

BYLAWS
of the
TLC HUMANE SOCIETY
Dahlonega, Georgia

(Revised by the Members on October 18th, 2018)

ARTICLE I NAME, OFFICE AND REGISTERED AGENT

Section 1. Name. The name of this Society shall be the Dahlonega-Lumpkin County Humane Society, Inc., doing business as TLC Humane Society, hereinafter referred to as the “Society.”

Section 2. Office. The Society shall have and continuously maintain a registered office and a registered agent in the State of Georgia, as required by the State of Georgia Nonprofit Corporation Act. Its principal office shall be in Dahlonega, Lumpkin County, State of Georgia.

ARTICLE II OBJECT

Section 1. Prevention of Cruelty. The object of the Society shall be to provide compassionate care for dogs and cats by facilitating adoption and promoting responsible pet ownership in our community.

Section 2. “No Kill” Facility. The Society’s goal has been, and will continue to be, to operate a “no kill” facility. However, under extreme circumstances and conditions, we prefer not to rule out euthanasia as an option, if it is deemed to be the most humane and viable option after careful review on a case-by-case basis.

Section 3. Euthanasia. To ensure compliance with Section 2, the Board of Directors shall institute detailed policies and procedures regarding Euthanasia.

ARTICLE III MEMBERSHIP

Section 1. Individual Members.

- a. Any person, regardless of race, religion, gender, or sexual orientation, interested in the objects and purposes for which the Society is founded and incorporated, and expressing a desire to support the Society’s program in furtherance thereof, shall upon payment of dues become a member in good standing of the Society.
- b. Lifetime memberships have full voting rights upon payment of lifetime-level dues and are exempt from further dues.
- c. The Society’s paid employees shall hold membership in the Society by virtue of their

employment (at no cost) providing them with the privilege to vote at general meetings. TLC membership ends upon termination of employment.

Section 2. Dues.

- a. Annual dues of members shall be due and payable on January 1st of each year. New members who join after November 1st shall have dues extended to cover the next calendar year with no exceptions.
- b. The Board of Directors is responsible for determining the amounts, levels, and policies regarding the membership dues.

Section 3. Obedience to the Bylaws and Policies. All members shall abide by the bylaws and policies approved in accordance with these bylaws.

Section 4. Actions Separate from Society Policies. All members shall acknowledge by word and deed that they are acting as private citizens rather than as members of this Society in any transaction regarding animals not covered by current policies and bylaws of the Society.

Section 5. Non-Member Donors. Any person interested in the objects and purposes for which the Society is founded, and electing not to be a member, shall be known as a contributor by donating money or things of value to the Society. Contributors as defined above can be individuals or corporations, and they are not eligible for membership privileges.

Section 6. Voting Rights.

- a. Only members in good standing of legal voting age shall be voting members and have the right to vote at the meetings of the members on items, issues and motions the Board of Directors or the Members may choose to bring before the membership.
- b. Non-members and members under 18 years of age shall not vote at meetings of the Society nor hold office on the Board of Directors.

Section 7. Other Privileges of Membership.

- a. The privilege of being nominated to fill a vacancy on the Board of Directors shall be granted to all members in good standing of legal voting age.
- b. The privilege of the floor shall be extended to any person entitled to vote at meetings of the Society as provided in these bylaws and in Robert's Rules of Order, Newly Revised.

Section 8. Termination. The Board of Directors, by majority vote and after proper notification during the prior monthly meeting, shall have the power and authority to terminate any membership for cause at any time, and shall have discretionary powers in so doing regardless of race, religion, gender, or sexual orientation. In and of themselves, differences of opinion shall not be considered cause for termination,

and any terminations resulting from mere differences of opinion shall be null and void. An appeal can be made but the request must be done immediately at the general meeting of where the termination is announced. If the request is seconded, the appeal can be brought up for a vote to the general membership; the majority vote of members present shall confirm or overrule the termination. Both parties will have a chance to make their statement of reasons before the vote.

Section 9. General Meetings—Authority.

- a. The highest-ranking decision-making body of the Society shall be a meeting of members. The authority of its decisions shall exceed the authority of decisions made by the Board of Directors.
- b. Only a general meeting is empowered to approve the purchase or sale of land, buildings, or equipment valued at more than \$10,000. Any plan to purchase or sell land or buildings requires notice at one general meeting and a vote at the next general meeting.

Section 10. Frequency of Meetings.

- a. There shall be at least 6 general meetings of all members of TLC Humane Society in each calendar year.
- b. There will be an annual general meeting in January of every year during which an annual accounting will be given to the general membership of the prior year's financials and noteworthy events. This meeting will also serve to approve the fiscal year's budget.

Section 11. Call and Conduct of Meetings.

- a. The President shall call a general meeting and the Secretary shall announce a meeting with a minimum notice of 10 days to be posted on the Society's website and Facebook page.
- b. A special meeting of members may be called at any time upon receipt of a petition submitted to the President or the Secretary with the signatures of at least 15 members of the Society or at least four members of the Board of Directors. The President shall call a meeting and the Secretary shall announce the meeting as described in Paragraph (d). Anything in this paragraph to the contrary notwithstanding, however, the President shall not be obligated to call a general meeting any sooner than 21 days after the most recent general meeting.
- c. Meetings of the Society shall be conducted in accordance with Robert's Rules of Order, Newly Revised, except where they are inconsistent with the provisions of these bylaws.
- d. Minutes of the meeting shall be taken and distributed to all board and general members at the next meeting and they will be posted on the society's website.

Section 12. Quorum and Voting. Each voting member in good standing shall have one vote at any general meeting of the members. Three members shall constitute a quorum, as long as notice has been

provided as described in Section 11, Paragraph (a) and (b). Members must be present to vote. Proxy voting shall not be allowed.

ARTICLE IV THE BOARD OF DIRECTORS

Section 1. Powers. There shall be a Board of Directors for the Society, which shall execute the will of the members as expressed in general meetings. The Board of Directors shall supervise and control the business, property, and affairs of the Society, including the appointing and removing of employees, except as otherwise expressly directed in these Bylaws. The Board of Directors shall authorize all expenditures of up to \$10,000.

Section 2. Number and Qualifications. The Board of Directors shall consist of at least five members but not more than eleven members, all of whom must be members in good standing. No member may serve as a member of the Board and as a paid employee of the Society at the same time.

Section 3. Appointment and Term of Office. Any member in good standing who is interested in serving on the Board of Directors may submit a Board of Directors Application, which will be considered by the Executive Directors (President, Vice President, Treasurer, Secretary). Upon approval, the member in good standing will be appointed to serve a three-year term on the Board of Directors. Directors shall be eligible for re-appointment to subsequent terms; re-application is required after serving 3 years.

Section 4. Resignation. Any Director may resign at any time by giving written notice to the President of the Board of Directors. Such resignation shall take effect at the time specified therein, or, if no time is specified, at the time of acceptance thereof as determined by the President of the Board of Directors.

Section 5. Vacancies. The Board of Directors shall have the power to appoint members to fill vacancies in any office or seat on the Board of Directors.

Section 6. Removal. Any Director may be removed from such position, with or without cause, by a two-thirds majority vote of the Board of Directors and approval of the Membership at a meeting called expressly for that purpose. The President shall call a general meeting that will take place within 21 days and that will be announced as described in Article III, Section 10 (a). If the President or the Secretary is impeached, the Vice President or Treasurer may call the meeting and/or provide for its appropriate announcement. Provided that there is a quorum, a three-fifths majority vote shall be sufficient to remove the Director from office.

Section 7. Executive Meetings. The Board will meet as needed in executive sessions for the purpose of discussing personnel or other confidential matters, which are not subject to general membership attendance. The Board shall meet at the call of the President, and meet at least four times a year.

Section 8. Quorum. A quorum shall consist of a majority of the full Board, attending in person. All decisions will be by majority vote of those present at a meeting at which a quorum is present. If less than a majority of the directors is present at said meeting, a majority of the directors present may adjourn the meeting on occasion without further notice.

Section 9. Manner of Acting. Each Director shall have one vote. Voting by proxy shall not be permitted. Minutes shall be recorded and distributed to the Board at to the next meeting.

Section 10. Conflicts of Interest.

a. In the event that any Director has a conflict of interest that might properly limit such Director's fair and impartial participation in Board of Directors deliberations or decisions, such Director shall inform the Board of Directors as to the circumstances of such conflict. If those circumstances require the nonparticipation of the affected Director, the Board of Directors may nonetheless request from the Director any appropriate non-confidential information, which might inform its decisions. "Conflict of interest," as referred to herein, shall include but shall not be limited to, any transaction by or with the Society in which a Director has a direct or indirect personal interest, or any transaction in which a Director is unable to exercise impartial judgment or otherwise act in the best interests of the Society.

b. No Director shall cast a vote, nor take part in the final deliberation in any matter in which he or she, members of his or her immediate family or any organization to which such Director has allegiance, has a personal interest that may be seen as competing with the interest of the Society. Any Director who believes he or she may have such a conflict of interest shall so notify the Board of Directors prior to deliberation on the matter in question, and the Board of Directors shall make the final determination as to whether any Director has a conflict of interest in any matter. The minutes of the Board of Directors meeting shall reflect disclosure of any conflict of interest and the recusal of the interested Director.

ARTICLE V OFFICERS

Section 1. Election and Term of Officers. Every year the Board will elect a President, Vice President, Secretary, and Treasurer from the appointed board members to serve for a one-year term to commence on January 1st, and will announce these selections at the first meeting of the calendar year. Officers shall be eligible for reappointment.

Section 2. Resignation. Any officer may resign at any time by giving written notice to the President. Such resignation shall take effect at the time specified in the notice, or if no time is specified, then

immediately.

Section 3. Removal. Any Officer may be removed from office by a two-thirds majority vote of the Board of Directors if in the Board's judgment the best interests of the Society will be served thereby. An officer may also be removed by a three-fifths majority vote of the members at a general meeting called for that purpose as described in Article III, Section 10 (a). If the President or the Secretary were to be impeached, the Vice President or Treasurer may call the meeting and/or provide for its appropriate announcement.

Section 4. Vacancies. The Board of Directors shall have the power to appoint Directors to fill vacancies in any office.

Section 5. President. The President shall be the chief executive officer of the Society and the chairman of the Board of Directors. The President shall prepare an agenda and preside at all meetings of the Society and the Board of Directors. The President shall co-sign such papers as may be required in the sale of securities or other assets belonging to the Society or in connection with the settlement of estates or trusts in which the Society has an interest. The President has the authority to approve expenditures up to \$1,500 in value.

Section 6. Vice President. The Vice President shall, in the absence or disability of the President, perform the duties of the President and act in his or her place.

Section 7. Secretary. The Secretary shall give due notice of the time and place of all meetings of members of the Society and Board of Directors. The Secretary shall preserve the records of all proceedings of both the Society and the Board of Directors. The Secretary shall preserve the records of the proceedings of all meetings in such a manner as to be understood and approved by members and the Board of Directors. The Secretary shall have custody of the corporate seal, bylaws, records, and general archives of the Society, except as they may be expressly placed in the charge of others by order of the Board.

Section 8. Treasurer. The Treasurer shall have charge and custody of the financial records of the Society. The Treasurer shall make provisions for proper financial bookkeeping and generally shall perform such duties as appertain to the same office in similar organizations, including those specified under Article VII. The Treasurer shall co-sign such papers as may be required in the sale of securities or other assets belonging to the Society or in connection with the settlement of estates or trusts in which the Society has an interest. The Treasurer shall sign checks or other instruments with prior approval as specified in these Bylaws. The Treasurer shall be the chairperson of the Finance Committee.

Section 9. Fees and Compensation. No fee or compensation shall be paid by the Society to the

Directors for their services as Directors.

Section 10. *Qualifications and Role of Director.* The Directors shall have a strong interest in the welfare of the Society and be supportive of its mission through fundraising, volunteering, and advocacy. Each Director should be willing and able to attend all meetings, both regular and special, and also be willing to accept special assignments and serve on committees.

ARTICLE VI COMMITTEES

The Board of Directors may, by resolution adopted by a majority of the Directors, establish committees of the Board composed of at least two (2) persons. Committees may include non-Board members. The Board may make such provisions for appointment of the chairs of such committees, establish such procedures to govern their activities, and delegate thereto such authority as may be necessary or desirable for the efficient management of the property, affairs, business, and activities of the Society.

ARTICLE VII FINANCE

Section 1. The Treasurer shall be responsible for depositing or withdrawing in The Society's name, on one or more national banks or incorporated trust companies designed as depositories by the Board of Directors, all funds belonging to the Society.

Section 2. The books and accounts of the Society shall be audited once a year, at least three days prior to the annual general meeting in January, by the Audit Committee. The President shall appoint three members to said committee, at least two of whom are members of the Board of Directors. The Treasurer shall not be a member of said committee, but shall provide suitable support.

Section 3. A budget shall be developed on an annual basis by the Board of Directors for recommendation and approval by the Board of Directors and distributed to the membership in a timely manner.

Section 4. No part of the budget of the Society may be used to influence nonpartisan legislation directly pertaining to the welfare of animals.

Section 5. Such reports as may be required by the Internal Revenue Service will be prepared annually by the Treasurer for and on behalf of the Society.

ARTICLE VIII FISCAL YEAR

The fiscal year of the Society shall be from January 1st to December 31st.

ARTICLE IX INDEMNIFICATION

The Society shall indemnify any Director, officer, and any employee or agent against any and all expenses and liabilities incurred by him or her in connection with any claim, action, suit or proceeding to which he or she is made a party by reason of being a Director, officer, employee or agent, regardless of success in the proceeding, provided he or she acted or is acting in good faith and in a manner he or she reasonably believes to be in the best interests of the corporation. Except as ordered by a court, indemnification must be authorized by the Board of Directors, through a majority vote of a quorum of Directors who were not parties to the proceeding, or if such a quorum is not obtainable, by independent legal counsel in a written opinion, or by the Members of the Society. However, there shall be no indemnification in relation to matters as to which he or she shall be adjudged to be guilty of a criminal offense or liable to the Society for damages arising out of his or her own gross negligence in the performance of a duty to the Society. Amounts paid in indemnification of expenses and liabilities may include, but shall not be limited to, counsel fees and other fees; costs and disbursements; and judgments, fines, and penalties against, and amounts paid in settlement by, such Director, officer, or employee. The Society may advance expenses or, where appropriate, may itself undertake the defense of any Director, officer, or employee. However, such Director, officer, or employee shall repay such expenses if it should be ultimately determined that he or she is not entitled to indemnification under this Article.

The Board of Directors may also authorize the purchase of insurance on behalf of any Director, officer, employee, or other agent against any liability incurred by him which arises out of such person's status as a Director, officer, employee, or agent, whether or not the Society would have the power to indemnify the person against that liability under law.

ARTICLE X AMENDMENTS

These Bylaws may be altered, amended, or repealed and new Bylaws may be adopted by the following process:

- a. Members at a general meeting may propose amendment(s) by a majority vote.
- b. The proposal may be voted on during the next general meeting and a two-thirds majority vote will ratify the amendment(s) to be either effective immediately or at a pre-determined later date to benefit the Society. Alternatively, said general meeting may postpone the proposal to the succeeding meeting, otherwise, the proposal shall be deemed abandoned.
- c. A proposal shall not be postponed more than twice.

ARTICLE XI DISSOLUTION

A proposal to dissolve the Society shall be drafted by the Board. The members shall approve this proposal by a two-thirds majority vote of the members present at a general meeting. Upon dissolution of the society, no funds or property shall be distributed to any member or other individual. The Board shall, after paying or making provision for the payment of all liabilities of the Society, dispose of all the assets of the Society 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 five votes of the Board. If after three 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.