and location of the meeting (or how to join remotely). For special meetings, the notice will also explain what the meeting is about. Notice may be provided electronically.

### **Section 3.4. Remote Participation**

Members may participate in meetings through electronic or virtual means when available.

### **Section 3.5. Quorum**

A quorum for a meeting of members is the greater of ten percent (10%) of members eligible to vote or fifteen (15) members. Members present and entitled to vote shall constitute a quorum. If a quorum is not present, the members present may adjourn the meeting to a later date but may not conduct business requiring a vote of the members.

### **Section 3.6. Voting**

Voting will occur in a manner consistent with the format of the meeting and consistent with applicable law. Members must be present in person or participating through an approved electronic method to vote, unless the Board authorizes voting by written or electronic ballot as allowed by law. The Board may establish procedures to verify the identity of members participating electronically. Each member shall have one vote. Proxy voting is not permitted.

### **Section 3.7. List/Record Date**

The Corporation shall maintain a current list of members entitled to vote. The Board may establish a record date to determine members eligible to vote at any meeting.

### **Section 3.8. Rules of Order**

Meetings shall be conducted in accordance with Section 9.2. The Board may establish reasonable rules for the conduct of meetings, including time limits for comments, procedures for member participation, and guidelines to ensure orderly discussion.

### **Section 3.9. Removal of Directors by Members**

This Section establishes the process by which members may remove a Director.

#### Section 3.9.a. Standard for Removal

Members may remove a Director only for cause. “Cause” means conduct or circumstances that materially affect the Director’s ability to fulfill their duties to the organization, including:

- breach of fiduciary duty (duty of care, loyalty, or obedience)
- violation of conflict of interest or confidentiality policies
- repeated failure to attend Board meetings or perform responsibilities
- misconduct or actions that materially harm the organization
- failure to meet eligibility requirements for Board service

#### Section 3.9.b. Initiation by Petition

A removal process may be initiated only by a written petition signed by:

- at least 10% of members eligible to vote, and
- not fewer than fifteen (15) members.

The petition must:

- identify the Director subject to removal, and
- state the grounds for removal with reasonable specificity.

The petition must be delivered to the Secretary of the organization.

#### Section 3.9.c. Review and Notice

The Secretary (or another officer designated by the Board if the Secretary is conflicted) will verify that the petition meets the requirements of this Section. Upon verification:

- The Director subject to the proposed removal will be provided written notice and the stated grounds;
- Members will be notified of the proposed removal consistent with the notice requirements for member meetings, including a summary of the stated grounds.

Notwithstanding Section 3.3, the Director will be given at least 20 days’ notice prior to the vote and will have the opportunity to submit a written response and to be heard by the members.

#### Section 3.9.d. Meeting and Vote

In addition to the quorum requirements in Section 3.5, a vote on removal will occur at a meeting of members called for that purpose. The vote may not occur at the same meeting at which the petition is first presented. Removal requires:

- a quorum of members as defined by these bylaws,
- at least twenty (20) members are present at the meeting, and
- the affirmative vote of at least two-thirds (2/3) of members present and voting.

Voting must be conducted separately for each Director subject to removal.

#### Section 3.9.e. Limitations on Repeated Attempts

If a vote to remove a Director does not pass, no new petition seeking removal of that Director based on substantially similar grounds may be initiated for a period of twelve (12) months.

#### Section 3.9.f. Relationship to Board Authority.

This Section does not limit the authority of the Board of Directors to remove a Director as otherwise provided in these bylaws or under applicable law.

**Section 3.9.g. Vacancies.**

If a Director is removed under this Section, the resulting vacancy will be filled as provided elsewhere in these bylaws.

**Article IV — Board of Directors****Section 4.1. Authority**

The affairs of the corporation shall be governed by the Board of Directors. The Board shall have all the powers permitted to such a body under the Wisconsin Nonstock Corporation Law, except as limited by the Articles of Incorporation or these Bylaws. The Board is responsible for overall direction, financial oversight, and policy setting. The Board may delegate day-to-day operations to staff or volunteers, but those operations remain under the authority of the Board. The Board may establish policies and expectations to guide operations and ensure accountability.

**Section 4.2. Composition**

The Board shall consist of no fewer than three and no more than nine directors.

**Section 4.3. Terms**

Directors shall be elected by the members at the annual meeting and shall serve three-year terms, with terms staggered so that approximately one-third expire each year. Directors may serve up to three consecutive terms. Service as an officer does not extend a director's term beyond these limits.

**Section 4.4. Vacancies**

Vacancies on the Board may be filled by majority vote of the remaining directors until the next annual meeting.

**Section 4.5. Removal**

A director may be removed, with or without cause, by a two-thirds vote of the Board. This does not limit the members' right to remove directors as described in these bylaws or under the law.

**Section 4.6. Board Meetings**

The Board shall meet at times and places it determines.

**Section 4.7. Board Notice**

Notice of each meeting of the Board shall be given to each director at least 24 hours prior to the meeting. A director legally entitled to notice of any kind may waive, in writing or by electronic communication, the right to such notice. Neither the business to be transacted at nor the purpose of any annual, regular, or special meeting of the Board need to be specified in the notice or waiver of notice of such meeting.

**Section 4.8. Participation**

Any or all directors may participate in a regular or special meeting, or in a committee meeting, or in unanimous consent decisions, and any meeting may be conducted, through the use of any means of communication by which (1) all participating directors may simultaneously hear each other during the meeting or (2) all communication during the meeting is immediately transmitted to each participating director and each participating director is able to immediately communicate with all other participating directors.

**Section 4.9. Quorum**

A majority of the directors then in office shall constitute a quorum.

**Section 4.10. Conduct**

Directors are expected to meet attendance and conduct expectations established by the Board and to act in the best interests of the organization. Meetings of the Board of Directors shall be chaired by the first office holder listed below who is present at the meeting: President; Vice President; Treasurer; any director chosen by the directors present. The Secretary of the corporation shall record the actions taken at the meeting. In the absence of the Secretary, the chair may appoint any person present to act as the secretary of the meeting.

#### **Section 4.11. Compensation**

Directors shall serve without compensation but may be reimbursed for reasonable out-of-pocket expenses incurred in rendering services to the organization.

#### **Section 4.12. Presumption of Assent**

A director who is present at a meeting (including electronically) is considered to agree with any decision made unless their disagreement is recorded in the minutes or they submit it in writing before or shortly after the meeting. This does not apply if the director voted in favor of the decision.

#### **Section 4.13. Committees**

The Board may establish standing or ad hoc committees to support the work of the organization. Committees may include both board members and non-board volunteers. Committees are advisory unless the Board gives them specific authority, consistent with the law. The President may serve as an ex officio member of committees and may delegate that role to another officer. No committee or group may act on behalf of the organization unless specifically authorized by the Board.

#### **Section 4.14. Unanimous Consent without Meeting**

Any action required or permitted by the Articles of Incorporation, Bylaws, or any provision of law to be taken by the Board or any committee thereof at a meeting or by resolution may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by all of the directors or members of such committee entitled to vote with respect to such action. Electronic signatures are permitted.

#### **Section 4.15. Information Access & Reporting**

The Board has the right to access information reasonably necessary to carry out its responsibilities. Individuals in operational roles are expected to provide timely and accurate information within a reasonable timeframe as requested by the Board or its designee.

### **Article V — Officers**

#### **Section 5.1. Number and Qualifications.**

The officers of the Corporation shall be a President, a Secretary, and a Treasurer. The Board of Directors may, but is not required to, designate a Vice President. The offices of Secretary and Treasurer may be held by the same person. The Board of Directors may create and appoint such other officers or assistant officers as it deems necessary from time to time. Any two or more offices may be held by the same person, except that the President may not hold any other office concurrently.

#### **Section 5.2. Duties.**

Officers shall carry out the duties assigned by the Board of Directors and the responsibilities typically associated with their roles, including maintaining records, overseeing finances, and supporting compliance.

#### **Section 5.3. Election and Term.**

Officers shall be elected by the Board of Directors annually and must be members of the Board of Directors at the time of their election and throughout their term.

**Section 5.4. Vacancies.**

In the event an officer leaves the Board, the office shall immediately become vacant, and the Board shall elect a member of the Board to serve out the remainder of the officer's term at the earliest opportunity for the unexpired portion of the term.

**Article VI — Conflict of Interest****Section 6.1. Disclosure.**

Directors and officers must disclose any actual or possible conflicts of interest and recuse themselves from decisions where a conflict exists. The organization shall maintain a written conflict-of-interest policy. Directors and officers will complete annual disclosures, and conflicts will be documented in meeting minutes.

**Article VII — Liability and Indemnification****Section 7.1. Liability of Directors and Officers.**

Directors and officers are not personally liable to the Corporation for decisions they make or actions they take, or do not take, if they act in good faith and in a manner they reasonably believe is in the best interests of the Corporation. This protection applies if the person: (a) acts with the care that an ordinarily prudent person would use in a similar situation; or (b) reasonably relies on information, reports, or advice provided by legal counsel, officers, employees, or other professionals. This section does not limit any additional legal protections available under applicable law.

**Section 7.2. Indemnity of Officers and Directors.**7.2.a. General Protection

To the fullest extent permitted by law, the Corporation will indemnify any current or former director or officer against reasonable costs, expenses, and liabilities arising from claims, lawsuits, or proceedings related to their role with the Corporation. This includes matters where the individual serves, at the Corporation's request, in a leadership role with another organization.

7.2.b. Conditions

Indemnification applies as long as the individual acted in good faith and in a manner they reasonably believed to be in the best interests of the Corporation. Indemnification does not apply if a court determines that the individual engaged in fraud or willful misconduct in carrying out their duties.

7.2.c. Additional Coverage

The Corporation may also choose to provide similar indemnification to employees.

7.2.d. Advancement and Insurance.

The Corporation may pay or advance legal expenses for directors or officers as allowed by law. The Corporation may maintain insurance to protect directors and officers from liability related to their roles.

**Section 7.3. Transactions with the Organization.**

A contract or transaction between the Corporation and a director—or an organization in which a director has an interest—is not automatically invalid because of that relationship. Such a transaction is valid if: (a) the material facts of the relationship or interest are disclosed to the Board (or a committee), and the transaction is approved by disinterested directors; or (b) the transaction is fair and reasonable to the Corporation. Interested directors may be counted for purposes of establishing a quorum but should not vote on the approval of the transaction. This section does not affect the validity of any transaction that is otherwise lawful.

## Article VIII – Emergency Authority

### Section 8.1. Scope.

If an emergency makes it difficult or impossible for the Board to meet normally—such as a natural disaster or similar situation—the Board may take necessary actions to protect the organization. These actions are temporary and must be reviewed and approved by the Board as soon as possible.

## Article IX – General

### Section 9.1. Fiscal Year.

The fiscal year of the organization shall end on the last day of December each year.

### Section 9.2. Parliamentary Guidance.

Meetings will generally follow accepted rules of order, such as *Robert's Rules of Order Newly Revised*, unless these bylaws or the law say otherwise.

### Section 9.3. Individual Authority

No individual director, officer, volunteer, or staff member has authority to act on behalf of the organization unless authorized by the Board.

### Section 9.4. Financial Oversight

The Board is responsible for oversight of the organization's finances. Financial policies and controls shall be established and followed to ensure proper stewardship of resources.

## Article X – Dissolution

### Section 10.1. Asset Distribution.

Upon dissolution, assets shall be distributed to one or more nonprofit organizations that qualify under Section 501(c)(3), or to a government entity for a public purpose.

## Article XI — Amendment

**Section 11.1. By Directors.** These bylaws may be amended by a two-thirds vote of the Board of Directors, provided that the proposed changes are shared with the Board in advance. Any changes must follow the Articles of Incorporation and the law.