

Normal = These are the EXISTING BYLAWS

BOLD = These are the PROPOSED CHANGES or ADDITONS

Lakeshore Humane Society, Inc.

Proposed changes to the Bylaws

August 19, 2008

Article I

DEFINITIONS

- 1. "Detrimental Actions" shall be defined as any actions deemed detrimental to the well being or goals of the Corporation, acting in a manner disruptive to the efficient operation of the Corporation or acting in a manner injurious or without care for the animals we serve.**

- 2. The definition of "Just Cause" shall include, but not be limited to, anything which violates the laws of the State of Wisconsin pertaining to the theft, embezzlement, fraud, felony crimes, or conduct that is detrimental to the public's perception of the Corporation. Just Cause shall include the releasing of official or confidential information about the Corporation without the permission of the President of the Board of Directors (the Board of Directors shall hereinafter be referred to as the "Board")**

- 3. "Official Information" shall be defined as
Confidential information shall include:
Employee's phone number, address, or e-mail address
Employee wages, social security number, benefit packages, time card information, severance package.
Account numbers for checking, savings, or investment accounts
Original or copies of checks, invoices or receipts
Passwords to computer files or accounts.
Computer files**

- 4. "Member" shall be defined as an individual that has completely and properly filled out an official application form and fully paid for his or her membership.**

Normal = These are the EXISTING BYLAWS

BOLD = These are the PROPOSED CHANGES or ADDITONS

Article II

The Corporation

Section 1 Name

The name of this organization is the Lakeshore Humane Society, Inc., (hereinafter referred to as the Society). The Society is located in the City of Manitowoc, County of Manitowoc, State of Wisconsin.

The name of this corporation is Lakeshore Humane Society, Inc. (the “Corporation”) with its main office being located at 1551 North 8th Street, Manitowoc, Manitowoc County, Wisconsin.

Section 2 Object

The purpose of this Society is the prevention of cruelty to animals, the relief of suffering among animals, and the extension of humane education. Acceptance/admission to the Shelter shall be discretionary.

It is the policy of this Society to provide humane care and treatments for animals requiring protection in the geographical area (namely, Manitowoc County, and any area outside of the County to be at the discretion of this Society’s Board of Directors) served by the Society, to seek to return lost animals to their rightful owners, and to perform euthanasia when necessary.

The mission of the Corporation is to ensure the humane and compassionate treatment of all animals entrusted to its care, reunite lost animals with their owners, provide for all adoptable animals to be placed in responsible, permanent homes, euthanize animals when necessary and extend humane education to the public.

Section 3 Not-For Profit Status

The Corporation has and shall continue to have the status of a Wisconsin non-stock corporation which is exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code and applicable Wisconsin State Statutes. The Bylaws and the Articles of Incorporation of the organization shall be construed accordingly and all powers and activities shall be limited accordingly.

(A) No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to a private individual, but the Corporation shall be authorized to provide reasonable

Normal = These are the EXISTING BYLAWS

BOLD = These are the PROPOSED CHANGES or ADDITONS

compensation for services rendered and make payments and distributions in furtherance of purposes of the Corporation.

(B) No substantial part of the activities of this Corporation shall be to attempt to influence legislation.

(C) The Corporation shall in no way participate in, or intervene in, any political campaign on behalf of any candidate for public office.

(D) The Corporation shall not engage in any activities that are unlawful under applicable federal, state or local laws.

(E) The Corporation is organized exclusively for animal welfare, educational purposes and activities that support the purposes As set forth in Article II section 2 above and within the meaning of Section 501(c)(3) of the Internal Revenue Code. In furtherance of such purposes, the Corporation may:

(1) Solicit and receive financial support through gifts, contributions, fundraising and grants.

(2) Hold, administer, convert, invest and reinvest and manage its funds.

Section 4 Fiscal Year

The fiscal year of the Corporation shall be October 1 through September 30.

Article III Members

Section 1: Members

Anyone interested in membership may apply and become a member through payment of dues.

Membership in the Society will run one year from the date of application, and may be renewed annually. Members will receive voting privileges sixty (60) days after the date of the original application. Memberships not renewed within sixty (60) days of expiration of the original application will be considered terminated. Memberships are non-transferable.

Membership dues will be determined by the Board of Directors. All current adult members (18 and over) will have the privilege of participating and voting at membership meetings. Categories of membership: Platinum Level, Gold Level, Silver Level, Bronze Level, Participant (includes Senior and Student).

A person, not a member of the Society, but who contributes money and things of value, will be known as a donor.

Normal = These are the EXISTING BYLAWS

BOLD = These are the PROPOSED CHANGES or ADDITONS

A person 18 years of age or older shall become a member of the Corporation (a “Member”) through application and the payment of dues. Upon acceptance of the Member’s application and payment of dues, members are entitled to membership benefits for a period of one year. Each Member (one (1) membership per person) shall have the right to participate at the annual meeting and cast one (1) vote at the annual meeting, (refer to Article VI, Section 1 (B) for Membership voting rules). Members may also request to or be asked to serve on committees, the Board, and act as volunteers. Members are also entitled to all information similarly situated non-profit non-stock corporations are required to disclose upon request under federal and Wisconsin law specifically Wisconsin Statutes Chapter 181. Each new Members will get a copy of the Bylaws when they become a Member. Membership dues shall be determined by the Board from time to time. A membership list will be available from the Secretary, to all members upon request

Section 2: Termination of Membership

Any member of the Society may be expelled for violation of the humane efforts or ethics of the Lakeshore Humane Society, Inc.

Before formal action is taken, that member has the right to be heard by the Board of Directors. Via a $\frac{3}{4}$ majority vote of the Board, the Board will either maintain or terminate the membership.

All Officers, Board members, staff, and volunteers who terminate, resign, or depart for any reason, are required to return any and all Society property, equipment, documents, records, etc., to the President or Vice President immediately of such departure.

The Board, in its sole discretion, shall have the ability to terminate any Member at any time, for among other things, Detrimental Actions and Just Cause. Should the need arise, the Board may vote to suspend a Member’s membership in anticipation of termination, with a two-thirds ($\frac{2}{3}$) majority vote. Within sixty (60) days from such vote, the Members shall have the right to speak to the Board regarding the suspension and pending termination. At or after this sixty (60) day suspension, the Board may terminate the membership with a two-thirds ($\frac{2}{3}$)

Normal = These are the EXISTING BYLAWS

BOLD = These are the PROPOSED CHANGES or ADDITONS

majority vote. If no permanent action is taken within one hundred twenty (120) days of the date of the Member's suspension, the suspension shall be lifted and the membership reinstated.

Article IV

Board of Directors

Section 1: Board of Directors

The Society's Board of Directors will consist of the following four Officers: President, Vice President, Secretary, and Treasurer, plus a minimum of six (6) Directors, no to exceed eight (8).

(A) The Board shall consist of four (4) Officers (President, Vice President, Secretary and Treasurer as further described in Article IV) plus at least six (6), but not more than eight (8) directors. Each member of the Board shall hereinafter be referred to as "Director"

The Board of Directors will have control of and be responsible for the management of the affairs and property of the Society. The Board will be required to present pertinent material to the membership to be voted upon and will have full power to do, or require to be done, everything deemed necessary or expedient for the promotion and protection of the Society's welfare. This will include over-seeing business operation, policies, employees, revenues and expenditures.

(B) The Board shall oversee the affairs of the Corporation

(C) All Directors must be a current Member of the Corporation

(D) Directors, as such, and members of committees are classed as volunteers and will not receive salaries, fees, or reimbursement for their services. This notwithstanding; the position of Treasurer of the organization, due to the immense responsibility of the financial record keeping of the Shelter; will receive a stipend per year to be decided by the Board of Directors annually.

No Director shall derive a personal, economic or financial gain by serving on the Board.

Normal = These are the EXISTING BYLAWS

BOLD = These are the PROPOSED CHANGES or ADDITONS

(E) No Director may be an employee of the Corporation.

(F) A Director may not be related to an employee of the Corporation if that employee holds a management position. In the event a Director has a family member that is employed by the corporation, the Director shall abstain from voting on any matters relating to such employee related to such Director. For the purposes of this section, "related to" shall be defined as being a member of one's immediate family (i.e. child, parent, grandparent, spouse or sibling).

(G) Directors shall be actively involved in the Corporation. If a Director has three (3) absences from regular monthly meetings, in the course of a fiscal year that Director will be removed from his or her position for the remainder of that term and the resulting vacancy shall be filled in accordance with Section 3 of this article.

(H) The term of office shall be for a term of two (2) years.

(I) The Board shall have the power to hire and terminate the Executive Director and Shelter Manager, by a two-thirds ($\frac{2}{3}$) majority vote.

(J) The Board shall have the power to prescribe and define the duties of the Executive Director and other paid and volunteers within the Corporation in a manner not inconsistent with these Bylaws.

(K) The Board shall evaluate the performance of the Shelter management (Executive Director, Shelter Manager and any other management positions) annually or as close to annually as is feasible.

Normal = These are the EXISTING BYLAWS

BOLD = These are the PROPOSED CHANGES or ADDITONS

Section 2: Election

The members of the Board of Directors will be elected at the annual membership meeting by the members of the Society. The term of office for a Director will be two (2) years. The term of office for the Officers will be one (1) year. All members of the Board of Directors must maintain a current membership for the full duration of their term. The nominating committee will submit a slate of candidates and nominations may also be made from the floor. All candidates/floor nominees must be current members. Board members may be re-elected. The election process cannot be closed until there is a nominee for each Officer position.

The Board shall be elected at the annual membership meeting by the Member of the Corporation, as described in Article VI Section 1 (B) below.

Section 3: Vacancies

In the event any Director by death, resignation, incapacity, or termination for cause by $\frac{3}{4}$ majority vote of the Board of Directors, is unable to fulfill their term, a successor will be chosen by the President or Vice President, upon approval by majority vote of the Board of Directors, to serve the remainder of the term. Accordingly, the provisions of Section 2 above will apply.

The Board shall have the power to fill vacancies on the Board. Any member of the Board can nominate an individual candidate to fill a vacancy, as necessary. The Board must approve any nominated candidate by a two-thirds ($\frac{2}{3}$) majority vote.

Section 4: Resignations

A Director may resign at any time by giving written notice to the Secretary. Such resignation shall take effect at the time specified in the notice. If no time is specified, then the resignation will be effective immediately upon the Secretary's receipt of such notice of resignation.

Section 5: Removal

The Board shall have discretion to terminate any Director at any time, for Detrimental Actions and/or Just Cause. Should the need arise, the Board may suspend the Director with a two-thirds ($\frac{2}{3}$) majority vote. The Director in question shall be allowed to vote on his or her suspension. Within sixty (60) days from such vote, the Director shall have the right to speak to the Board. At or after this sixty (60) day suspension, the Board may

Normal = These are the EXISTING BYLAWS

BOLD = These are the PROPOSED CHANGES or ADDITONS

terminate the Director with a two-thirds ($\frac{2}{3}$) majority vote. The Director in question shall not be allowed to vote on his or her termination. If no permanent action is taken within one hundred twenty (120) days of a suspension such Director, the suspension shall be lifted and the Director shall be reinstated.

Section 6 Remuneration

Directors and members of the committees shall serve on a voluntary basis. Reimbursements for expenses relating to the Corporation incurred during the course serving in a capacity must be approved in advance by the Board.

Section 7: General Votes

Unless otherwise stated herein, any matter up for vote by the Board shall be deemed passed upon a majority vote of the Directors.

Article V

Officers

Section I: Number, Title and Terms

The Officers of the Corporation shall be President, Vice-President, Secretary and Treasurer.

(A) Officers shall be elected at the annual membership meeting by the Members of the Society to serve for a period of one (1) year, as described in Article VI Section 1 (B) below.

(B) If any member of the Board of Directors is absent from three (3) monthly Board meetings in the course of a year without good cause, by discretion of the Board of Directors and by $\frac{3}{4}$ majority vote of the Board of Directors, that person shall cease to be on the Board of Directors and will be so notified by the President. This vacancy will be filled in accordance with Section 3 above.

Normal = These are the EXISTING BYLAWS

BOLD = These are the PROPOSED CHANGES or ADDITONS

Officers are expected to be actively involved. Upon an Officer missing three (3) regularly scheduled monthly meetings, for any reason, in the course of a fiscal year that Officer shall no longer be an Officer for the remainder of that term.

(C) Officers shall be members of the Board and shall be subject to the rules governing Directors as well as the provisions of this Article V.

Section 2: Vacancies

Whenever any Officer vacancy occurs by death, resignation, or otherwise, the vacancy will be filled by majority vote of the Board of Directors.

The Board shall have the power to fill vacancies for any portion of any Director's term that has not yet expired. Any Director can nominate an individual candidate. The Board must approve any nominated candidate by two-thirds ($\frac{2}{3}$) majority vote. If the office of the President is vacant, any Director shall have the right to nominate a replacement for the President.

Section 3: Removal

The Board shall have discretion to terminate any Officer at any time, for, among other things, Detrimental Actions or Just Cause (as defined in Article I). Should the need arise, the Board of Directors may vote with a two-thirds ($\frac{2}{3}$) majority to suspend the Officer. The Officer in question shall be allowed to vote on his or her suspension. Within thirty (30) days from that vote, the Officer shall have the right to speak to the Board. At or after this thirty (30) day suspension, the Board may vote with a two-thirds ($\frac{2}{3}$) majority to terminate the Officer. The Officer in question shall not be allowed to vote on his or her termination. If no permanent action is taken by thirty (30) days of a suspension of Officer, the suspension shall be lifted.

Normal = These are the EXISTING BYLAWS

BOLD = These are the PROPOSED CHANGES or ADDITONS

Section 4: President

The principal Presidential duties will be to preside at all meetings of the general membership and the Board of Directors, to countersign all papers and documents requiring such action, to appoint such committees as may be deemed necessary by the Board, and with said Board have general supervision of the overall affairs of the total Society. The President will be, ex-officio, a member of all committees of the Board and will deliver to the annual general membership meeting, a comprehensive report of the programs and policies followed by the Board in the preceding year. The President will be responsible to ensure that the Board and Officers receive written notification of a tentative agenda for the monthly Board meetings. If not re-elected, the President shall serve as a non voting ex-officio member of the Board of Directors for the succeeding year.

The President shall preside at all meetings of the Board and membership, countersign all papers and documents requiring such action, appoint, along with his or her fellow Board members, such committees as may be deemed necessary by the Board and have general supervision of the overall affairs of the total Corporation. The President shall deliver a comprehensive report of the activities and policies developed by the Board for the preceding year at the annual membership meeting. The President shall ensure that a meeting notification and tentative agenda is received by the Board and proper notification of membership meetings and agendas are provided to Members where applicable. The President shall be, ex-officio, a member of all committees of the Board.

The President or anyone specifically directed by the President shall act as the official spokesperson of the Corporation. Only the President or anyone specifically directed by the President shall release Official Information about the Corporation.

Section 5: Vice-President

The principal duties of the Vice President will be to execute all functions of the President when the latter is incapacitated, unavailable, or for any reason, cannot serve.

The Vice-president shall, in the absence or disability of the President, perform the duties of the President and act in his or her stead.

Normal = These are the EXISTING BYLAWS

BOLD = These are the PROPOSED CHANGES or ADDITONS

Section 6: Treasurer

The principle duties of the Treasurer will be to have custody of all the Society's funds and securities, to oversee (with the aid of a Certified Public Accountant/Bookkeeper as required), the keeping of a full and accurate accounts of all revenues and disbursements, to disburse Society funds as ordered by the Board, to countersign all papers and documents requiring disbursements, taking and retaining proper vouchers for disbursements, to render, as may be required, true accounts of all Society financial transactions and produce accurate statements of the financial condition of the Society. The Treasurer will oversee, and/or receive and deposit in a bank designated by the Board, all monies and securities, disburse funds in accordance with a budget approved by the Board, and will submit to the Board and to the general membership meeting, a CPA audited annual report of revenues and expenditures for the preceding year, including statements of financial position and financial activity. The Treasurer shall have authority to pay all normal and customary operating expenses.

The Treasurer shall:

(A) Ensure that the books and accounts of the Corporation are audited annually by a qualified person or accounting service as approved by majority of the Board.

(B) Be responsible for preparing an annual budget for the following fiscal year to be submitted to the Board for approval prior to the end of the fiscal year.

(C) Ensure the timely preparation and filing of tax returns and reports as may be required.

(D) Ensure that donations are acknowledged in a timely manner in accordance with the current Internal Revenue Service regulations.

(E) Submit and present to the membership meeting an annual income statement and balance sheet for the preceding year that has been audited by an accountant or accounting firm, approved by the Board.

(F) Along with members of the Finance Committee, if any, may at any time, review the financial paperwork of the Corporation, including the checkbook, bank statements, bills, and investments.

(G) Supervise the payment of the Corporation's bills.

Normal = These are the EXISTING BYLAWS

BOLD = These are the PROPOSED CHANGES or ADDITONS

(H) Report the Corporation's financial status at each meeting of the Board.

(I) Receive membership applications and dues payments, and forward applications to the Chair of the Membership Committee.

Section 7: Secretary

The principal duties of the Secretary will be to keep a true and correct record of the attendance and proceedings of all meetings of the Society Board and general membership meetings, to countersign all papers and documents requiring such action; and to systematically and safely keep such books, papers, documents, and records pertaining to Society business as may be assigned him or her by the Board. The Secretary will report all correspondence to the Board for decisions and action. The Secretary will have custody of the By-laws, records, and the general archives of the Society, except as they may be placed in charge of other by order of the Board.

The Secretary shall take and preserve minutes of all meeting of the Board, shall notify Directors of annual, regular and special meetings and shall perform other duties assigned by the Board.

Section 8 Ex-President Officio

If the President is not re-elected, he or she may serve as an ex-officio, non-voting member of the Board for the first year he or she is not President following his or her most recent year as President.

The Board may provide for other officers, as it deems necessary in the best interest of the Society. These officers will perform such additional duties as may, from time to time, be required by the Board or as may be described in these By-laws.

Article VI

Meetings

Section 1 Annual Membership Meeting

The annual meeting of the Society's general membership will be held after the close of the Society's fiscal year (September 30), but prior to the end of the calendar year. The time and place will be specified by the Board of Directors to all members by written notice at least ten (10) days in advance.

Normal = These are the EXISTING BYLAWS

BOLD = These are the PROPOSED CHANGES or ADDITONS

(A) Notice: An annual membership meeting shall be held by the Corporation on the third (3rd) Tuesday of each October. Notification of the date, time, location, and agenda of the meeting shall be mailed by U. S. Mail or similar means (not electronically) at least thirty (30) days prior to the meeting.

(B) Elections:

A ballot, created by the Nominating Committee described in Article VII Section 3, shall offer members the option of voting for candidates listed on the ballot or casting write-in votes. Nominations may also be taken from the floor, provided the person being nominated is present and approves his or her nomination. All candidates must be current Members. The election process cannot be closed until there is at least one (1) nominee for each Officer position. Directors may be re-elected. To vote at a meeting, a Member must have been a Member at least sixty (60) days prior to such meeting. Each Member will shall receive one (1) vote. If a member of the Nomination Committee accepts a nomination from the floor, their position on the Nominating Committee shall end immediately upon such acceptance. Except as stated otherwise herein, the default rules of Wisconsin Corporation law, specifically Chapter 181 of the Wisconsin Statutes shall prevail. Any matters not otherwise provided herein or in the Wisconsin Statutes, shall be governed in accordance with Robert's Rules of Order for parliamentary procedures, as applicable.

(C) Quorum

Five (5) percent (1/20) of the current paid membership must be present at a membership meeting to constitute a quorum for the conduction of business.

The attendance of at least five percent (5%) of the Members shall constitute a quorum.

Normal = These are the EXISTING BYLAWS

BOLD = These are the PROPOSED CHANGES or ADDITONS

Section 2 Voting

Each Member shall have one vote. Votes for Officers and Directors may be cast at annual meetings and special meetings either in person or by absentee ballot. Proxy voting shall not be allowed. Voting on all other business matters at the annual or special meetings shall be done only by those Members present.

Members wishing to vote by absentee ballot shall request the absentee ballot from the Chair of the Nomination Committee. Absentee Ballots shall require the signature of a Notary Public to verify the signature of the Member. Any Absentee ballot returned without the signature of a Notary Public shall be invalid. Completed absentee ballots shall be returned to the Chair of the Nomination Committee no later than the close of business of the Corporation the day prior to the scheduled annual or special meeting. Votes delivered after this time, even through no fault of the Member, shall be invalid.

Once a Member's absentee ballot is delivered to the Chair of the Nomination Committee, it cannot be changed by the Member.

Absentee ballots for Officers and Directors shall not be counted until the voting of the Members present at the annual or special meeting has concluded.

Section 3 Board Meetings

A Board of Directors meeting will be held at least once a month at a designated time and place and/or as Article III, Section 4, may apply.

(A) The Board shall meet at least once per month. Each Director and Officer shall receive notice, (written or electronic) of all regular and special meetings specifying the place, date and time. Notification shall be made at least seventy-two (72) hours prior to scheduled meetings. Directors and Officers are asked to acknowledge receipt of notification of special meetings by whatever means (written or electronic) the notification was received as soon as possible.

(B) The President may, under special circumstances, ask the Board to vote on matters via telephone or e-mail, when a

Normal = These are the EXISTING BYLAWS

BOLD = These are the PROPOSED CHANGES or ADDITONS

physical meeting of the board is not possible or if a decision is required on a matter before a physical meeting of the board is possible or practical. Every reasonable attempt must be made to contact every member of the Board to obtain their electronic vote. At the next regular or special physical meeting of the Board, the President will report the special circumstances that precipitated this “electronic” meeting and the results of the vote(s). The Secretary will record this report by the President into the minutes of the meeting. The Board will vote to accept or reject this report.

Greater than fifty (50) percent of all current Board members must be present at a Board meeting to constitute a quorum for the conduct of business.

(B) Greater than fifty percent (50%) of all current Board members must be present at the Board meeting to constitute a quorum for the conduct of business.

Except as otherwise provided in these By-laws, decisions at the Board meetings or their committees will be by majority vote of those present. Each Director will have one vote and proxy voting is not permitted. The President will vote only to break a tie.

(C) Except as otherwise provided in these Bylaws, decisions at the Board meetings or their committees shall be passed by majority vote of those present.

(D) Each Director has only one (1) vote.

(E) Voting by proxy shall not be permitted by Directors at Board meetings.

(F) The President shall abstain from voting unless the vote by the Board results in a tie, in which case the President’s vote shall be the tie-breaking vote only in case there is a tie.

(G) Voting on a small slate of items (three (3) or less) may be done via fax or e-mail between regularly scheduled meeting.

Normal = These are the EXISTING BYLAWS

BOLD = These are the PROPOSED CHANGES or ADDITONS

Section 4: Special Meetings

When deemed necessary, special meetings of the general membership, may be called at the discretion of the Society Board of Directors.

When deemed necessary, special meetings of the general membership or the Board may be called at the discretion of Board. All aforementioned meeting rules apply.

Article VII

Committees

Section 1 Committees

There will be four (4) standing committees: Executive, Fundraising, Personnel, and Building and Maintenance. The Board of Directors will elect the members of the standing committees to serve until their respective successors are elected, at the next monthly Board meeting held after the annual election, and will have the power to fill vacancies on such committees.

New and existing committees for the Corporation shall operate under the authority of the Board.

(A) Committee Chairpersons (each Committee Chairperson shall hereinafter be referred to as "Chairperson") shall report activities of the committee to the Board. Chairpersons shall maintain accurate records of the meetings, projects and accomplishments of the committee and shall pass this written record on to the next chairperson of the committee.

(B) Committee chairpersons shall provide a copy of all agendas and meeting minutes to the Executive Director and/or Manager and Board Secretary for record filing.

(C) All committee members shall be Members in good standing of the Corporation. In the event a Member is not in good standing, he or she shall not participate in committee activities until he or she is returned to being a Member in good standing.

(D) Except as otherwise provided in these Bylaws, decisions at the committee meetings shall be passed by a majority vote of those present.

Normal = These are the EXISTING BYLAWS

BOLD = These are the PROPOSED CHANGES or ADDITONS

Section 2: Executive Committee

The Executive Committee will consist of the Officers on the Board. The President will be the Chair. This committee will act between meetings of the Board in regard to the conduct of routine Society business. The Executive Committee will meet on call of the President whenever Society business may require.

The “Executive Committee” shall consist of the Officers. The President shall be the Chairperson of the Executive Committee. The Executive Committee shall act between meetings of the Board in regard to the conduct of routine Corporation business. The Executive Committee shall meet on call of the President whenever Corporation business may require.

Section 3: Nomination Committee

At each annual membership meeting a nominating committee, appointed by the Board, of not less than three (3) Society members, will provide a slate of candidates (not to include members of the nominating committee) to fill the offices of President, Vice President, Secretary, and Treasurer and any Directors positions that are up for election. Nominations may also be made from the floor, which may include members of the nominating committee. If a nominating committee member accepts nomination, said member is automatically removed from the nominating committee and shall be replaced by a non-candidate member.

The “Nominating Committee”, shall consist of a minimum of two (2) non-board members but not more than five (5) non-board members appointed and approved by a majority vote of the Board, shall submit a list of candidates for inclusion on any ballot to be voted on at the annual meeting of Members. No member of the Nominating Committee shall be on the ballot for any elected position of the Corporation.

The committee shall select one of its members to be the Chairperson.

This Committee shall announce and record the results of the elections of Officers and Directors, including the number of votes each candidate received, the total number of votes cast, and the number of votes that were rejected and the reasons for those rejections.

A candidate may request a recount of the ballots if that candidate’s margin of defeat is within ten (10) percent of the

Normal = These are the EXISTING BYLAWS

BOLD = These are the PROPOSED CHANGES or ADDITONS

total number of votes cast. The candidate, or a representative of the candidate, requesting a recount may observe the recount of the ballots

Section 4 Fund raising Committee

The Fundraising Committee will consist of three (3), but not more than five (5) members, including at least one (1), not more than two (2) Board members. This committee will advise the Board on fundraising programs, create new fundraising opportunities, maintain existing fundraising programs, and perform such duties as the Board may, from time to time, direct. The committee will meet on call of its Chairperson.

The “Fund-raising Committee” shall consist of three (3), but not more than five (5) members, including at least one (1), but not more than two (2) Board members. The Chairperson of this Committee will be the Executive Director. The Fund-raising Committee shall advise the Board on fund-raising programs (past, current, and newly created) and perform such duties as the Board may, from time to time, direct. The Fund-raising Committee does not replace the fundraising duties of the Executive Director but rather work together with him or her to develop and execute fundraising efforts.

Section 5 Personnel Committee

The Personnel Committee will consist of three (3) members of the Board of Directors. The committee will select one of its number to be the Chair. The Personnel Committee will recommend to the Board sound personnel policies and procedures regarding salaries, wages, hours, and working conditions that encourage employment and retention of qualified staff that foster high productivity and quality of humane animal care. The committee will affect job descriptions for the staff. The committee will neither employ nor discharge without Board approval unless deemed necessary for the daily operations of the Society. This would only take place if such employment or discharge must occur and a regular Board meeting is not scheduled within three (3) working days. Communications from shelter personnel will be made through this committee.

The “Personnel Committee” shall consist of three (3) members of the Board. Other members of this committee may be added by approval of the Board. The committee shall select one of its members to be the Chairperson. The Personnel Committee shall recommend to the Board sound personnel policies and procedures regarding salaries, wages, hours, and working conditions that encourage employment and retention of qualified

Normal = These are the EXISTING BYLAWS

BOLD = These are the PROPOSED CHANGES or ADDITONS

staff that foster high productivity and high quality humane animal care. The Personnel Committee shall create and implement job descriptions and duties for the staff. The Personnel Committee shall neither employ nor discharge any employee without Board approval. Communications to the Board from shelter personnel shall be made through the Chairperson of the Personnel committee. The Personnel Committee shall serve as one of the resources for concerned staff members, volunteers, and Members as part of the Whistleblower Policy, a copy of which is included at the end of these Bylaws. The Personnel Committee shall also conducts performance reviews for management. The Chairperson of the Personnel Committee and Secretary will maintain attendance records of the Executive Director and other management personnel.

Section 6: Building and Maintenance Committee

The Building and Maintenance Committee will consist of three (3) but not more than five (5) members, including at least one (1) but not more than two (2) Board Members. Recommendations of physical plant maintenance and/or improvements will be made through this committee. This committee will meet on call of its Chairperson.

The Building and Maintenance Committee shall consist of three (3) but not more than five (5) members, including at least one (1) but not more than two (2) Board members. Recommendations of physical plant maintenance requiring capital expenditures and/or other capital improvements shall be made through the Building and Maintenance Committee. This committee will meet on call of the Building and Maintenance Committee Chairperson. The Building and Maintenance Committee shall research the feasibility and necessity of and recommend capital projects. The committee shall select one of its members to be the Chairperson.

Section 7 Finance Committee -

The Finance Committee shall consist of two (2), but not more than five (5) members, including at least one (1), but not more than two (2) Board members, one (1) of which shall be the Treasurer. The Treasurer shall be the Chairperson of the Finance Committee. It is the responsibility of the Finance

Normal = These are the EXISTING BYLAWS

BOLD = These are the PROPOSED CHANGES or ADDITONS

Committee to develop the budget for each fiscal year, review and offer advice to the Board requests for funding of new and unbudgeted items, present recommendations to the Board on investment strategies and ensure that restricted funds are used only for the specific, intended purpose.

Section 8 Membership Committee

The “Membership Committee” shall consist of three (3), but not more than five (5) members, including at least one (1), but not more than two (2) Board members. The committee shall select one of its members to be the Chairperson.

The Membership Committee shall maintain and update the current membership list, recruit new members, and mail renewal notices to members, not less than thirty (30) days prior to a member’s membership expiration date.

This Committee shall not receive or collect membership dues.

Section 9 Other Committees

The Board of Directors will have the power to appoint such other committees as it may deem necessary, from time to time, and to prescribe their duties.

The Board of Directors will have the power to appoint such other committees as it may deem necessary, from time to time, and to prescribe their duties.

Article VIII

Rules

Section 1: Parliamentary Rules

All meetings of members of the Society, the Board of Directors, Officers and Committees, will be conducted in accordance with Robert’s Rules of Order, or equivalent, as set forth in the latest revision.

Except as otherwise set forth herein or as provided for in Chapter 181 of the Wisconsin State Statutes, any question concerning parliamentary procedures at meetings of the Corporation shall be determined by reference to the latest edition of Robert’s Rules of Order.

Normal = These are the EXISTING BYLAWS

BOLD = These are the PROPOSED CHANGES or ADDITONS

Section 2: Amendments of the Bylaws

These By-laws may be repealed, altered, or amended with the approval of the Board by $\frac{3}{4}$ majority vote of the Board of Directors. Following Board approval, all members will be notified of such changes in writing and will vote on these recommendations at the next scheduled annual general membership meeting or special meeting call for this purpose. Approval is by $\frac{3}{4}$ majority vote of the general membership in attendance at the meeting.

Proposed changes to these Bylaws may be repealed, altered, or amended with the approval of the Board by two-thirds ($\frac{2}{3}$) majority vote of the Board. Following Board approval, all Members shall be notified in writing of such proposed changes to these Bylaws and shall vote on these proposed changes at the next scheduled annual general membership meeting or special meeting called for this purpose. Approval is by two-thirds ($\frac{2}{3}$) majority vote of the general membership in attendance at the meeting, provided a quorum is present. Those changes passed by the general membership shall remain effective until amended by the process set forth above and in Article VIII section 4.

Section 3: Indemnification

The Corporation shall indemnify all Directors and Officers to the full extent permitted in accordance with Chapter 181 of the Wisconsin Statutes as may be amended from time to time. The Board may afford additional right to indemnification or allowance of expenses to those afforded law by and such additional rights, if provided, shall be set forth in a resolution of the Board or in written agreement authorized by the Board to be entered into between the Officer or Director and Corporation.

Section 4: Effective Date

These By-laws, effective upon their adoption by the general membership, supersede all formal By-laws of this organization.

The repeal, alteration or amendment to the Bylaws (“the revised Bylaws) shall become effective upon the affirmative two-thirds ($\frac{2}{3}$) majority vote of the Members approving the same and by the execution of such revised Bylaws by the President and Secretary on the signature lines designated as such below.

Normal = These are the EXISTING BYLAWS

BOLD = These are the PROPOSED CHANGES or ADDITONS

Section 5: Discontinuance

All Officers, Board members, staff, and volunteers who terminate, resign, or depart for any reason, are required to return any and all property of the Corporation including, without limitation, equipment, documents, records, or keys to the President or Vice President immediately upon such departure.

Dissolution

The Lakeshore Humane Society, Incorporated, will be non-stock, non-profit, and no portion of the assets will inure to the benefit of any member or individual. In the event of dissolution, the assets of the Corporation will be transferred to another Humane Society organized and operated exclusively for the prevention of cruelty to animals, whose By-laws and shelter policies closely resemble those of the Lakeshore Humane Society, Incorporated, and which has appropriate tax exempt status as specified in the Society's Articles of Incorporation. Based upon such principles, the choice of the percipient to receive such assets will be at the discretion of the (then) Board of Directors by $\frac{3}{4}$ majority vote of the Board of Directors, with final approval by $\frac{3}{4}$ majority vote of the general membership in attendance at the meeting.

A proposal to dissolve the Corporation shall be drafted by the Board. The members shall approve this proposal by a majority vote of the members present at a regular annual or special membership meeting called for this purpose.

Upon dissolution of the Corporation, the Board shall, after paying or making provision for the payment of all liabilities of the Corporation, dispose of all the assets of the Corporation to or for the exclusive benefit of one or more similar animal welfare organizations qualified within section 501(c)(3) of the Internal Revenue Code. The selection of the organization or organizations receiving the assets must be approved by a two-thirds ($\frac{2}{3}$) majority of the Board. If after three (3) discussions and votes, no such organization can be agreed upon, the remaining assets shall be distributed equally to all such organizations voted on in the final vote.

Normal = These are the EXISTING BYLAWS

BOLD = These are the PROPOSED CHANGES or ADDITONS

Approved on 8/19/2008, by the Board

VOTE:

For 11

Against 0

Approved on _____, by the Members

VOTE

For _____

Against _____

By: _____, President

By: _____, Secretary

Normal = These are the EXISTING BYLAWS

BOLD = These are the PROPOSED CHANGES or ADDITONS

WHISTLEBLOWER POLICY

No Retaliation

No director, officer or employee who in good faith reports a violation of proper conduct shall suffer harassment, retaliation or adverse employment consequence. An employee who retaliates against someone who has reported a violation in good faith is subject to discipline up to and including termination of employment. This Whistleblower Policy is intended to encourage and enable employees and others to raise serious concerns within the Corporation prior to seeking resolution outside the Corporation.

Reporting Violations

The Corporation encourages an open door policy and suggests that employees share their questions, concerns, suggestions or complaints with someone who can address them properly. In most cases, an employee's supervisor is in the best position to address an area of concern. However, if you are not comfortable speaking with your supervisor or you are not satisfied with your supervisor's response, you are encouraged to speak with a member of the Personnel Committee, a member of the Board or anyone in management whom you are comfortable in approaching. Supervisors and managers are required to report suspected improper conduct to the Chair of the Personnel committee, who has specific and exclusive responsibility to investigate all reported violations. For suspected fraud, or when you are not satisfied or uncomfortable with following the Corporation's open door policy, individuals should contact the Board President directly.

Acting in Good Faith

Anyone filing a complaint concerning a violation or suspected violation proper conduct must be acting in good faith and have reasonable grounds for believing the information disclosed indicates an actual violation. Any allegations that prove not to be substantiated and which prove to have been made maliciously or knowingly to be false will be viewed as a serious disciplinary offense.

Confidentiality

Violations or suspected violations may be submitted on a confidential basis by the complainant or may be submitted anonymously. Reports of violations or suspected violations will be kept confidential to the extent possible, consistent with the need to conduct an adequate investigation.

Handling of Reported Violations

The Chair of the Personnel Committee will notify the sender and acknowledge receipt of the reported violation or suspected violation within five business days. All reports will be promptly investigated and appropriate corrective action will be taken if warranted by the investigation.