

BYLAWS OF IOWA HUMANE ALLIANCE

ARTICLE I—NAME

The name of the organization shall be Iowa Humane Alliance (when abbreviated hereafter, “IHA”). It shall be a nonprofit organization incorporated under the laws of the State of Iowa.

ARTICLE II – MISSION

The mission of Iowa Humane Alliance is to cultivate and forge partnerships with humane organizations, municipalities, veterinarians, and compassionate individuals and connect the people of Iowa to affordable and accessible programs and services that target the elimination of companion animal homelessness, abuse, and animal shelter over population.

ARTICLE III—DIRECTORSHIP

In keeping with the Articles of Incorporation, Iowa Humane Alliance shall have no membership, but shall have a Board of Directors.

ARTICLE IV—BOARD OF DIRECTORS

Section 1 – Board role, size, and compensation: The Board is responsible for overall policy and direction of Iowa Humane Alliance, delegating responsibility of day-to-day operations to the Staff of IHA. The Board shall have up to 11, but not fewer than 5 Directors, including Officers, At-Large Board Directors, and the Executive Director of IHA who acts as a voting Ex Officio Director of the Board. The Past Chair may serve as a non-voting Ex Officio Director of the Board, but will not be counted among the number of Board Directors. The Board receives no compensation other than reasonable expenses, as agreed upon by the Board and as outlined in the IHA Policies Manual.

Section 2 – Officers, Terms, and Duties: The IHA Officers will consist of a Chair, Vice Chair, Secretary, and a Treasurer. All Officers shall serve two-year terms. The Chair and the Treasurer shall be elected in even-numbered years. The Vice-Chair and Secretary shall be elected in odd-numbered years. All officers are eligible for re-election for up to three consecutive terms. Any Officer may be elected to the post of another office after completing his/her original term of office. The Past Chair may serve as a non-voting Ex Officio Director of the Board for a period of up to one year after completing his/her term of office. The Officers shall perform duties and meet responsibilities as outlined and defined in the IHA Policies Manual.

Section 3 – Directors at Large, Terms, and Duties: Those Directors of the Board not serving as Officers are considered “Directors at Large” and will serve as Committee Chairs or will perform duties as agreed upon by the Board. Directors at Large may be nominated and elected at any meeting of the Board of Directors, given a quorum is present, and shall remain on the Board until the next Election. (See ARTICLE IV Section 5 regarding Board elections.) Directors at Large may serve up to six consecutive terms.

Section 4 – Meetings and notice: The Board shall meet at least quarterly, at an agreed upon time and place. An official meeting of the Board requires that each Board Director have written

notice at least four days in advance of the meeting. An annual meeting will take place within the first quarter of the calendar year, at which time annual reports from the preceding year, as may be required of the Directors and/or staff, will be presented.

Section 5 – Board elections: During the last quarter of each calendar year of the corporation, a new Board of Directors shall be elected to replace those whose terms will expire at the end of that calendar year. This election shall take place during a regular meeting of the Directors, called in accordance with the provisions of these bylaws. (See *ARTICLE IV Section 8 regarding Vacancies and Special Elections.*)

Section 6 – Election procedures: New Directors and Officers shall be elected by a simple majority of voting Board Directors present at such a meeting, provided a quorum (as defined in *ARTICLE IV, Section 7 of the Bylaws*) is present. Directors so elected shall serve a term beginning on the first day of the next calendar year.

Section 7 – Quorum: A meeting must be attended by a simple majority of the total voting Board Directors to constitute a quorum. No business transactions shall take place and no motions shall be voted upon without a quorum.

Section 8 – Vacancies: When a vacancy for an Officer of the Board exists, the Secretary or Chair shall receive nominations for a new officer from any current Board Director in advance of the meeting at which the new Officer will be nominated and voted upon for election. Such Officer vacancies will be filled only to the end of the resigning Board Officer's term. During situations deemed urgent or extraordinary by a majority of a sitting Board, Officers may be nominated and elected at any meeting of the Board of Directors, given a quorum is present.

Section 9 – Resignation, termination, and absences: Resignation from the Board must be in writing and received by the Secretary. Board Directors may be terminated from the Board in accordance with the IHA Policies Manual.

Section 10 – Special meetings: Special meetings of the Board shall be called upon at the request of the Chair, or a simple majority of the Board. Notices of special meetings shall be sent out by the Secretary to each Board Directors at least five days in advance.

ARTICLE V – COMMITTEES

Section 1 – Committee formation: The Board may create Committees as needed. The duties and responsibilities of committees other than those listed in the Bylaws, may be set forth in the IHA Policies Manual.

Section 2 – Executive Committee: The four Officers serve as the Directors of the Executive Committee. The Executive Committee shall review applications for the position of Executive Director and make recommendations to the full Board for the purpose of hiring the ED. The Executive Committee shall review the performance of the ED and make recommendations to the full Board for the purpose of granting bonuses or raises, or for recommending termination of the ED. Other specific duties and responsibilities may be defined within the IHA Policies Manual.

Section 3 –Finance Committee: The Treasurer shall Chair the Finance Committee. In addition to the Treasurer, the Finance Committee will include two other Board Directors not already serving as Officers, and the Executive Director, who shall have no voting rights on this committee. With input from the Staff and Board of Directors, the Finance Committee is responsible for developing and reviewing fiscal procedures, fundraising objectives, and the annual budget. The Board must approve the budget, and all expenditures must be within budget. Any significant expenditure outside the budget must be approved by the Board or, in emergency situations only, the Executive Committee. The fiscal year shall be the calendar year. Annual financial reports are required to be submitted by the Finance Committee to the Board showing income, expenditures, and pending income. The financial records of the organization are public information and shall be made available to Board Directors and the public. Other specific duties and responsibilities may be defined within the IHA Policies.

ARTICLE VI –DIRECTORS AND STAFF

Section 1– Executive Director: The Executive Director is hired and terminated by the Board upon recommendation of the Executive Committee. The Executive Director has overall managerial responsibilities for the day-to-day operation of the organization, including carrying out and adhering to the organization’s Mission and Policies. The Executive Director is considered an Ex Officio Director of the BOD with voting rights and will attend all Board meetings. The Executive Director shall report on the progress of the organization and answer questions presented by the Board Directors, and carry out duties and responsibilities as described in the IHA Policies Manual. The Executive Director is supervised by, reports to, and is reviewed by the Executive Committee.

Section 2 – Other Directors and Staff: The descriptions, duties, and responsibilities of other Directors and Staff are determined by the Board of Directors and outlined in the IHA Policies Manual.

ARTICLE VII –AMENDMENTS

Amendments: These bylaws may be amended when necessary by a simple majority of the total number of Board of Directors with voting privileges. Proposed amendments must be submitted to the Secretary to be sent out with regular Board announcements. The Board will review bylaws annually and update as necessary.

CERTIFICATION

These bylaws were approved by the Board of Directors by a majority vote on **April 5, 2013.**