

BYLAWS  
WANDERERS' REST HUMANE ASSOCIATION, INC.  
Amended on April 19, 2016  
As approved by the Board of Directors

ARTICLE I. NAME

The name of this organization shall be Wanderers' Rest Humane Association, Inc. (the "Corporation" or "WRHA").

ARTICLE II. OFFICES

The principal office of the Corporation shall be as stated in the Certificate of Incorporation. The Corporation may also have offices and places of business at such other places within and without the State of New York as the Board of Directors (the "Board") may from time to time determine.

ARTICLE III. PURPOSES AND POLICY

Section 1. The purposes and policies of this Corporation are:

- a. To provide safe and humane temporary living conditions for dogs and cats in the custody of the Corporation.
- b. To seek permanent homes for such animals by promoting adoptions to responsible new owners having the capacity to provide adequate and loving care.
- c. The Corporation may utilize advertising and publicity, to maintain a positive image for the Corporation through its newsletters, membership drives, visits to school groups and community events, and by operating a clean and well-run shelter facility that encourages pet adoptions by displaying animals that are clean, cared for and healthy and by displaying a courteous and informative demeanor to the public.
- d. To promote responsible pet ownership by educating the public as to the need for animal population control and proper care of animals, and by establishing and pursuing programs to encourage spaying and neutering of pets.
- e. To solicit, accept, hold, invest, reinvest and administer any gifts, devices, benefits of trusts (but not to act as trustee of any trust) and property of any sort without limitation as to amount or value, and use, disburse or donate the income thereof exclusively for the purposes outlined above.

ARTICLE IV. MEETINGS

Section 1. Annual Meeting

The annual meeting of the members of the Corporation (the "Annual Meeting") shall be held on the fourth Monday of January each year, for purposes of electing Directors and for the transaction of any other business authorized by the directors to serve for the ending year. If such day be a legal holiday, then in that event the Directors shall fix a day not more than two (2) weeks from the date fixed by these Bylaws. The full public shall be notified of the Annual Meeting by mail, by electronic means, or by posting on the WRHA website, facebook or social media as to time, place and purpose of such meeting, posted at least five (5) business days, but no more than forty-five (45) calendar days, prior to the Annual Meeting.

Section 2. Special Meetings  
Special meetings of the Corporation, for any purpose or purposes, may be called by the Board of Directors and shall be held on such date, at such time and place, either within or without the State of New York, as shall be determined by the Board of Directors and stated in the notice of the meeting. The only business which may be conducted at a special meeting, other than procedural matters and matters relating to the conduct of the meeting, shall be the matter or matters described in the notice of such meeting.

## ARTICLE V. DIRECTORS

Section 1. Scope of Responsibility  
The direction and management of the affairs of the Corporation shall be vested in, and the responsibility of, the Board of Directors.

Section 2. Eligibility  
Anyone 25 years of age or older and interested in the welfare of animals is eligible for election as a Director.

Section 3. Duties and Powers of Directors  
Directors shall become members of the Friends of WRHA and shall attend Board meetings. Each Director is expected to serve on at least one standing committee and to participate actively in at least one Corporate function a year.

The business of the corporation shall be managed under the direction of the Board of Directors, which shall have and may exercise all of the powers of the Corporation.

Section 4. Number of Board Members  
The Board of Directors shall consist of five (5) but not more than ten (10) members. Subject to any provision as to the number of Directors contained in the Certificate of Incorporation or these Bylaws, the exact number of Directors shall be fixed from time to time by vote of a majority of the entire Board of Directors, provided that no decrease in the number of Directors shall shorten the term of any incumbent Director. If the number of Directors be increased at any time, the vacancy or vacancies in the Board arising from such increase shall be filled as provided herein. If the number of Directors is not otherwise fixed as provided above, it shall be five (5).

Section 5. Nominating, Elections & Term  
The Board Nominating Committee shall nominate for election by the Board at the Annual Meeting a slate of Directors to serve for terms of three (3) years each or such other terms as are necessary to fill unexpired terms. The immediate past chair serves as President of the Nominating Committee. The Nominating Committee puts forward new Board members and a slate of Officers for the Board of Directors.

Section 6. Emergency Succession due to Vacancy of Board Position

In case any Director shall, by death, resignation, incapacity to act, or otherwise cease to be a Director during his/her term, his/her successor shall be chosen by a quorum of the Board of Directors to fill the unexpired term.

Section 7. Board Meetings

An annual meeting of the Board of Directors of the Corporation shall be held not more than sixty (60) days from each Annual Meeting of the members of the Corporation. Regular meetings of the Board of Directors shall be held at such times and places as shall be fixed by the Board, providing that the Board of Directors shall meet at least quarterly for the transaction of business.

Section 8. Special Board Meetings

Special meetings of the Board of Directors may be called by the President or by the Secretary, when requested to do so by any two (2) Directors.

Section 9. Notice of Meetings

For meetings called by the President, and for meetings called at the request of the Directors, five (5) business days' notice shall be given.

No supplemental notice shall be required for any meeting for which announcement was made at an occasion where all Directors were notified such as the annual schedule of Board of Director meetings.

Section 10. Quorum and Action by the Board of Directors

At all meetings of the Board of Directors, except as otherwise provided by law, the Certificate of Incorporation or these Bylaws, a quorum shall be required for the transaction of business and shall consist of not less than a majority of the entire Board of Directors, and the vote of a majority of the Directors present shall decide any question that may come before the meeting. When a Quorum is once present to organize a meeting, it is not broken by subsequent withdrawal of any directors from that meeting.

A majority of the Directors present, whether or not a quorum is present, may adjourn any meeting to another time or place without notice other than announcement at the meeting of the time and place to which the meeting is adjourned.

Section 11. Presence at a Meeting by Telephone

Unless otherwise restricted by the Certificate of Incorporation of the corporation, members of the Board of Directors or any committee thereof may participate in a meeting of such Board or committee by means of a conference telephone or similar communications equipment allowing all persons participating in the meeting to hear each other at the same time. Participation in a meeting by such means shall constitute presence in person at such meeting.

Section 12. Action Without a Meeting

Any action required or permitted to be taken by the Board or any committee thereof may be taken without a meeting if all members of the Board or the committee consent in writing or electronically to the adoption of a resolution authorizing the action. The resolution and the consents thereto by the members of

the Board or committee shall be filed with the minutes of the proceedings of the Board or committee.

Section 13. Absenteeism

If any member of the Board shall be absent from three (3) meetings of the Board within a twelve (12) month period without being excused from attendance by the Board, the Board shall consider if the Board member is deemed to have resigned from office and the vacancy so caused may be filled as herein provided.

Section 14. Resignation

Any Director of the Corporation may resign at any time by giving his or her written notice of resignation to the President or any Vice President or the Secretary. Such resignation shall take effect at the time specified therein; and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

Section 15. Removal

Any Director may be removed for cause, at any meeting of the Directors, by vote of a majority of the entire Board of Directors. Notice of the meeting must refer to the proposed removal action. Directors cannot be removed without cause by the Directors.

Section 16. Standing Committees

Standing committees shall be appointed by the Board from the membership to serve at the Board's direction. Each such committee shall have at least one Director as a member.

Section 17. Salaries and Expenses

Directors, as such, and members of committees shall be classified as volunteers and shall not receive any salaries or fees for their services, but may be reimbursed for any expenses incurred in fulfilling their duties with the approval of the Board.

ARTICLE VI. OFFICERS

Section 1. Election of Officers

Except as otherwise provided by law or these Bylaws, each Director of the Corporation shall be elected at an annual meeting or at any meeting held in lieu of such annual meeting, which meeting, for the purposes of these bylaws, shall be deemed the annual meeting, and shall hold office until the next annual meeting and until his or her successor has been elected and qualified.

The Board shall appoint the officers, for a term of one (1) year, the officers of the Corporation which consist of at least a President, a Vice-President, a Secretary and Treasurer. It may choose such other officers as the business of the Corporation may require. All the officers shall hold office at the direction of the Board of Directors, but in no case beyond the time when their representative successors shall be elected and shall qualify other than the President. All Officers of the Corporation are voting members of the Board of Directors.

Section 2. Vacancies

Whenever any vacancy shall exist in any office of the Corporation by death, resignation or otherwise, the vacancy shall be filled by recommendations made by the Board of Directors.

Section 3. Removal of Officers

Any Officer may be removed from office if seventy-five (75%) of the full number of Board approves such removal after the cause for removal is presented in writing to the Officer at one monthly Board meeting and voted by the Board at the next monthly meeting of the Board.

Section 4. President

The President shall preside over all meetings of the Corporation and the Board, and the Executive Committee; shall be an ex-officio member of all Committees of the Board.

Section 5. Vice-President

The Vice-President shall fill functions of the President when the latter is incapacitated, is unavailable, or for any reason cannot serve. The Vice-President shall serve as the President other than in the absence of the President for a specific Board meeting, for the duration of the President's current term of office if the President is unable to continue in that position.

Section 6. Secretary

The Secretary shall issue notices of all meetings of the members of the Corporation and Directors where notices of such meetings are required by law or these Bylaws. He or she shall attend all meetings of the Board of Directors and keep the minutes thereof. He or she shall affix the corporate seal to and sign such instruments as require the seal and his or her signature and shall perform such other duties as usually pertain to his or her office or as are properly required of him or her by the Board of Directors.

Section 7. Treasurer

The Treasurer shall oversee the deposit and disbursement of all monies and securities in a bank designated by the Board; shall oversee disbursement of funds in accordance with the budget approved by the Board of Directors ; shall sign checks in excess of \$3,000, with the proviso that said checks in excess of \$3,000 must also bear the signature of any other member of the Board; shall submit a monthly Treasurer's Report to the Board of Directors; and shall submit to the Board and to the Annual Meeting, and annual report of the income and expenditures of the organization for the preceding fiscal year, and the liabilities and assets. Checks for less than \$3,000 can be signed by any officer.

Section 8. Officers Holding Two or More Offices

Any two or more offices may be held by the same person.

Section 9. Donations

The Officers of the Corporation shall have the authority to accept or deny gifts, securities and/or legacies directly or in trust and to invest, sell and reinvest such assets of the Corporation as may be required to be invested in securities and/or other investment or cash vehicles.

Section 10. Duties of Officers May be Delegated

In case of the absence or disability of any officer of the corporation or in case of a vacancy in any office or for any other reason that the Board of Directors may deem sufficient, the Board of Directors, except as otherwise provided by law, may temporarily delegate the powers or duties of any officer to any other officer or to any Director.

Section 11. Authority to Execute Agreements on Behalf of the Corporation

All agreements of the corporation shall be executed on behalf of the corporation by (a) the President or any Vice-President, (b) such other officer or employee of the corporation authorized in writing by the President, with such limitations or restrictions on such authority as the President deems appropriate or (c) such other person as may be authorized by the Board of Directors.

ARTICLE VII. EXECUTIVE DIRECTOR

The Corporation shall have an Executive Director who shall be the chief administrator of the Facility and shall receive such salary or other remuneration as may be adjusted from time to time by the Board. The Corporation shall also fix the period and conditions of employment of said Executive Director and, for the purpose of implementing this Article, may enter into such contracts as may be necessary. The Executive Director shall not be a member of the Board of Directors or eligible for election as such. The Executive Director shall have the following duties and responsibilities:

- a. Direction, supervision and management of all activities of the Corporation as charged by the Board of Directors
- b. Administration of the Corporation's paid personnel including their hiring and the termination of their employment
- c. Preparation and supervision, in cooperation with the Board of Directors and the Treasurer, of the Corporation's annual budget, its accounting system, and all matters related thereto
- d. Formulation and carrying out of practical programs to affect the purposes of the Corporation
- e. Keeping himself or herself and the Board of Directors informed of significant developments and trends as they relate to the Corporation's general operations
- f. Recommendations of new projects for the benefit of the Corporation
- g. At the direction of the Board and in conjunction with the President, representing the Corporation in community activities and before governmental agencies
- h. Participating, with the consent of the Board of Directors, in any and all other activities, meetings, conventions, seminars and other gatherings, which have as their objective the improvement of the Corporation and its operations

ARTICLE VIII: FRIENDS OF WANDERERS' REST

Any person over the age of 18 may become a Friend of Wanderer's Rest Providing such person:

- a. Recognizes and understands that WRHA is an open admissions shelter and supports the policies of such
- b. Has an enduring love for dogs and/or cats and will abide by the Purposes and Policies of WRHA
- c. Shall contribute annually an amount fixed by the Board of Directors for the advancement of the Purposes and Policies of WRHA.

#### ARTICLE IX MISCELLANEOUS

##### Section 1. Fiscal Year

The fiscal year of the Corporation shall be the calendar year unless otherwise provided by the Board of Directors.

##### Section 2. Form of Corporate Seal

The seal of the Corporation, if it elects to have one, shall be in such form as may be determined from time to time by the Board of Directors. The seal on any corporate obligation for the payment of money may be facsimile.

##### Section 3. Rules of Meetings

All meetings of the Corporation, the Board of Directors and Committees shall be conducted pursuant to *Robert's Rules of Order* as set forth in the last published revision thereof.

#### ARTICLE X. AMENDMENTS

Bylaws of the corporation may be adopted, amended or repealed at any meeting of the Board of Directors, notice of which shall have referred to the proposed action, by the vote of a majority of the entire Board of Directors.