

New Hampshire Federation of Humane Organizations, Inc

Bylaws

Revised November 2014

NEW HAMPSHIRE FEDERATION OF HUMANE ORGANIZATIONS, INC. BYLAWS

ARTICLE I – Name

1. The name of this organization shall be the “New Hampshire Federation of Humane Organizations, Incorporated.”
2. The address of the organization shall be that of the President.

ARTICLE II – Purpose

1. The unification of efforts for the rescue and relief of suffering of homeless animals, the exchange of information, and any other charitable or benevolent acts for the welfare of animals.

ARTICLE III – Membership

1. There shall be two types of membership:
 - a. Voting: Membership shall be open to all incorporated and/or licensed humane organizations that are organized and located within the state of New Hampshire.
 - b. Non-Voting: Associate membership shall be open to all organizations or individuals not eligible for voting membership and supporting the Federation’s objectives.
2. Membership shall be upon written application and subject to the approval of the voting membership.
3. Membership fees for both members and associate members shall be determined annually by the voting members.
4. Each member organization in good standing whose dues are paid for the current year shall be entitled to one vote. Associate members will be considered in good standing, but not entitled to voting privileges, when dues are paid for the current year.
5. NHFHO members in good standing will not engage in activities incongruent or antagonistic with the purposes, policies, or philosophies of the Federation and/or its members; and will not use “no kill” to describe their operations but rather “open admission,” or “special admission.”
6. Membership may be terminated:
 - a. By resignation. Any member in good standing may resign from the Federation upon written notice to the Secretary.
 - b. By lapsing. A membership will be considered lapsed and automatically terminated if such member’s dues remain unpaid 90 days after the first day of the fiscal year; however, the Board may grant an additional 90 days grace to such delinquent members in meritorious cases.
 - c. By expulsion. A member may be expelled by a majority vote at any regular or special meeting of the Federation where a quorum is present if that member is deemed to be engaged in activities described in Article III, Section 5.

ARTICLE IV – Officers and Directors

1. The officers of this Federation shall consist of a President, Vice President, Secretary and Treasurer. These officers shall be elected at the annual meeting occurring in odd-numbered years and shall serve for a term of two years and be limited to no more than three consecutive terms. There shall be two At Large board members who shall also be elected at the annual meeting in November occurring in odd-numbered years and shall serve for a term of two years and be limited to no more than three consecutive terms.

a. A minimum of two members shall be appointed by the President to serve as Advisors. The term for Advisors shall run concurrently with the term of the appointing President. Advisors may not serve more than three consecutive terms. In appointing said Advisors, the President shall only appoint as Advisors voting members in good standing, who have experience in serving as an officer of the board, on a New Hampshire Federation of Humane Organizations, Inc. committee and/or in a New Hampshire Federation of Humane Organizations, Inc. liaison role.

b. Officers shall have such powers and duties as the membership confers.

2. The President shall preside at all meetings of the Federation and the Board, and shall be responsible for the day-to-day operation of the Federation.

3. Any vacancy occurring on the Board or among the Officers during the year shall be filled for the unexpired term of office by a majority vote of the Board at any regular or special meeting called thereafter. The requirement for a meeting may be waived if there is unanimous consent among board members that the vote to fill the vacancy can be taken electronically or by conference call.

4. The actions of the Board shall be taken through a majority vote except as otherwise provided by these By-Laws or by law. Written proxies, telephone, and email votes may be used if approved by a majority of the Board.

5. A majority of the Board shall constitute a quorum for the transaction of business at any meeting of the Board, except as otherwise provided by the By-laws.

ARTICLE V - Governing Rules

1. The order of business of any meeting of the Federation shall be according to Robert's Rules of Order.

2. Questions of parliamentary procedure shall be governed in order by state statutes, the Articles of Incorporation, or these bylaws, and Robert's Rules of Order.

4. A majority of the voting members shall constitute a quorum at general meetings.

5. A majority is required to approve business before the NHFHO.

6. Voting to determine legislative positions of the NHFHO may be accomplished at a general meeting or electronically as determined by the President.

ARTICLE VI – Committees

1. The President shall in November of each even numbered year appoint a Nominating Committee of three from the membership. The Nominating Committee shall report a list of nominees for Officers which shall be voted upon at the annual meeting occurring in odd-numbered years.
2. The President shall each year, in November, appoint the following standing committees/liaisons which shall be responsible for all related activities and reports for said committee or liaison role: Legislative, NH DART and the NH Veterinary Medical Association. These terms shall begin in January and last for 12 months.
3. The President may appoint ad hoc or special committees and liaisons at any time to ensure that business and other interests of the NHFHO are satisfied. These committees shall report to and always be subject to the final authority of the Board.

ARTICLE VII – Meetings

1. The Federation's fiscal year shall begin on the first day of January and end on the thirty-first day of December. The Federation's official year shall begin immediately at the conclusion of the elections at the annual meeting and shall continue through the elections at the next annual meeting.
2. The annual meeting of this Federation shall be held during the month of November at such place and time as the Board of Directors shall designate.
3. Called or special meetings of this Federation may be held for purpose of transacting such business as may be considered of importance or need to the organization, at such place and time designated by the President or by a majority vote of the Board of Directors.
4. Notice of all meetings shall be issued in writing; electronic communication shall suffice, ten days in advance by the Secretary.
5. Meetings are to be held upon call of the President or a majority of the Board of Directors at such time and place as may be designated.
6. Member organizations are required to attend one meeting a year to remain a voting member.

ARTICLE VIII – Amendments

1. Amendments to the bylaws may be proposed by any member of the Board or specifically assigned committee.
2. The By-Laws may be amended at any regular meeting of the Federation. Proposed changes and the date for the vote must be circulated to the membership at least two weeks prior to the scheduled meeting.

Article IX- Immunity

1. To the fullest extent not prohibited by law, no Trustee or Officer of the Federation shall be personally liable to the Federation for money damages for conduct as an Officer or Trustee.

ARTICLE X- Indemnification

1. The Federation shall indemnify Trustees and Officers for expenses actually and reasonably incurred by them in defense of any action arising from their activities on behalf of the Federation, including the payment of any judgment or settlement.

ARTICLE XI- Dissolution

1. The Federation may be dissolved only by the written consent of not less than two-thirds of the voting members.

2. Upon dissolution, all remaining assets shall be distributed equally to member organizations in good standing having exempt status under Section 501(C)(3) of the Internal Revenue Code as it exists at the time of dissolution.

NEW HAMPSHIRE FEDERATION OF HUMANE ORGANIZATIONS, INC.