

NEW HOPE FOR EASTERN OREGON ANIMALS

BYLAWS

Revision 2 - January 21, 2013

ARTICLE I

NAME

The name of this organization is New Hope for Eastern Oregon Animals, legally incorporated under the laws of the state of Oregon as nonprofit, public benefit corporation, and doing business as New Hope. New Hope has applied for tax-exempt, charitable status under section 501(c)(3) with the IRS.

ARTICLE II

VISION, MISSION, GOALS

Vision: Animals and people living in harmony

Mission: Improving life for animals through kindness, understanding, and respect

Goals:

- Implement a program to rescue and rehabilitate dogs throughout eastern Oregon by providing the means to correct behavioral deficiencies, enabling them to become adoptable.
- Provide opportunities for inmates to gain job skills in dog training and to learn positive behaviors applicable to human interactions by working with animals.
- Develop educational opportunities for pet owners that provide a richer, safer, satisfying life together.
- Promote spaying or neutering of companion and feral animals.
- Maintain a collaborative, participatory, and positive working environment with people that benefits animals.
- Construct and operate an animal shelter for Eastern Oregon.

ARTICLE III

MEETINGS

Section 1. Annual Meeting

The date, time, and place of the Annual Meeting of the membership shall be set by the Board of Directors. At this meeting the membership will hold elections and review the previous year's activities, year-end financial report, proposed budget for the next two years, and goals for the coming year. Notice will be provided to all members and published in the local newspapers four weeks in advance of the Annual Meeting.

Section 2. Membership Meetings

Meetings of the general membership shall occur at least quarterly to discuss relevant topics with officers and committee chairs. Information gained at the membership meeting will be presented at the next Board meeting.

Section 3. Special Meetings

The Board of Directors may call special meetings of the Board and/or membership when an urgent matter arises. Notice will be provided seven days in advance when feasible.

Section 4. Board of Directors Meetings

The Board of Directors shall meet quarterly. The first Board meeting will occur within one month following the Annual Meeting. Meetings will be open to attendance by members and the general public. The meeting agenda, time, and place will be set and information made available at least two weeks in advance.

Section 5. Officer and Committee Meetings

Meetings involving officers and committees will be conducted as the need arises in carrying out their responsibilities.

Section 6. Minutes of meetings

Board meeting minutes will be reviewed, and corrections submitted within seven days following the meeting. Minutes will be approved at the next regular Board meeting. Minutes of all meetings will be recorded and posted in a manner that provides for access and transparency. For all other meetings, minutes will be corrected at the following meeting, in accordance with Robert's Rules of Order.

ARTICLE IV

BOARD of DIRECTORS

Section 1. Number of Board Members and Term of Office

The Board of Directors shall consist of 3-8 members. At the first election following the date of this revision, half of the Board member will be elected to a one-year term and half will be elected to a two-year term. For all subsequent elections, all positions will be for a two-year term with half of the positions elected annually. One member will be elected by the Board to serve as the Chairperson of the Board, with responsibilities for overseeing the operations of the Board. The Chairperson is not a voting member of the Board. Board members are eligible for re-election to consecutive terms, up to a maximum of three terms. Board positions may be filled at any time a vacancy exists for the duration of that term.

Section 2. Role

The Board of Directors will be responsible for the overall policy and direction of the organization, in line with the mission and goals identified above. The Board will address strategic matters, in contrast to committees and Officers who are appointed to deal with the day-to-day operation of the organization. Officers report to the Board of Directors.

Section 3. Matters of Business

Business will be conducted via the current Robert's Rules of Order. A quorum of at least two-thirds of the Board members must be present regarding any decision item on the agenda involving motions made and passed. Board members will serve without compensation, and are not liable for debt and other matters of business conducted within the operating parameters of the organizational goals and objectives. Board members who miss two of four quarterly meetings without due cause will automatically relinquish their position.

Section 4. Recruitment

Recruitment will follow a strategic plan approved by the Board that seeks a diverse experience and skill-base leading to strong, collaborative, respected leadership by members, citizens, organizations, and governments across eastern Oregon.

ARTICLE V

OFFICERS and COMMITTEES

Section1. Officers and Standing Committees

Officers and standing committees are responsible for the day-to-day business of the organization, ranging from daily operations to planning and execution of events and activities. Officers of the organization shall consist of President, Vice President, Secretary, and Treasurer. Officers are appointed by the Board of Directors and committees members are appointed by the officers. During the first year of New Hope's operation, the President and Treasurer will serve for two years, and the Vice President and Secretary will serve for one year. Thereafter, all terms will be two years. Re-appointments may be made up to a maximum of two consecutive terms. These are non-paid positions. General duties are described below.

All officers have voting rights except the President, who will vote in the case of a tie.

Section 2. President

The President shall preside over membership meetings and manage daily business. The President will make decisions within an approved budget and plan of action prepared by committees and approved by the Board.

Section 3. Vice President

In the absence of any of the other Officers or if a position is vacant, the Vice President shall temporarily assume those duties. The Vice President will work closely with the President in order to be knowledgeable regarding all aspects of the organization.

Section 4. Secretary

The Secretary is responsible for correspondence and will ensure that meeting minutes are recorded and posted in a manner that provides for access and transparency. Files containing approved policies and procedures will be maintained by the Secretary and made available to members who wish to review this information. Minutes, policies and procedures, and other documents shall constitute the organization's record.

Section 5. Treasurer

The Treasurer oversees the Finance Committee and development of current and future years' budgets, and shall be responsible for paying all debt obligations in a timely manner. The Treasurer will present the budgets to the Board for approval, and will implement current budget, track expenditures, monitor bank accounts, and prepare a year-end

summary prior to the Annual Meeting. This position will provide information for an annual audit by a CPA and share the results with officers, the Board of Directors, and members.

Section 6. Standing Committees

There shall be seven standing committees – Finance, Fundraising/Membership, Powder Pals Program, Liaison, Spay and Neuter, Education, and Election. Each committee will consist of 2-6 members. Each committee has a chairperson who works directly for the President, and for the President and Treasurer in the case of the Finance Committee. Committees shall provide updates at all meetings.

- Finance Committee – develops current year and future budgets.
- Fundraising/Membership Committee – plans and implements fundraising activities within the guidelines of the budget and strategic plan.
- Powder Pals Program Committee – manages the Powder Pals Program
- Liaison Committee – collaborates with government agencies and service organizations.
- Spay and Neuter Committee – manages the spay and neuter program.
- Education Committee – promotes educational opportunities and creates and maintains the web site.
- Election Committee – solicits nominees for Board of Directors and provides nominee resumes to the membership four weeks prior to the Annual Meeting.

ARTICLE VI

FISCAL POLICY

The Board of Directors may authorize any officer or officers, agent or agents to enter into any contract or execute and deliver any instrument in the name of and on behalf of the New Hope, unless otherwise restricted by law. Such authority may be general or confined to specific instances.

ARTICLE VII

CONFLICT of INTEREST

Any member of the Board of Directors, any officer, or committee member who has a financial, personal or official interest in, or conflict, or appearance of a conflict with any matter associated with the business of New Hope shall step down from serving in that capacity indefinitely or until such time as it has been demonstrated that the conflict of interest no longer exists. The individual may alleviate a minor, transitory concern by

simply abstaining from voting or participating in the discussion or playing an influential role on that specific matter.

ARTICLE VIII

POLICIES and PROCEDURES

Procedures of each committee will be documented by committee chairpersons or Officers, approved by the President, and copies provided to the Board of Directors. Approved policies and procedures will be maintained by the Secretary, and posted in a manner that provides for access and transparency.

ARTICLE IX

MEMBERSHIP

Section 1. Any person who completes a membership form and supports the organization's objectives shall be granted membership without regard to race, color, national origin, age, disability, sex, marital status, familial status, parental status, religion, sexual orientation, or political beliefs.

Section 2. All membership fees shall be set by the Board and reviewed annually. All members will be given voting rights, one vote per person. The classes of membership are as follows:

- Adult Membership – any person 18 years or older.
- Student Membership- any person under 18 years.
- Family Membership – one or more adults and children for whom the adult(s) have legal responsibility.
- Supporting Members – anyone who contributes monthly.
- Business Membership – business owners and employees they designate.
- Life Membership – membership is granted for a one-time contribution.
- Gift Membership – free annual or life membership bestowed by the Board.

Section 3. Payment of Dues

Membership fees are due and payable annually, coinciding with the Annual Meeting. If dues are not paid by the meeting date, the membership shall cease, and the individual will be unable to participate as a voting member at the Annual Meeting. Board members who have not paid their membership dues within a month following the Annual Meeting at which they were elected will be unable to hold office.

ARTICLE X

ELECTIONS

Section 1. Manner of Election

Directors shall be elected by a plurality of the votes cast at the Annual Meeting. Bylaws changes may similarly be determined. The Election Committee will provide a list of nominees (see Article V, Section 6). Nominations from the floor will also be accepted at the Annual Meeting.

The number of nominations shall be unlimited. Elections shall be held by secret ballot except when the number of nominations does not exceed the vacancies to be filled. Voting may occur by mail, provided that a signed ballot is returned prior to the Annual Meeting and the voter is a paid member.

Section 2. Assumption of Duties

The newly elected Board members shall assume their duties immediately upon the close of the Annual Meeting. The Board will appoint officers at the first quarterly meeting after the Annual Meeting.

ARTICLE XI

AMENDMENTS of BYLAWS

These bylaws may be amended, revised, or repealed, when necessary, by a two-thirds vote of the Board of Directors. Proposed changes to bylaws must be submitted and available to the Board, Officers, committee chairs and members of New Hope at least one month in advance of a Board meeting. Amended bylaws will be effective when dated and will be placed in the organizational record.

ARTICLE XII

DISSOLUTION of the ORGANIZATION

In the event of liquidation or dissolution of the organization, the assets of New Hope shall be used to satisfy all liabilities of the corporation and thereafter be distributed to a like organization in a timely manner. Appropriate legal steps to complete the dissolution shall be followed as required by state and federal law.

These Bylaws shall become effective upon being signed and dated by the Board of Directors for New Hope for Eastern Oregon Animals.

Linda McEwan, Chairperson

Date

Carol Arstein, Board Member

Date

Judy Stewart, Board Member

Date

Matt Kerns, Board Member

Date

Mitchel Bulthuis, Board Member

Date

Mitchell Southwick, Board Member

Date

Wyn Lohner, Board Member

Date