

**THE HUMANE SOCIETY  
OF THE UNITED STATES**

**BYLAWS**

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Promoting the  
protection of  
all animals

**THE HUMANE SOCIETY  
OF THE UNITED STATES**

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## **ARTICLE I—OFFICES**

The principal office of The Humane Society of the United States shall be located in Washington, District of Columbia. The Society may establish and maintain subsidiary offices at other places.

## **ARTICLE II—CORPORATE SEAL**

The corporate seal of the Society shall be circular in form and shall have inscribed thereon the name of the Society, the year of its organization, and the words "Corporate Seal, Delaware." The Society may alter and change said seal at its pleasure. Said seal may be used by causing it or a facsimile thereof to be impressed or affixed or reproduced otherwise.

## **ARTICLE III—MEMBERS**

### **Section 1.**

The Society shall have classes of membership determined by a schedule of dues that shall be adopted, and may be amended from time to time, by the Board of Directors.

Members shall pay to the Treasurer of the Society annual dues in accordance with their selected class of membership. Such dues shall be due and payable with the application for membership and thereafter on the anniversary date of the initial application for membership, or, in the case of dues paid by contributions in installments, by the date when, within a twelve (12) month period, the cumulative

### **ARTICLE III—MEMBERS**

amount of contributions satisfies the dues necessary to qualify for the class of membership that has voting rights under Section 3 of this Article III.

Any member failing to pay his or her dues on or before the date when they are payable shall not be a member in good standing.

#### **Section 2.**

No person shall be a member of the Society unless elected to membership by the Board of Directors of the Society. The Board may reject any application for membership for reasonable cause. The Board may also expel a member for reasonable cause.

#### **Section 3.**

All members who have been in good standing for six (6) months shall be entitled to cast one (1) vote at any meeting of the Society and in any referendum or other election as provided by these *Bylaws*. A dual membership shall entitle each of two (2) members of a family to a single vote. For the purposes of this Section, a member shall be deemed to have become a member on the date his or her application was received by the Society.

### **ARTICLE IV—MEETINGS OF MEMBERS**

#### **Section 1.**

The annual meetings of members of the Society for the purpose of transacting business authorized to be transacted by the members shall be held at such time

and place as shall be specified by the Board of Directors.

#### **Section 2.**

Special meetings of the members shall be held in Washington, District of Columbia, and may be called at any time by the Board of Directors or by any five hundred (500) members upon their filing with the Secretary of the Society a request in writing for the meeting stating the purpose or purposes of the proposed meeting. The agenda of any special meeting shall be confined to the subjects stated in the call for the meeting. Special meetings requested by members shall be held not less than thirty (30) days nor more than ninety (90) days after the filing of the request.

#### **Section 3.**

Advance notice of all meetings of members shall be given by the Secretary. All such notices shall be sent by mail at least twenty (20) days in advance of the date set for the meeting to the last known post office address of each member who will be entitled to vote at the date of the meeting. Other means of notification, including electronic means, reasonably calculated to provide notice to each member, may be used in place of mail.

#### **Section 4.**

At any meeting of the members, unless otherwise required by statute or these *Bylaws*, those members present in person shall have authority to transact all business that may come before the meeting. Voting by proxy shall not be permitted.

## **ARTICLE IV—MEETINGS OF MEMBERS**

### **Section 5.**

There shall be elected annually to serve a term of one (1) year a Nominating Committee of six (6) persons. Members in attendance at the annual meeting of members of the Society shall elect to this Committee two (2) members who have been in good standing for at least two (2) years. The Board of Directors at its annual organization meeting shall elect four (4) members, two (2) of whom shall be directors and two (2) shall be other members of the Society, all four (4) having been members in good standing of the Society for at least two (2) years. At least ninety (90) days before the annual meeting, the Committee shall nominate at least seven (7) candidates for full term membership on the Board. The Committee shall notify the Secretary of its nominations. Any two hundred fifty (250) members in good standing may also nominate one (1) or more candidates for membership on the Board by written petition filed with the Secretary at least ninety (90) days before the annual meeting. A list of those nominees selected by the Committee will be available to any member upon request made to the Secretary.

### **Section 6.**

Within sixty (60) days following each annual meeting of members of the Society, the Chair of the Board of Directors shall appoint an Elections Committee consisting of the Secretary and three (3) members of the Society, none of whom shall be directors. At least forty-five (45) days before the next annual meeting, said Secretary shall cause

to be sent to each member of the Society entitled to vote a list of all the nominees for election, the position they were nominated to fill, a reasonable amount of biographical information, and a ballot to cast a vote in said election. Ballots shall be returned to the Committee not less than fifteen (15) days before the annual meeting. The Committee shall open, count, and record the number of said ballots. The Committee shall deliver a certification of the results of said election to the Secretary for retention in its records. The candidates, in number necessary to fill the terms of office as director voted upon in said election, who each shall have received a greater number of votes than each of the remainder of the candidates, shall be elected to said office. At the said annual meeting, the Committee shall announce the results of the election and the names of the candidates who shall have been elected to said office pursuant to the provisions of these *Bylaws*.

## **ARTICLE V—REFERENDUMS**

### **Section 1.**

In addition to the right to vote at regular or special meetings of the Society, members shall be entitled to vote in a referendum. A referendum may be initiated on the following questions, and no other:

- a. To authorize the transfer of operating funds to an endowment fund, as provided in Article IX;
- b. Any question which the Board of Directors or an annual meeting of the Society shall decide to submit to referendum;
- c. The amendment of these *Bylaws*.

## **ARTICLE V—REFERENDUMS**

### **Section 2.**

A referendum may be initiated by:

- a. Any special or annual meeting of the Society;
- b. The Board of Directors; or
- c. Petition of any five hundred (500) members in good standing, submitted to the Secretary in writing and stating precisely the motion or resolution to be voted upon.

### **Section 3.**

When a referendum has been initiated, the Secretary shall submit the question to all members eligible to vote with a ballot mailed within ninety (90) days, specifying the address to which the ballot shall be returned. The majority vote of those returning ballots to the specified address within forty-five (45) days from the date of the mailing of the ballots shall decide the issue, except an issue of amendment of the *Bylaws*, which shall be governed by the provisions of Article XII of the *Bylaws*.

### **Section 4.**

A referendum shall not impair the powers of the Board of Directors, as set forth in Article VI, except as they are modified in Article IX, and except as the powers of the Board may be modified by a change in these *Bylaws*.

## **ARTICLE VI—DIRECTORS**

### **Section 1.**

The business and affairs of the Society shall be managed by or under the direction of the Board of Directors, who shall pursue such policies and principles as shall be in

accordance with the provisions of the Articles of Incorporation, these *Bylaws*, and the statutes of Delaware.

### **Section 2.**

The Board of Directors shall be composed of twenty-seven (27) members, but no act of this Society shall be void because, at any time, there may be fewer than twenty-seven (27) directors in office. No person shall be eligible to serve as a director who is receiving compensation for services from this or any other humane organization. No elected director shall be qualified to serve in that capacity until he or she becomes a dues paying member of the Society.

### **Section 3.**

The Board of Directors shall be divided into three (3) classes and shall be elected in accordance with the provisions in Article IV of these *Bylaws*. One-third (1/3) of the membership of the Board shall be elected each year for a term of three (3) years. Each director shall hold office for three (3) years and until his or her successor shall be chosen. Directors shall be eligible for reelection.

### **Section 4.**

In the event any director shall by death, resignation, incapacity to act, or otherwise cease to be a director during his or her term, his or her successor may be chosen by the Board of Directors to serve out the balance of the director's unexpired term. In addition, the Board may act to fill a vacancy created by the death or withdrawal of a candidate

## **ARTICLE VI—DIRECTORS**

that occurs after the Nominating Committee has nominated him or her, and may appoint the initial director(s) to any directorship(s) created by an authorized increase in the number of directors composing the Board under Section 2 of this Article VI. In no case may a person be appointed to serve as a director who is ineligible for election as a director.

### **Section 5.**

Directors shall be entitled to reimbursement for necessary expenses incurred in fulfilling their duties.

### **Section 6.**

A regular annual organization meeting of the Board of Directors shall be held after the annual meeting of the members of the Society, after announcement of the results of the election of directors. In addition, the Board shall hold a regular meeting within eight (8) months following the annual organization meeting.

### **Section 7.**

All meetings of the Board of Directors shall be held at such time as the Chair of the Board shall from time to time order, subject to Sections 6 and 8 of this Article.

### **Section 8.**

Special meetings of the Board of Directors shall be ordered by the Chair of the Board when requested to do so in writing by any five (5) or more directors and may be ordered by the Chair upon his or her own initiative. A special meeting requested by five (5) or

more directors shall be called to be held not more than forty-five (45) days after the written request has been delivered to the Chair.

### **Section 9.**

Notice of all meetings shall be mailed to directors by the Secretary at least twenty (20) days in advance of the meeting, except that no notice shall be required for any meeting at which all of the directors are present and any meeting may be held without notice provided every director shall waive in writing the notice otherwise required. Other means of notification, including electronic means, reasonably calculated to provide notice to each member, may be used in place of mail.

### **Section 10.**

The Board of Directors may, without meeting together, transact business by mail, by voting upon resolutions or motions having been initiated by any three (3) directors. The Secretary shall, within five (5) days after receipt of such a motion or resolution, promptly mail the text of such a motion or resolution to all directors. Ten (10) days thereafter, the Secretary shall mail ballots to all directors, including any comments received by the Secretary from any director. If within twenty (20) days thereafter a majority of the members of the Board shall send in writing to the Secretary their vote in favor of any such resolution or motion, said resolution or motion shall be deemed carried, otherwise it shall fail; provided, however, that no such affirmative action shall go into effect for five (5) days after

## **ARTICLE VI—DIRECTORS**

the Secretary, by registered or certified mail, shall have sent to each director a report of the tabulated result of such vote, the ballots of which shall be produced at the following meeting of the Board.

### **Section 11.**

One-third (1/3) of the members of the Board of Directors shall constitute a quorum. An affirmative vote by a majority of those present shall be required for adoption or approval by it of any matter upon which it undertakes to act.

### **Section 12.**

If any director shall be absent from three (3) consecutive regular meetings, such director may be deemed to have resigned from office and in that event the vacancy so caused shall be filled as herein provided for filling of vacancies in the membership of the Board of Directors.

## **ARTICLE VII—COMMITTEES**

### **Section 1.**

The Board of Directors may have an Executive Committee composed of seven (7) or more of their number. The Executive Committee shall have and may exercise all of the powers of the Board when the Board is not in session, except the power to elect and remove officers and such powers, if any, as the Board may specifically reserve to itself or as may be specifically assigned to any other committee or any officer of the Society. The Executive Committee shall make and adopt such rules and regulations as it may deem prudent for its management.

### **Section 2.**

The Board of Directors may provide for such other committees or other bodies of directors and members as it shall deem desirable. The Board may delegate to such committees such duties and powers from time to time as it shall deem necessary or desirable.

## **ARTICLE VIII—OFFICERS**

### **Section 1.**

At each annual organization meeting of the Board of Directors, or in default of election at such meeting, then at an adjournment thereof, or at any meeting of the Board duly called for the purpose of election of officers, the Board shall elect a Chair of the Board, a Vice Chair of the Board, a President, a Secretary, and a Treasurer. The Board may also elect such other officers as the business of the Society may require. No person shall be eligible to hold office who is not a member of the Society at the time of his or her appointment. All the officers shall hold office at the pleasure of the Board but in no case beyond the time when their respective successors shall be elected and shall qualify. All elected staff officers' compensation shall be determined by the Board. Any officer may be removed from office by the Board at any time.

### **Section 2.**

Whenever any vacancy shall occur in any office created by these *Bylaws*, or by the Board of Directors, the vacancy may be filled by the Board, acting in meeting or by mail ballot, for the unexpired term.

**ARTICLE VIII—OFFICERS**

**Section 3.**

The Chair of the Board shall preside over all meetings of members of the Society, the Board, and the Executive Committee and shall be, ex officio, with vote, a member of all committees of the Board, except the Elections Committee.

**Section 4.**

The Vice Chair of the Board shall fill all functions of the Chair when the latter is incapacitated, is unavailable, or for any other reason cannot serve.

**Section 5.**

The President shall be the chief executive officer of the Society and shall be responsible only to the Board of Directors. He or she shall have general supervision, direction, and control of the activities and business of the Society in accordance with principles and policies prescribed by the Board and shall have final authority over all other staff and employees of the Society, except for officers elected by the Board. The President shall, a reasonable time before the beginning of each fiscal year of the Society, submit to the Board a written budget and program proposal for the coming year. The Board shall approve or amend and adopt a budget for the ensuing year and the President shall operate within said adopted budget. The President shall present annually to the membership of the Society a comprehensive report of the work done in the preceding year and the goals and objectives of the Society and its controlled-affiliated organizations for the ensuing year. The President may

participate in any meeting of the Board or any committee of the Board, but without vote.

**Section 6.**

The Secretary shall take and preserve minutes of all meetings of the members of the Society and of the Board of Directors, shall notify all members and directors of annual and special meetings, and shall perform other duties assigned by the Board. He or she shall cause a record of all actions taken at all membership, Board, and Executive Committee meetings to be mailed to any member upon request. In the absence of the Secretary from any meeting, the presiding officer shall appoint a temporary secretary to record the minutes and such minutes shall be transmitted to the Secretary.

**Section 7.**

The Treasurer shall have custody of all funds and securities of the Society, shall disburse funds in accordance with a budget approved by the Board of Directors, and shall submit to the Board and to the annual meeting of the members of the Society an annual report, audited by an accountant selected by the Board, of the income and expenditures of the Society for the preceding year and of its assets and liabilities as at the end of the period under review. He or she shall make the report available to any member upon request at any time. The Treasurer may authorize other persons to sign checks and perform other functions of his or her office subject to the approval of the Board.



## **ARTICLE IX—USE OF FUNDS**

All available funds of the Society shall be used for the immediate relief of suffering and the vigorous prosecution of humane education except as otherwise provided by law or the specific terms of a gift or mandate of a donor. Nothing in this section shall, however, be construed so as to prevent the Board of Directors from establishing prudent reserves for the operating expenses of the Society or from prudently investing any surplus funds of the Society to produce additional income, nor construed to prevent the members of the Society at a meeting or through a referendum from authorizing the directors to transfer funds from operating funds to an endowment fund and placing funds of the Society therein, nor construed to prevent the Board from establishing a general endowment fund, or one or more special endowment funds, upon a specific finding by the Board that any such fund is necessary and prudent to better secure the long-term mission of the Society or one or more programs of the Society. Should an endowment fund be established, no director or officer of the Society shall be liable to anyone with respect to any action taken or omitted to be taken by him or her in good faith in accordance with the direction of the Board with respect to any investment made on behalf of the Society. In connection with any investment made, the directors shall use the same degree of care and skill in making investments as a prudent person would use under the circumstances in the conduct of his or her own affairs. Nothing contained

herein shall be construed as relieving a director or officer from liability for his or her own negligent failure to act or his or her own willful misconduct.

## **ARTICLE X—TRANSFER OF SECURITIES**

Any two (2) persons, being President, Secretary, Treasurer, or Assistant Secretary or Assistant Treasurer, shall have the joint authority to execute, under seal, such form of transfer and assignment as may be customary or necessary to constitute a regular transfer of any stocks or other registered securities standing in the name of the Society. They may from time to time execute and deliver on behalf of the Society proxies on any and all stock owned by the Society.

## **ARTICLE XI—MISCELLANEOUS**

### **Section 1.**

All meetings of the members of the Society, its Board of Directors, and its committees shall be conducted, on matters not governed by these *Bylaws* or by standing rules duly adopted, pursuant to *Robert's Rules of Order* as set forth in the last published revision thereof.

### **Section 2.**

The fiscal year of the Society shall commence on January first of each year.

## **ARTICLE XII—AMENDMENTS**

These *Bylaws* may be altered, amended, added to, or repealed only by referendum procedure established by Article V of these *Bylaws* and by an affirmative vote of two-thirds (2/3) of those members voting thereon.