



Finger Lakes SPCA of CNY Bylaws

The mission of the Finger Lakes S.P.C.A. OF CNY is to provide the temporary care and the finding of adoptive homes for companion animals. Our shelter dedicated to reducing overpopulation of cats and dogs through the provision of low-cost spay/neuter clinics, and preventing suffering and cruelty to all animals through Humane Law Enforcement and education.

Article I: Society

Section 1 – Name

The corporation having been established pursuant to the provisions of the General Laws of the State of New York, Chapter 43, Section 70, 71 and 72, Article 5 for the year 1985, shall be known as the Finger Lakes Society for the Prevention of Cruelty to Animals of Central New York (FLSPCA of CNY) (hereinafter referred to as the “Society”).

Section 2 – Certificate of Incorporation

Dated October 26, 1896, and filed in the Office of the Secretary of State of the State of New York, and same are incorporated herein by reference.

Section 3 – Principal Office

The principal office for the transaction of business of the Society is located at 41 York Street, Auburn, New York 13021.

The Society is a nonprofit public benefit corporation of the State of New York and is organized for public and charitable purposes within the meaning of section 501(C) (3) of the Internal Revenue Code. The Society is supported by public donations, bequests, grants, and local government dog control contracts. The only exceptions in which euthanasia would occur are animals deemed not adoptable due to behavioral issues or a severe medical condition.

The Board of Directors, may at any time, establish a branch or outreach office at any place or places where the Society is qualified to do business, or may elect to move the principal office to another qualified location.

Article II: The Board of Directors

Section 1 – Definition

Director: one of a group of persons entrusted with the overall direction of the Society.



Section 2 – Number

There shall be a Board of Directors consisting of no less than five (5) and is not to exceed fifteen (15) members.

Section 3 – No Compensation of Directors

Directors do not receive compensation, except for payment or reimbursement of reasonable expenses incurred in connection with such services such as costs to attend, and cannot be employed by the Society.

Section 4 –Term of Directors

The term on the Board shall be three (3) years and there are no term limits. No more than five [5] directors can be recruited in a calendar year.

Section 5 – Nomination of Directors

The board will appoint a three [3] person nominating committee, in the beginning of the third quarter of each year, to take nominations to fill director vacancies. The committee will provide a list of the candidates for director positions, along with any pertinent information relating to education background, previous board experience, etc., approximately two months prior to the yearly annual meeting in March so all new director nominations can be included in the annual meeting notice.

Candidates for Directors are welcome to attend and participate in Board meetings but will not have voting rights until they are inducted at the annual meeting.

Section 6 – Regular and Special Meetings of the Board of Directors

The Board of Directors shall meet regularly once each month to conduct the business of the Society, at a time and place designated by the Board.

Special meetings may be called by the presiding officer or upon the request of three members of the Board of Directors, made to the Board President or the Secretary. The President will provide notice (including by electronic mail) and an agenda of said special or regular meeting at least one week prior to the meeting.

Persons other than Board members may attend at the invitation or direction of the Board. Should a member of the public wish to bring a matter to the attention of the Board and be unable to obtain such an invitation, he or she may send a written letter addressing his/her concerns to the Board.

The President will present the matter to the Board at the next meeting, or may request a special meeting of the Board to address the concern. A written or verbal response shall be made by the Board in a timely manner.



Section 7 – Elections of Directors

The election of new directors will be conducted at the annual meeting in March. A slate of proposed new directors will be made prior to the annual meeting and said names and biographies will be included in the annual meeting notice.

Voting for the election of directors will be by the present Board Directors by closed ballot. A quorum of board Directors must be present. Director candidates must receive a majority vote from all Directors present in order to become a director.

The board Secretary and two Directors will tabulate the votes at the meeting and announce the results. New Directors will be recruited by a nominating committee per Article III, Section 5.

Section 8 – Annual Meeting

An annual meeting shall be held to elect Directors and at such time the Board shall receive an annual report by the current financial investment advisor as required by Section 519(c) of the N-PCL. Written (including by electronic mail), oral or any other mode of notice of the date, time and place shall be given for the annual meeting, at least fifteen (15) days and not more than forty-five (45) days prior to the meeting.

The order of business at the annual meeting shall be as follows:

- a) Called to order by presiding Officer
- b) Introduction of Board Directors, Officers, and Shelter Executive Director
- c) Annual Reports by Financial Investment Advisor and Executive Director
- d) Committee Reports as directed by the Board of Directors or presiding Officer
- e) Election of Directors
- f) Election of Officers
- g) Adjournment

The foregoing order of business may be altered or suspended at any meeting by a majority of all Directors present.

Section 9 – Quorum and Action

The presence of a majority of Directors shall constitute a quorum for the transaction of business. If at any meeting of the Board there shall be less than a quorum present, a majority of the Directors present may adjourn the meeting until such a quorum is obtained. Except as otherwise provided by law or by these by-laws, at any meeting of the Board at which a quorum is present, the vote of a majority of the Directors present at the time of the vote shall be the act of the Board.

Section 10 – Action Without a Meeting



Any action required or permitted to be taken by the Board of Directors, or any committee, may be taken without a meeting, if all members of the Board or committee consent via electronic communication to the adoption of a resolution authorizing the action. The resolution consents shall be entered into the minutes of the next board meeting.

Section 11 – Duties and Power of the Board

Each Director shall be expected to work actively on projects for the benefit of the Society. Meet regularly, at such times and places as required by these Bylaws, and act consistently with the policies, decisions and responsibilities of the Society.

- a) Provide financial resources for all the operating activities and programs of the society through effective fund raising and other means.
- b) Support the society's mission and objectives; ensure bylaws are periodically reviewed and implemented.
- c) Conduct a yearly financial audit, ensure all required Federal and State documents are filed to support 501[C] classification and the Society meets regulatory criteria as a nonprofit organization.
- d) Employ, evaluate, discharge, prescribe the duties, and fix the compensation of the Executive Director of the shelter.
- e) Change the principal office or any branch or outreach office in the State of New York from one location to another; cause the Society to be qualified to do business and conduct business and activities within or without the State of New York; and designate any place within or outside of the State of New York.
- f) Adopt and use a corporate seal and alter the form of the seal and certificates.
- g) Borrow money and incur indebtedness on behalf of the Society, and cause to be executed and delivered for the Society's purposes in the corporate name, promissory notes, bonds, debentures (aka unsecured bond or certificate of debt), deeds of trust, mortgages, pledges, investments and other evidences of debt and securities.

Section 12 – Fiduciary Powers of the Board

The Board, without prejudice to the following general powers, shall have the right to:

- Determine and manage major expenditures of the Society and invest, manage and dispose of the Society's assets in furtherance of the Society's missions.
- Alter, repeal or amend, from time to time and at any time, these bylaws to make and adopt such new and additional bylaws as may be necessary and proper, subject to the provisions of these bylaws.
- Delegate, as a whole or in part, the matter of controlling, managing, investing and disposing of property of the Society for the purpose of earning income or supporting the Society's long term goals to one or more trust companies or banks duly authorized to conduct a trust or banking business in the State of New York, or one or more Financial institutions or investment managers deemed by the board to be qualified and acceptable.



- Unless otherwise determined by a court of competent jurisdiction, determine the disposition of the assets of the Society upon dissolution, subject to the provisions of these bylaws and the articles of incorporation.
- Receive, hold and encumber any property, real or personal, by purchase, donation, gift, bequest or any other means, or to sell, lease, license, convey exchange, transfer or otherwise dispose of any property, real or personal, in accordance with the provisions of State of New York.
- Advise the board of directors of any potential conflict of interest in any issue brought before the board and recuse themselves from any decision in which the board member, or the board member's immediate family member, has a material financial interest.

Section 13 – Director Absences

A Director who is absent from three (3) consecutive meetings of the Board, during a calendar year, without a reason deemed valid by the Board, shall be deemed to have resigned from the Board and a letter of notification of same shall be sent to said Director by an officer of the Board.

A Director may be granted a leave of absence for a maximum of six (6) months. If unable to return at the end of six (6) months their Director's position will be terminated and a letter of notification of same shall be sent to said Director by an officer of the Board.

Section 14 – Conflict of Interest

No member of the Board of Directors shall seek personal, financial or professional gain as a result of his/her position as a member of the Board of Directors. A member of the Board of Directors shall avoid any appearance of impropriety with respect to his obligations to the Society. Violation shall be grounds for suspension or expulsion as provided by Section 15.

Section 15 – Board Director Suspension or Removal

A member of the Board of Directors may be, suspended for a period determined by the board, or expelled for cause such as violation of any of the bylaws or rules of the Society, or for conduct prejudicial to the best interests of the Society.

Suspension or expulsion shall be by a two-thirds vote of the Board of Directors present and voting, provided that a statement of the charges, shall have been mailed by registered mail to the member under charge, at his/her last recorded address at least fifteen (15) days before final action is taken thereon; this statement shall be accompanied by a notice of the time, place and date the Board intends to take action.

The Director shall be given the opportunity to present a defense at the time and place mentioned in such notice. The Director shall not be entitled to vote on the issue of said suspension or expulsion.

Section 16 - Resignation of a Board Director

Any Board Director may resign at any time by giving written notice to the Board President. The notice should indicate the reason for leaving and the effective termination date. The acceptance of the resignation shall not be necessary to make it effective. If the Board Director is an Officer, the unexpired term of such vacancy shall be filled by appointment by the Board President.



Section 17 - Vacancies of Office

A vacancy in the Board of Directors due to resignation, removal, or any other cause will be filled by a vote of a majority of the Board of Directors for the unexpired portion of the term or until the next election of directors, whichever occurs first.

Article III: Board of Director Officers

Section 1 – Number

The officers of the Society shall include a President, a Vice President, a Secretary, and a Treasurer.

Section 2 – Election

A nominating committee will set forth a slate of new officers to be voted on at the Annual Meeting. Officers shall be elected by a majority vote of all Directors. New officers will serve a two (2) year term with no term limits. At the end of their two year term they must be nominated and voted upon by a majority vote of the directors. In any event, an officer shall serve until such time as a successor is chosen. Only persons, who have been members of the Board for at least six (6) months, shall be eligible to serve as an officer of the Society. In matters of extenuating circumstances, the Board may vote to fill an officer's position, with a Director having served less than six (6) months on the Board, if necessary.

Section 3 – Officer Duties

The duties and powers of the officers of the Society shall be as follows:

- **President** - The President shall preside at meetings of the board of directors, and shall be an ex-officio member on all committees, with the right to vote, except the nominating committee. He/she shall also, at the annual meeting, and at such other times as he/she deems proper, communicate to the Society such matters and make such suggestions as may in his/her opinion tend to promote the prosperity and welfare and increase the usefulness of the Society, and shall perform such other duties as are necessarily incident to the office of President.
- **Vice-president** - In case of the death or absence of the President, or of his/her inability from any cause to act, the Vice President shall perform the duties of President.
- **Secretary** - It shall be the duties of the Secretary to attend all meetings of the Board of Directors and to record meeting minutes, and put into record the treasurer's reports and the shelter reports. The Secretary shall also prepare the invitations, the mailing, and procure the meeting space for the annual meeting of Society. He/She is to fulfill all other duties as outlined in the secretarial job description. In case of absence or disability of the Secretary, the President may appoint a Secretary pro-tem.



- Treasurer - The Treasurer is to ensure financial records, including the actual accounting of the books of the Society are maintained. The Treasurer is to provide financial statements to the Directors at each monthly meeting, and to others as required. He/She is to ensure a yearly audit of the financial records is completed and a copy of the audit is presented to the Directors as well as a review of the audit. The Treasurer, along with the President, the Secretary, the Vice President, and the shelter's Executive Director are authorized to sign all banking and financial papers or instruments on behalf of the Society. The signatures of two (2) of the persons herein identified shall be required upon such banking and financial papers or instruments. The Treasurer may perform such other duties as the President or board may request. The Treasurer works with the shelter's Executive Director on financial matters relating to shelter staff and brings such matters deemed necessary to the Directors.

Section 4 - Vacancies of Office

A vacancy in the Office of the President due to resignation, removal, or any other cause will be filled by the Board of Directors for the unexpired portion of the term or until the next election of officers, whichever occurs first. Any vacancy in offices other than the president will be filled by appointment of the President for the unexpired portion of the term or until the next election of officers, whichever occurs first.

Article IV: Special Agents and Employees

Section 1 – Shelter Executive Director

The employment of the Executive Director shall be made by the Board of Directors. The Executive Director shall be responsible for the day- to-day operations of the shelter consistent with a detailed job description approved by the Board. The Executive Director shall receive compensation as determined by the Board of Directors and shall attend all Board meetings. The Executive Director shall report to the Board any problems or issues and to give a monthly shelter report. The Executive Director does not have voting rights on the Board, but receives all the same reports, notices etc. as the Board of Directors. His/her opinion on issues before the Board is vital in assisting the Board in making sound business decisions and establishing shelter policies that are effective and meaningful.

Section 2 – Removal and Resignation of Shelter Executive Director

Subject to the rights, if any, of an Executive Director under any contract of employment, the Executive Director may be removed by the Board of Directors, at any regular or special meeting of the Board.

The Executive Director may resign at any time by giving written notice to the Society. Any resignation shall take effect at the date of the receipt of that notice or at any later time specified in that notice. Any resignation is without prejudice to the rights, if any, of the Society under any contract to which the Executive Director is a party.

Section 3 – Counsel



Counsel can be appointed by a presiding officer or the shelter Executive Director subject to Board of Director approval, and can be the legal advisor to the Society. Counsel can have the general charge of and conduct suits and proceedings instituted by or against the Society, or in which the Society shall be interested and if the occasion should arise, shall engage additional counsel. Based upon the advice of counsel, the Board of Directors may authorize the resolutions of legal actions in a manner it deems to be in the best interests of the Society.

Any disbursements made by Counsel must be approved by the Board of Directors and can be repaid out of the funds of the Society, upon certification of the amounts and reasons therefore.

The Humane Law Enforcement Unit can seek their own Counsel as deemed necessary.

Section 4 – Veterinarian

A Veterinarian can be appointed by the shelter Executive Director or a presiding officer. Veterinarians help to support the shelter staff and are selected and communicated through the shelter's Executive Director.

Section 5 – Shelter Employees

Shelter employees shall be hired and terminated by the Executive Director and approved by the Treasurer of the Board, for financial purposes, or by an officer of the Board of Directors in the absence of the Treasurer. Changes in shelter employee numbers require Board of Directors approval.

Article V: Miscellaneous

Section 1 – Records and Reports

The Society will keep, at its principal office, the following records and reports: A copy of current by-laws, paid invoices, cash-log sheets, bank deposits, bank statements, payroll records, newsletters, employee policies and procedures, staff job descriptions, list of Directors and current job descriptions. The Secretary will compile the yearly meeting minutes along with a copy of the monthly and quarterly treasurer's reports, and shelter reports. These will be made available for the yearly audit and the filed at the principal office. The Treasurer is responsible for the financial database ["QuickBooks for Non-Profits"], a backup copy of the database, and at year end a CD of the year's financials from the database for audit purposes. All Financial records for the Society will be kept at the principal executive office for a period of seven years.

Section 2 – Rules

Robert's Rules of Orders, shall govern all meetings of the Board of Directors and committees, the Certification of Incorporation, these bylaws, and/or the laws of the State of New York not providing to the contrary.



Article VI: Amendment

Section 1 – Amendment

These bylaws and the certificate of incorporation may be amended at any time, at any meeting of the Board of Directors by an affirmative vote of two-thirds of the Board of Directors then serving.

Section 2 – Effective Date

These bylaws shall become effective upon adoption by the Board of Directors, provided the same have been approved by the appropriate public agencies of the State of New York as required by the Not-For-Profit Corporation Law, or any other applicable statute of the State of New York.

Article VII: Dissolution of the Society

Subject to the provisions of the articles of incorporation, in the event of dissolution of the Society, the residual assets shall be distributed to another not for profit fund, foundation or corporation that is established and operated exclusively for the purposes of preventing cruelty to animals and which has established its tax exempt status under Section 501©(3) of the internal Revenue Code.