

By-Laws of the West Valley Humane Society Board

Drafted June 27th, 2024

Article I Name

The name of this organization shall be the West Valley Humane Society also referred to as WVHS.

Article II Purpose

This Corporation foundation rests on charitable, educational, and scientific purposes within the definition of Internal Revenue Code 501©(3) and regulation section 1.501©(3)(d), as now or hereafter amended. Such Charitable, educational, and scientific purposes shall include the following:

2.1 General

2.1.1 Actively opposes all forms of animal cruelty and abuse, as well as work towards the eradication of the causes of animal suffering.

2.1.2 Educate the public regarding the humane treatment of all animals by example.

2.1.3 Provide legislative support in matters aimed at reducing cruelty to and suffering of animals, including but not limited to pets, farm animals, and animals used in research and wildlife.

2.1.4 Conduct ongoing education fostered at reducing the breeding of unwanted pets.

2.2 Animal Control & Shelter Operations

2.2.1 Fulfill the animal housing needs of the surrounding municipalities within Canyon County. Entering into such agreements with these and other entities as deemed justified.

2.2.2 Enforce the laws of the jurisdiction in which WVHS operates pertaining to animal abuse, cruelty, and neglect. Seek prosecution of persons who have violated jurisdiction laws, if deemed appropriate.

2.2.3 Operate a humane shelter where the handling, housing, feeding, veterinary care, adoption, and euthanasia of animals will emphasize the health and safety of the animals and avoid the infliction of fear, pain, or distress.

2.2.4 Maintain a veterinary clinic for the health care and treatment of housed animals.

2.2.5 Conduct ongoing education designed to increase responsible adoption of animals and to reduce the number of animals that must be euthanized.

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Article III Offices

3.1 Principal Office

3.1.1 The principal office of the corporation shall be located in Canyon County, Idaho. The corporation may have other offices within or outside of the state of Idaho as the Board of Directors may determine or as the affairs of the Corporation may from time to time require.

3.2 Registered Office

3.2.1 The Corporation shall have and continuously maintain a registered office within the State of Idaho, and a registered Agent whose office is identical with such registered office, as required by the Idaho Nonprofit Act.

Article IV Members

4.1 Membership

4.1.1 The Corporation shall not have “Members,” as that term is defined by the Idaho Nonprofit Act. *(30-30-103)*

Article V Board of Directors

5.1 General Powers

5.1.1 The affairs of the corporation shall be managed by its Board of Directors.

5.2 Number

5.2.1 The number of Directors shall not be more than twelve (12) but no less than five (5).

5.3 Qualifications for Board of Directors

5.3.1 No two (2) Directors shall be related to one another by blood or marriage. No Director may be a member of the paid professional staff nor may they be related by blood or marriage to the Executive Director or member of the professional staff.

5.4 Elections

5.4.1 Directors shall be elected by the Board of Directors at any regular or special meeting when deemed necessary in order to fill any existing vacancies.

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5.5 Candidates

5.5.1 Directors shall be elected from the list of candidates presented under the nominating procedures outlined in **Article 14** of these by-laws.

5.5.2 Cities or the County within the jurisdiction may choose to have an official liaison to represent each government entity on the Board of Directors as a non-voting member.

5.6 Voting

5.6.1 When electing Directors, only current members of the Board of Directors in attendance at a meeting called for this purpose shall be eligible to vote.

5.6.2 Voting by proxy is not permitted.

5.6.3 Each voting Director shall have one (1) vote. Cumulative voting is not permitted.

5.6.4 The candidates receiving the highest number of votes shall be elected to the Board of Directors.

5.7 Term

5.7.1 Upon appointment, the members of the Board of Directors for WVHS shall meet and develop a consensus on the terms of service as near as possible for an equal number of terms for two (2), three (3), and four (4) years. If a consensus shall not be developed then the members shall draw lots for the term of office which shall be as near as possible for an equal number of terms for two (2), three (3), and four (4) years.

5.7.2 Once the current term limits are met with the current WVHS Board of Directors the following term limits are for three (3) years. This shall result in a staggering term limit. Any new candidates that get nominated to the WVHS Board of Directors shall take a three (3) year term limit.

5.7.2 A Director elected to fill a vacancy shall be elected for the unexpired term of the Director's predecessor in office.

5.8 Resignation

5.8.1 Any Director may resign at any time given within their term with written notice two (2) weeks prior to departure. The notice must be given to the WVHS Board of Directors Chairperson. Upon receipt of the notice, the Chairperson shall record the notice with the secretary. Unless otherwise specified in the notice, the two (2) week countdown period shall take effect upon the WVHS Board of Directors receipt of the notice.

5.9 Removal

5.9.1 Any Director that sits on the Board of Directors may be removed with or without cause by a majority vote of the Directors present at a meeting expressly called for this purpose.

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5.9.2 The WVHS Board of Directors does not have the authority to remove Cities and/or the County official liaison serving as a representative of each government entity on the Board of Directors as a non-voting member.

5.10 Compensation

5.10.1 Directors on the Board for WVHS shall serve without compensation.

5.11 Participation & Attendance

5.11.1 Directors are expected to attend all regular meetings of the Board of Directors and to actively participate in the ongoing evolving purpose statement of WVHS.

5.11.2 In the event of a Directors' absence from three consecutive regular meetings the Governance Committee shall inquire as to whether the Director on the board wishes to continue to serving on the board. If the Director indicates the intent to remain on the Board of WVHS, the Board of Directors shall establish its expectations around the Director in question's future service and participation as a voting Board member.

Article VI

Meetings of the WVHS Board of Directors

6.1 Annual Meetings

6.1.1 An annual meeting of the Board of Directors shall be held during the month of April each year. The main goal of the annual meeting is to elect officers of the Corporation to look into Contracts and set up next year's budget. As well as conduct such other business that may be required.

6.1.2 Cities and/or the County official liaison serving as a representative of each government entity on the Board of Directors shall receive notice of the Annual Meeting and is invited to sit in on the meeting.

6.2 Regular Meetings

6.2.1 The WVHS Board of Directors may provide by resolution for holding of regular meetings of the Board. The purpose of the regular meetings is to conduct the business of the Corporation. The WVHS Board shall meet at a minimum of four (4) times a year.

6.2.2 Cities and/or the County official liaison serving as a representative of each government entity on the Board of Directors shall receive notice of the regular meeting and is invited to sit in on the meeting.

6.2.2 All regular meetings shall have an agenda outlined in section 6.8 **“Rules of Order.”**

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6.3 Special Meetings

- 6.3.1 Special meetings of the WVHS Board of Directors may be called at any time by or at the request of the Executive Director or any two Board Directors.
- 6.3.2 The purpose of special meetings shall be stated in the notice of the special meeting via email invite, letter, or text.
- 6.3.3 Only such business described in the notice shall be transacted for the special meeting.

6.4 Time & Place of Meetings

- 6.4.1 The annual meeting and regular meeting shall be held at the place & time determined by the WVHS Board of Directors.
- 6.4.2 The person(s) authorized to call a special meeting of the WVHS Board shall identify a fixed time and place for that meeting and include it on the notification that gets sent out.

6.5 Notice of Meetings

- 6.5.1 Notice of all meetings specifying the applicable meeting time, place, and agenda shall be sent to each WVHS Board Director entitled to vote as well as the County non-voting WVHS Board member. Unless otherwise provided by these Bylaws, such notice shall be sent at least two days before the scheduled meeting date.
- 6.5.2 In the case of the annual meeting or regular meeting this notice shall be delivered by or at the direction of the Secretary of WVHS. The notice shall include the applicable meeting time, place, and agenda.
- 6.5.3 In the case of a special meeting, the notice shall be delivered by the person(s) calling such meeting.

6.6 Chairperson

- 6.6.1 In the event that the WVHS Board of Directors President is not able to chair the meeting, the Vice President of the WVHS Board of Directors shall chair the meeting. In the event that both the WVHS Board of Directors President and Vice-President are not able to chair the meeting then a chairperson shall be chosen by the Directors in attendance and it noted on the record.

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6.7 Quorum & Adjournments

- 6.7.1 A quorum must be present at all meetings. A quorum exists when a majority of the current WVHS Board of Directors is attending the meeting in person.
- 6.7.2 Participation by proxy is not permitted.
- 6.7.3 The WVHS Board of Directors attending a duly organized and convened meeting where a quorum is present can continue to do business as a quorum until the meeting adjournment. If less than a majority of the Directors are present, they may adjourn the meeting without further notice until a quorum is present.

6.8 Rules of Order

6.8.1 The order of business for the Committee shall be the following:

1. Call to Order
2. Roll Call
3. Changes to the Agenda
4. Old Business
5. New Business
6. Other Business
7. Approval of Minutes

6.8 Voting

- 6.8.1 Each Director entitled to vote at a meeting has one (1) vote.
- 6.8.2 A majority of the Directors present at a meeting where a quorum is present can decide on behalf of the Board, unless a greater number of votes is required by law, the Articles of Incorporation, or these Bylaws.
- 6.8.3 Any written resolution signed by two-thirds of the WVHS Board of Directors entitled to vote is considered an official act of the Board of Directors. This resolution has the same effect as a unanimous vote taken at a duly held meeting. The resolution must be signed, dated, and recorded in the Corporation's Minute Book.

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Article VII Office Seats

7.1 Officers

7.1.1 The Corporation shall have a President, Vice President, Secretary, and Treasurer, along with any other officers deemed advisable by the Board of Directors.

7.1.2 No two offices may be held by the same person, except the roles of Secretary and Treasurer, which may be combined by a Board vote.

7.1.3 President

1. Preside at all meetings of the Committee.
2. Call special meetings of the Committee in accordance with the by-laws.
3. See that all actions of the Committee are properly taken.
4. Make committee appointments to subcommittees as required.
5. Sign official documents on behalf of the Committee.
6. Make recommendations to the Boards regarding member's reappointments and member's disqualifications.

7.1.4 Vice President

1. During the absence, disability, or disqualification of the Chairman, the Vice-Chair shall exercise or perform all the duties and shall assume all the responsibilities of the Chairman.

7.1.5 Secretary

1. Keep the minutes of all WVHS Board meetings.
2. Advertise all legal notices required by Idaho Code and/or the by-laws.
3. Prepare the agenda for all meetings of the WVHS Board.
4. Be custodian of WVHS Board records.
5. Inform the WVHS Board of Directors of correspondence relating to the business of the Board.

7.1.6 Treasurer

1. Monitors the financial reporting process.
2. Reports to the Board on all financial matters.

7.2 Qualifications

7.2.1 Officers must be acting members of the WVHS Board of Directors before being elected as officers within the organization.

7.3 Election and Tenure

7.3.1 Officers are elected annually by the Board of Directors at the annual meeting, following the nomination procedures in **Article 14.1** of the Bylaws.

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7.4 Tenure

7.4.1 Officers hold office until the next annual meeting and until their successors are elected and qualified, or until their death, resignation, or removal.

7.5 Vacancies

7.5.1 Any vacancy in an office shall be filled by the Board of Directors at any regular or special meeting, according to the nomination procedures in **Article 14.3.1** of the Bylaws.

7.6 Resignation

7.6.1 Officers may resign at any time by providing written notice to the Board of Directors, the President, or the Secretary.

7.6.2 Resignations take effect upon receipt unless otherwise specified, and acceptance is not necessary for effectiveness.

7.7 Removal

7.7.1 Officers can be removed by a majority vote of the WVHS Board of Directors present at a Board meeting, with or without cause. Removal does not affect the contract rights of the removed officer, if any.

7.8 Duties

7.8.1 Officers have powers and duties as generally pertain to their roles, as well as those specified by the Board of Directors or these Bylaws.

Article VIII Executive Director

8.1 Employment

8.1.1 The Board of Directors shall have the authority to employ the following professional staff:
Executive Director

8.2 Terms of Employment

8.2.1 The terms and conditions of the Executive Director shall be at will unless otherwise outlined in a written contract approved by the WVHS Board of Directors and signed by all voting parties within the Corporation and the Executive Director.

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8.3 Removal

8.3.1 The Executive Director may only be terminated by a majority vote from the WVHS acting Board of Directors. This may be done by an official written notice to the Executive Director from the Chairperson immediately after a quorum took place regarding this matter.

8.4 Duties

8.4.1 The powers and duties of the Executive Director are established by the acting WVHS Board of Directors.

8.5 Additional Responsibilities

8.5.1 The Executive Director is required to attend all meetings of the Board of Directors. They shall also serve as an ex-officio member of the Board of Directors and all committees, but without voting rights. The Board of Directors may exclude the Executive Director from meetings held in executive session.

Article IX

Contract, Check Deposits, & Gifts

9.1 Contracts

9.1.1 To enter into any contract and deliver any instrument or service in the name of and on behalf of the WVHS it must go before the WVHS Board of Directors for review & approval when a quorum is present.

9.1.2 The treasurer must sign all contracts after the board has reviewed and approved the contract.

9.2 Checks, Drafts, & Other Instruments

9.2.1 All checks, drafts, or orders for the payment of money, notes, or other evidence of indebtedness issued in the name of WVHS shall be signed in a manner determined from time to time by a resolution of the WVHS Board of Directors. In the absence of such determination by the Board of Directors, such instruments shall be signed by the Treasurer and countersigned by the President or a Vice President of WVHS.

9.3 Deposits

8.3.1 All funds of the Corporation shall be deposited, from time to time, to the credit of the Corporation in such banks, trust companies, or other depositories as selected by the Board of Directors.

9.4 Gifts

9.4.1 The Board of Directors, or its designee, may accept any contribution, gift, bequest, or devise on behalf of the Corporation for its general purposes or for any specific purpose.

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Article X Record Keeping

10.1 Books & Records

10.1.1 The Corporation shall maintain accurate and complete books and records of accounts.

10.1.2 The Secretary shall record minutes of the proceedings of its Board of Directors and committees with similar authority, and maintain a record at its registered or principal office listing the names and addresses of its Directors and committee members.

Article XI Fiscal Year

11.1 Fiscal Year

11.1.1 The fiscal year of the Corporation shall commence on October 1st and conclude on September 30th of each year.

Article XII Rules of Order

12.1 Rules

12.1.1 The current version of Robert's Rules of Order shall be the parliamentary authority for all matters of procedure not specifically covered by these Bylaws or by any special rules of procedure adopted by the Corporation.

Article XIII Amendments to Bylaws

13.1 Amendments

13.1.1 These Bylaws may be amended or repealed and new Bylaws may be adopted by a majority of the Board of Directors present at any regular meeting or at any special meeting if at least two days written notice is given of the intention to alter, amend, repeal, or adopt new Bylaws at such meeting.

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Article XIV Governance Committee

14.1 Responsibilities

14.1.1 The Governance Committee is tasked with soliciting and nominating candidates for the positions of Directors and Officers of the WVHS Corporation.

14.1.2 The Committee is also responsible for periodically reviewing and updating the bylaws as needed.

14.1.3 The Governance Committee shall consist of at least 2 Directors.

- a. The President will appoint the chair of the Governance Committee.
- b. The appointed chair will select the other members of the committee. These members can include individuals from the public at large who served on the WVHS Board of Directors in the past.

14.2 Quorum

14.2.1 One-third of the committee but not less than two (2) persons shall constitute a quorum.

14.3 Annual Candidate Selection List

14.3.1 The Governance Committee shall present its list of Director and Officer candidates to the Board for review at any regular or special meeting held in the month preceding the annual meeting.

14.3.2 A copy of this list shall also be distributed to the Board no later than ten (10) days prior to the date of the regular or special meeting.

14.4 Vacancies

14.4.1 The Governance Committee is responsible for nominating successor Directors or Officers for election by the Board at any regular or special meeting.

14.4.2 The Governance Committee must provide notice of its intent to nominate a successor Director or Officer at least 10 days prior to the meeting where the election will take place.

14.4.3 No candidate shall be nominated without their prior consent.

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CERTIFICATION OF ADOPTION

The undersigned, being the Secretary of the Corporation, certifies that the undersigned is the duly elected and acting Secretary of the Corporation and that the preceding Bylaws were regularly adopted by resolution of the Board of Directors of the Corporation on June 27th, 2024, all prior Bylaws having been repealed.

President

Signed by:

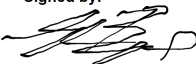


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Caleb Smith

2nd Officer (Treasurer/Vice President/Secretary)

Signed by:



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Tyler Byers