

**BYLAWS OF THE  
MENDOCINO COAST HUMANE SOCIETY  
Fort Bragg – Mendocino County- California  
April 19, 2016**

**ARTICLE I**

**Name and Location**

Section 1: Name

The name of the organization shall be Mendocino Coast Humane Society

Section 2: Principal Offices

The principal office of the corporation for the transaction of business is located in Mendocino County.

Section 3: Change of Address

The Board of Directors may change the principal office from one location to another within the named county by noting the changed address and effective date below, and such changes of address shall not be deemed an amendment of these Bylaws:

18601 Hwy 1, Fort Bragg, CA 95437 at Incorporation  
19691 Summers Lane, Fort Bragg, CA 95437 July 1, 2001

**ARTICLE II**

**Mission and Purpose**

Section 1: Mission

To contribute toward a better life for animals and to inspire public awareness of animals' needs.

Section 2: Purpose

To provide a safe haven for homeless animals and secure for them permanent, loving, and responsible homes;  
To prevent and alleviate animal suffering;  
To work toward ending the problem of pet overpopulation through accessible spay/neuter services;  
To serve as a source of information and assistance regarding the care and well-being of companion animals;  
To prevent the euthanasia of healthy and treatable companion animals.

## **ARTICLE III**

### **Board of Directors**

Section 1: Members

1.01 The authorized number of directors shall be no more than 11 and no less 5 and shall include 4 officers.

Section 2: Terms of Office

2:01 The existing Board shall elect a director for a term of (2) two years. The two-year term starts from the January meeting closest to the time of the director's election (If elected between January and June, the director's anniversary is in January of the year they were elected, if elected between July and December, the director's term starts in January of the following year). Each director must stand for reelection two years from the anniversary of his or her term. A director standing for reelection cannot vote on his or her own reelection.

2.02 Three (3) consecutive absences from Board meetings if any member, without valid reason shall be deemed a resignation.

Section 3: Vacancies

3.01 A vacancy on the Board of Directors shall be deemed to exist in the case of death, resignation, or removal of any director, or if the authorized number of members is increased.

3.02 A vacancy shall be filled by a majority vote of the Board.

3.03 No reduction of the authorized number of directors shall have the effect of removing any director prior to the expiration of the director's term of office.

Section 4: Resignation:

A director may resign effective upon giving written notice to the President or Secretary of the Board.

Section 5: Powers and Duties

5.01 Subject to the provisions of the California Nonprofit Public Benefit Corporation law, and any limitations in the Articles of Incorporation and Bylaws relating to action required or permitted to be taken or approved by members of the corporation, the Board of Directors shall conduct the activities and affairs of the organization and all powers shall be exercised by or under the control of the Board.

5.02 The Board shall plan and direct the work necessary to carry out programs of the organization.

Section 6: Fees and Compensation

- 6.01 No director shall receive compensation.
- 6.02 The executive Committee shall approve reasonable reimbursement of expenses as may be fixed or determined by the Board.

Section 7: Non-Liability of Directors

The directors shall not be personally liable for the debts, liabilities, or other obligations of the corporation.

## **ARTICLE IV**

### **Officers**

Section 1: Enumeration and Election of Officers

The officers of the corporation shall be President, Vice President, Secretary, and Treasurer, who shall be elected for two (2) years by the Board at the Annual Meeting and take office immediately.

Section 2: The President

- 2.01 The President shall preside at all Board and business meetings of the corporation.
- 2.02 The President shall be ex-officio member of all committees except the Nominating Committee.
- 2.03 The President shall have such usual powers of supervision and management as may pertain to the office of President.
- 2.04 The President shall perform such other duties as may be designated by the Board.

Section 3: The Vice President

- 3.01 The Vice President shall in the absence, disability, or death of the President, possess all the powers and perform all the duties of that office, until such time as the Board of Directors shall elect one of its members to fill the vacancy.
- 3.02 The Vice President shall perform such other duties as the President and Board designates.

Section 4: The Secretary

- 4.01 The Secretary shall keep a book of minutes of all meetings of the Board and its committees, including time and place, whether a regular or special (and if special, how authorized and notice given), the names of those present at the proceedings.
- 4.02 The Secretary shall also keep minutes of the Annual Meeting and shall sign with the President all contracts and other instruments when so authorized by the Board.

- 4.03 The Secretary shall keep, in the corporation principal office in the State of California the Articles and Bylaws, as amended to date.
- 4.04 The Secretary shall keep a register of the post office addresses of Board members.
- 4.05 The Secretary shall have such other powers and perform such other duties as may be prescribed by the Board.

Section 5: The Treasurer

- 5.01 The Treasurer is the Chief Financial Officer (CFO) of the organization and shall keep and maintain adequate and correct accounts of the properties and business transactions of the organization. Book accounts are to be maintained by using generally accepted accounting principles.
- 5.02 The Treasurer shall at all times keep the books of accounts open for inspection by any Director.
- 5.03 The Treasurer shall present financial statements to the Board at its regular meetings and an Annual Report to the Board at the Annual Meeting.
- 5.04 The Directors may require a **Bond for the Treasurer** in such amount as they deem proper and paid by the Corporation.

## **ARTICLE V**

### **Executive Director**

Section 1: Qualifications

As per position description as set by the Board of Directors.

Section 2: Appointment

- 2.01 The Executive Director shall be appointed by the Board of Directors following appropriate recruitment and hiring protocols.
- 2.02 Compensation will be determined by the Executive Committee and approved by the Board.
- 2.03 The position may be either full or part-time as determined by the Board of Directors.

Section 3: Duties

As per position description as set by the Board of Directors.

Section 4: Review

An annual review will be accomplished by the Executive Committee.

## ARTICLE VI

### Meetings

#### Section 1: Regular Meetings

- 1.01 There shall be at least six (6) regular meetings of the Board annually.
- 1.02 No action taken at any regular Board meeting attended by 2/3 of the Directors shall be invalidated because of the failure of any Director to receive a properly sent notice or because of any irregularity in a notice actually received.
- 1.03 The regular meetings of the Board will be held at routine dates and times established by the Board at the Annual meeting.

#### Section 2: Annual Meeting

The Annual Meeting shall be held at the regularly scheduled September Board Meeting.

#### Section 3: Special Meetings

The President may call special meetings of the Board, and shall call a Special Meeting upon the written request of three (3) members of the Board.

#### Section 4: Notice

- 4.01 Regular meetings may be held upon such notice as is determined by the Board.
- 4.02 Special meetings shall be held upon a minimum of 48 hours notice To the Board of Directors.

#### Section 5: Quorum

- 5.01 50% plus 1 or Two-thirds (2/3) of the members shall constitute a quorum of the Board for the transaction of business, except to adjourn as provided in the following section.
- 5.02 A meeting at which a quorum is initially present may continue to transact business even if directors withdraw.

#### Section 6: Conduct of Meetings

- 6.01 Meetings of the Board of Directors shall be presided over by the President or, in his/her absence, by the Vice President, or in the absence of each of these persons, by the Secretary or Treasurer.
- 6.02 Meetings shall be governed by Robert's Rules of Order.

## **Article VII**

### **Committees**

#### Section 1: Committees of the Board

- 1.01 The Executive Committee shall be the only committee authorized to exercise the authority of the Board of Directors.
- 1.02 The Nominating Committee, and other committees, as the Board may from time to time create, shall have only the authority to make recommendations to the Board.
- 1.03 All committees of the Board are required to keep minutes.

#### Section 2: The Executive Committee

- 2.01 The Executive Committee shall be composed of the President, Vice-President, Secretary and Treasurer.
- 2.02 Three (3) members shall constitute a quorum.
- 2.03 The Executive Committee shall make decisions on items that may require action between regular Board meetings. Action may be taken on agreement of the majority of members of the Committee.
- 2.04 The proceedings of the Executive Committee shall be reported to the full Board at its next meeting.
- 2.05 The Executive Committee shall supervise the performance of the Executive Director of the organization.
- 2.06 In the absence of the Executive Director, the Executive Committee shall supervise the performance of the management staff of the organization.

#### Section 3: The Nominating Committee

- 3.01 The Nominating Committee shall consist of at least three members of the Board.
- 3.02 The majority of the Nominating Committee, including the chair need not be members of the Board of Directors. They shall be nominated by the current Nominating Committee and shall be appointed at the Annual Meeting

3.03 The Nominating Committee shall hold office for the term of 1 year. The Nominating Committee shall be appointed by the majority of the Board.

Section 4: The Finance Committee

4:01 The Finance Committee shall be composed of the Treasurer and one additional Board member appointed by the President.

4.02 The Treasurer shall be the Finance Committee's chair.

4:03 The Finance Committee shall prepare an annual budget for the organization and submit it to the Board at least two (1) month before the end of the fiscal year (June 30<sup>th</sup>). The annual budget shall be approved by vote of the Board of Directors at the June Board meeting.

4.04 The Finance Committee will review the income and expenses quarterly and report to the Board along with any recommended adjustments.

Section 5: Ad Hoc Committees

5.01 Committees may be formed by the President to carry out reviews, recommendation, and/or special activities.

5.02 Members of these committees are as appointed by the President.

## **Article VIII**

### **Indemnification**

The corporation is empowered to indemnify its officers, directors and agents to the extent provided, and within the limitation imposed by the California Nonprofit Public Benefit Corporation Law.

## **Article IX**

### **Financial Administration**

Section 1: Fiscal Year

The fiscal year of the corporation shall commence on the first day of July of each year.

Section 2: Budget

- 2.01 A proposed budget for the ensuing year shall be sent to each Board Member one (1) month prior to the June Board Meeting.
- 2.02 The proposed budget shall provide for the organization's operations, Programs, and activities and for all projected income.
- 2.03 The budget is to be adopted at the June Meeting by a majority of the Board members present.

Section 3: Annual Report

The Board shall complete an Annual Report no later than October 31<sup>st</sup>, following the end of the Fiscal Year. It shall contain information on the assets and liabilities of the corporation and all other information considered pertinent to the operation and necessary information to apply to grants.

**Article X**

**Bylaws Revisions and Amendments**

Section 1: Annual Review

The Executive Committee will review the Bylaws at least annually and make appropriate recommendations to the Board of Directors.

Section 2: Amendments

Amendments to the Bylaws can be made at any regular or special meeting of the Board of Directors upon a thirty (30) day notice of proposed changes.

**Article XI**

**Dissolution**

Upon dissolution of this corporation, the assets of the corporation will be transferred to any organization chosen by the Board of Directors, which organization shall have been exempt form taxation under Section 501 (c) (3) of the Internal Revenue Code.

Adopted	June 12, 1987	Louise Mariana, President
Amended	June 28, 2001	Crystal Rogers, President
Amended	October 23, 2003	Cathy Karabensh, President
Amended	August 25, 2005	Jerry Karabensh, President

Amended January 31, 2012

Jerry Karabensh, President

Amended April 19, 2016

Jerry Karabensh, President