

CONSTITUTIONAL

BYLAWS



HALFWAY HOME PET RESCUE, Inc.

AROOSTOOK COUNTY – MAINE

ESTABLISHED JANUARY 2009

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ARTICLE 1

Section 1 – Name

The name of this organization shall be “Halfway Home Pet Rescue, Inc.”

Section 2 – Objective and Purpose

The purpose of this organization will be to act as an emergency animal welfare shelter and an advocacy group for stray, abandoned, and abused animals by providing immediate emergency shelter, foster care housing and medical care as needed until adoption as well as providing public education to schools and community organization, spay/neuter vouchers to low-income families and pet food supplies through pantry sites.

This corporation shall qualify under Section 501c (3) of the Internal Revenue Code as a non-profit corporation.

Section 3 – Charter

This organization shall be an incorporated voluntary membership association in which any member may join or resign his/her membership at any time.

ARTICLE 2

Section 1 – Duration

This organization shall exist until Dissolved/Terminated by a majority vote of their current Board of Directors.

Section 2 – Termination

Should this organization be terminated, all assets of the organization shall be donated to a like organization in Aroostook County, after all liabilities of the organization are paid.

ARTICLE 3

Section 1 – Membership Qualification

Any person dedicated to improving the quality of life of Animals through Rescue Programs, Spaying and Neutering Programs and to foster a respect for all life through Education, Volunteerism and Responsible Pet Ownership is qualified to be a member of the Halfway Home Pet Rescue, Inc.

Section 2 – Membership Classification

A. Annual Membership

Any person paying the regular annual membership dues will be considered a member and will have one (1) vote at any annual meeting.

B. Life Membership

Any person/family paying the lifetime membership dues will be considered a lifetime member and will have one (1) vote per family/couple at any Annual Members Meeting.

C. Business Membership

Any Business paying the regular Annual or Lifetime Membership dues will be considered a member and will have one (1) vote at any annual meeting.

D. CPR Memberships

Life members of Caribou Pet Rescue will, at their request, be considered Life Members of Halfway Home Pet Rescue, Inc. and will have one (1) vote at any annual meeting.

ARTICLE 4

Section 1 – Dues

Members shall pay a sum set by the Membership and Board of Directors, which will change from time to time as necessary to meet the cost of operations.

Dues will be from January 1st to December 31st of each year. Lifetime dues are paid once only, although further donations will always be greatly appreciated.

ARTICLE 5

Section 1 – Meetings

A. Annual Meetings

Annual meetings shall take place on the 2nd Sunday in May each year, but no later than May 31st of each year. Annual meetings will generally involve a brunch for the membership, which will be set and coordinated by the Board of Directors.

B. Special Meetings

The President or majority of the Board of Directors may call a special Board of Directors meeting as needed. Special meetings of the Full Membership may be called upon a 14-day written notice, by the Board to the full membership

C. Board of Directors Meetings

The Board of Directors will meet quarterly to set operating guide lines. The Board of Directors may choose to meet more often if necessary to conduct shelter business or to divide into committees to assist with day-to-day shelter activities. The President with the approval of the Board will set location and time for these meetings.

D. The Executive Committee will supervise the daily operations.

E. Members of the Board will be contacted by email as necessary.

ARTICLE 6

Section 1 – Officers of the Organization – Board of Directors

The Board of Directors shall be the Governing Board and consist of a minimum of three (3) members and a maximum of fourteen (14). The Board will consist of the President, Vice President, Treasurer and four (4) to eleven (11) others from contracted communities. In addition, any Contracted Communities not currently represented on the Board, will be allowed one seat if available on the Board of Directors if they so choose.

The Secretary will not necessarily be a Board Member.

The Board of Directors shall have the general management, control and direction of the business, property and affairs of the corporation with full power to carry on its business and otherwise foster and accomplish the objectives for which this corporation was created.

Section 2 – Quorum

Eight (8) members of the Board shall constitute a quorum at a Board of Directors meeting and/or at any other membership meeting. At least two of these should be officers; i.e., President, Vice President, Treasurer or Secretary.

Section 3 – Nomination Committee

At the annual meeting each year, the President will appoint a nominating committee of three (3) to serve for the ensuing year and to present a slate of officers for the following Annual Meeting. The nominating committee will read the proposed slate of officers President, Vice President, Treasurer and Secretary at the Annual Meeting, which will then be voted on by those Members present. Presidential candidates should have been Board members for at least one year. Retiring president will serve as Past President. At that time there would be Past President, Current President, and President Elect. Treasurer should serve two years.

Section 4 – Term of Office

Original Officers, President, Vice-President, Treasurer and Secretary shall serve a two-year term. Other members of the Board shall serve staggered terms to assure that three (3) or four (4) Board Members and at least one officer will always continue on for another year.

Section 5 – Removal of Board Members or other Officers

Any Board member absent from three consecutive meetings or more than 50% of the Association Meetings within any calendar year, without approval from the President or Vice-President, shall be dismissed from the Board. Such approval will be noted in the minutes of the missed meeting.

The Board of Directors may censure, either publicly or privately, suspend or expel, and prohibit reinstatement of a member for any violation of the Code of Ethics of the Association. The Board shall establish procedures for the handling of complaints against members and for the investigation and determination thereof. In each case, the involved member shall be notified promptly.

ARTICLE 7

Section 1 – Officer Duties and Responsibilities

A. The President

- a. Shall be Chief Executive Officer and preside at all meetings of the organization
- b. Shall oversee duties of Treasurer and Secretary
- c. Shall work under the Direction and Advice of the Board
- d. With approval of the Board, may call a special meeting of the full membership, as detailed in Article 5, section 1 B
- e. With approval of the Board, sets time and place for Directors meeting
- f. With Board approval may hire Shelter Director
- g. Has full oversight and control of Shelter Director . In absence of Shelter Director may fill in or hire a temporary replacement
- h. At annual meeting will appoint a nominating committee of three (3) for the following year
- i. Complete all other job requirements shown in the written job description

B. The Vice President

- a. In the absence of the President, assumes all duties of the President
- b. Be responsible for ensuring that the Organization follows the Bylaws of the Organization
- c. Assist the President as needed to provide Organization oversight
- d. Complete all job requirements as in written job description

C. The Treasurer

- a. Shall be responsible for all the funds of the organization
- b. Shall keep full, accurate books and accounts for the organization
- c. Shall file any necessary reports with Local, State and Federal Governments
- d. Compiles financial reports for the Annual Membership Meeting
- e. Provide a monthly report and advise the Board of the actual/or projected financial condition of the organization
- f. Shall select 2 members of the organization to do a yearly in-house audit/financial revue
- g. Complete all jobs in the written job description

D. The Secretary

- a. Shall record the minutes of all meetings
- b. Keep an accurate list of all members and their contact information
- c. Prepare an Annual Summary Report of activities for the Annual Meeting
- d. Completes all jobs in written job description

ARTICLE 8

Section 1 – Standing Committees

At the Annual Meeting the incoming President shall appoint the following Standing Committees to be formed from the current membership and chaired by a Member of the Board of Directors:

1. Adoption review, which will include a health review
2. Ethics
3. Budget and Fund Raising
4. Publicity
5. Foster Home Training review and evaluation
6. Feral feline management program
7. Pet Finder – Internet adoption program
8. Website Management
9. Others as needed

ARTICLE 9

Section 1- Rules of Order

In the absence of any provision to the contrary in this Constitution, all meetings of the Association including committee meetings will follow Parliamentary Rules and Procedures in Roberts Rules of Order.

ARTICLE 10

Section 1 – Amendments to the Constitutional By-Laws

Proposed constitutional amendments must be presented in writing to the Board of Directors.

The Board will discuss the recommended changes at their next regular Directors meeting.

Items that are time sensitive may be approved by a majority vote of the Board and presented at the next Annual Meeting of the Membership.

Items that can be postponed until the next annual meeting will be presented at that time and a vote taken

Section 2– Conflict of Interest Statement

Each Director shall annually complete a disclosure form identifying any relationships, positions or circumstances in which the Responsible Person is involved that he or she believes could contribute to a Conflict of Interest arising. Such relationships, positions or circumstances might include service as a director of or consultant to a nonprofit organization, or ownership of a business that might provide goods or services to Halfway Home Pet Rescue, Inc. Any such information regarding business interests of a Director or a Family Member shall be treated as confidential and shall generally be made available only to the Chair, the Executive Director, and any committee appointed to address Conflicts of Interest.

Whenever a director or officer has a financial or personal interest in any matter coming before the Board of Directors, the Board shall ensure that:

1. The interest of such officer or director is fully disclosed to the Board of Directors.
2. No interested officer or director may vote or lobby on the matter or be counted in determining the existence of a quorum at the meeting of the Board of Directors at which such matter is voted upon.
3. Any transaction in which a director or officer has a financial or personal interest shall be duly approved by members of the Board of Directors not so interested or connected as being in the best interests of the organization.
4. Payments to the interested officer or director shall be reasonable and shall not exceed fair market value.
5. The minutes of meetings at which such votes are taken shall record such disclosure, abstention, and rationale for approval.

This policy shall be reviewed annually by each member of the Board of Directors. Any changes to the policy shall be communicated immediately to the Executive Officers.

Section 3 - Public Accountability

Volunteers, board members, employees and donors voluntarily become involved with a private nonprofit corporation because of its public benefit mission. Therefore, a nonprofit is transparent and makes information about its mission, program activities, and finances available to its constituencies. A nonprofit is accessible and responsive to public inquiry and reaches out to interested parties.

Section 4 – Confidentiality

Each Responsible Person shall exercise care not to disclose confidential information acquired in connection with such status or information the disclosure of which might be adverse to the interests of Halfway Home Pet Rescue, Inc. Furthermore, a Responsible Person shall not disclose or use information relating to the business of Halfway Home Pet Rescue Inc. for the personal profit or advantage of the Responsible Person or a Family Member.

Adopted by the Majority of Board of Directors on _____

Adopted by the Membership at the Annual Meeting on _____

Norma Milton, President Date

One other member of the Board of Directors Date