

BY-LAWS OF THE BLUE MOUNTAIN HUMANE ASSOCIATION

As approved July 28, 1998, and containing all amended sections from 01/01/1999, 01/12/2000, 01/09/2003, 01/12/2005, 01/14/2006, and 01/01/2013

DISCLAIMER: One of the goals of the Board is to revisit and revise the Bylaws, as they are outdated and inaccurate in some places; for example, terms of service are normally 2 years for officers, not 15 as is noted here.

MISSION STATEMENT: BMHA is committed to sheltering abandoned animals, finding new, safe homes for animals in BMHA care, fighting cruelty and neglect, and working with the public to build a caring, compassionate community in Eastern Oregon. As of December 2011 BMHA began the change to become a "high-save" rescue association; therefore, BMHA is committed to helping more communities become a moral place to reside for all of the domestic animals throughout Eastern Oregon.

PROCESS: This mission will be completed by continued dedication to save animals' lives by educating the public with classes, holding community members accountable for their treatment of domestic animals, working with animal control officers to complete this mission. We will educate the community regarding the signs of animal cruelty and abuse, educate the community to report any animal abuse and cruelty they witness, and educate the public regarding illegal animal abandonment and illegal animal fighting groups.

Education classes will give the history of BMHA along with current directions of BMHA. Education will be in the form of classes, handouts, media systems, and hands-on training to all ages of citizens in our communities. Responsible pet ownership, animal sterilization, and neighborhood "give-a-hand" will all become part of the education training. Education and training will be offered to children of all ages, at-risk children and adults, community members, and children/adults with medical issues.

This mission is further supported by the operation of the Animal Rescue and Adoption Center of Eastern Oregon (a.k.a The Louise M. McNeeley Animal Shelter) and by the support of animal control officers.

The Animal Rescue and Adoption Center of Eastern Oregon provides a means for ensuring unwanted and abused pets find a safe and loving home. The Animal Rescue acts as a temporary home as well as a mechanism for finding permanent homes for pets.

As part of responsible pet ownership and support of Union County animal control, BMHA vigorously supports the county licensing of dogs and the inoculation of cats and dogs against rabies. Cases of abuse, homelessness, and cruelty to wildlife and domestic farm animals will be referred to the appropriate state, federal, and/or local authorities. The BMHA also supports Union County animal control in the enforcement of all written and common humane laws.

ARTICLE I - MEMBERSHIP

Section 1: Anyone in agreement with the mission of Blue Mountain Humane Association, after completing application for membership, approval by board members for membership, and complete payment of fees would be granted membership to BMHA. Levels of membership are as designated on the membership application form.

Section 2: Membership: membership shall be conditional upon payment of all dues and acceptance of membership by the board, and shall run for one full year from the first month of payment.

Section 3: Membership in the Blue Mountain Humane Association will be denied or terminated for any action by a member or prospective member who is detrimental to the best interest of the Association. Denial or termination of membership shall require a majority affirmation vote of the Board or Directors. In the event such action is contemplated, the Board of Directors shall notify, in writing, the member or prospective member of the reason(s) for the proposed action, ad of the time, date, and location of the meeting of the Board of Directors at which such denial or termination is to be considered, not later than fifteen (15) days prior thereto. At such meeting, the member or prospective member shall be entitled to respond to the stated reason(s) and be heard in his/her own defense.

ARTICLE II - MEETINGS OF THE BLUE MOUNTAIN HUMANE ASSOCIATION MEMBERSHIP

Section 1: The annual meeting of the Blue Mountain Humane Association shall be held in Union County, Oregon in January of each year at such place and time as designated via internet and printed flyer posted at the Animal Rescue.

Section 2: Special meetings of the membership may be called by the Board Chair (President), a majority of the Board of Directors, or by written request to the Secretary by twenty (20) current members in good standing. Notice of the meeting shall be posted at the Humane and announced through media sources and/or mailed to all members at least fifteen (15) days prior to the meeting.

Section 3: Annual reports of officers and committee chairpersons may be presented at the annual meeting. Further reports may be presented by officers and committee chairpersons at any meeting.

Section 4: A majority of those members present shall constitute a quorum at any meeting of the membership of the association. A member must present a valid/current membership card to attend or participate in any meeting or membership meeting.

ARTICLE III - BOARD OF DIRECTORS

Section 1: The corporate powers, property management, disposition of assets or liabilities, and business of the association shall be exercised, controlled, and conducted by a board of directors of not less than three (3) or more than nine (9) board members who elect to serve in that position. BMHA board members must be working board members. Members must be willing to spend time helping with events, meetings and assisting the executive director. Along with chairing committees and or participating in committees, members must have knowledge of the daily workings of BMHA and must support the mission statement. Board members must support a "high save" rescue, must agree that euthanizing an animal is only necessary due to extreme illness or extreme aggression, and must agree that such a determination should be made by a reputable, respectable, oath keeping veterinarian, the executive director, and the animal care specialist as a group (a board member may also be including in this matter). Board members must agree that spaying/neutering is the most humane way of animal control and animal population control.

Section 2: Each member of the board holding seats 1-7 will serve a fifteen (15) year term. Board members holding seats 8-9 will serve a one (1) year term and may be re-elected each year. Each board member in seats 1-7 may serve longer and run for election of any seat after they have served the fifteen (15) years. If a board member is unable to complete his/her term they should find and or assist the remaining board in pursuing a candidate for the vacant seat.

Board of Directors positions are as follows:

Seat 1- Board Chair/President long term Seat 2- Vice President long term Seat 3- Secretary long term Seat 4- Treasurer long term Seat 5- Regular long term Seat 6- Regular long term Seat 7- Regular long term Seat 8- Regular short term Seat 9 - Regular short term

Section 3: If the office of any board member becomes vacant during the year, for any reason, a quorum of the board may elect a successor who shall hold office as a member of the board for the unexpired term, and /or until his or her successor is elected and qualified.

Any director may be removed, with or without cause, at a meeting called for that purpose by a vote of a majority of the members present.

Any board member may be terminated by the board of directors after giving the member at least fifteen (15) days written notice by first class mail of the termination and the reasons for the termination, and an opportunity for the director to be heard by the board, orally or in writing, not less than five days before the effective date of the termination. The decision from the board shall be final and shall not be reviewable by any court.

ARTICLE IV - MEETINGS OF THE BOARD OF DIRECTORS

Section 1: a regular meeting of the board may be held four (4) times a year, or by the action of the board, and each board member shall be so notified. The executive director should be in attendance at any and all meetings to advise the board. BMHA may get legal counsel and request legal counsel to attend board meetings.

Section 2: A special meeting of the board of directors may be held whenever called by the president or by three (3) members of the board, at such time and place as shall be designated in the notice thereof. Notice of such a meeting shall be given personally or mailed to each board member at least three (3) days prior to the meeting.

Section 3: A quorum must be present at regular or special board meetings for the board to conduct business. If the board has five (5) members a quorum shall be three (3) members. If the board has more than five (5) members a quorum shall be four (4) members.

Section 4: Any officer may be removed from the office by voluntary resignation, death or by a majority vote of the entire board of directors. The officer being targeted for removal must receive written notice of the action. The written notice must state the cause for said action.

ARTICLE V - ELECTED OFFICERS

Section 1: Elected members of the board of directors of the association shall be nominated by the nominating committee and voted on at the annual membership meeting. If, however, a vacancy occurs during the year, the board of directors shall elect, by a majority vote of a quorum, a successor to fill the vacancy for the remainder of the year. Only if an opening is available on the board of directors will an election be held at the annual meeting.

Section 2: The term for officers, President, Vice president, secretary, and treasurer, shall be for fifteen (15) years. They may be elected to serve additional terms. The president, vice president and secretary may serve unlimited terms.

Section 3: The officers of the association and their respective duties shall be as follows:

President: The president shall preside at all meetings and enforce the by-laws, rules and regulations of the association, and be responsible for the proper decorum at all meetings. The president shall appoint and discharge all committees and committee chairperson, such appointments and discharges being subject to the majority approval of the board of directors. The president shall have the right to make or second motions, and may cast only the deciding vote in the event of a tie.

Vice-President: The vice-president shall attend all meetings of the board of directors, and shall perform the duties and assume responsibilities for the president in the president's absence. In the event of a vacancy of the president, the vice president shall choose a nominating committee who shall nominate board members who will be willing

to serve the remaining unexpired term. The successor will be elected by a majority vote of a quorum of the board of directors.

Secretary: The secretary shall attend all meetings and shall be responsible for the recording of the all the tallied votes, motions and minutes of all proceedings, shall maintain a file of the recordings to be stored in a designated place, and shall have the duty of confirming the signature of the president on all official documents on behalf of the association.

Treasurer: The treasurer shall maintain cognizance of all associations funds and securities, and shall oversee the keeping full accurate accounts of receipts and disbursements in books belonging to the association.

At times the board may find it necessary to elect or assign additional officers to help with board business.

Section 4: An executive committee may be authorized by the board of directors to help the president set the agenda for meetings and handle small emergencies that may occur. This committee will included but not be limited to the president, vice-president, secretary and treasurer.

ARTICLE VI - ELECTIONS

Section 1. Nominations: The president of the board of directors shall appoint three (3) board members who will make up the nominating committee. The president or vice president, at the discretion of the president, shall chair this committee. The nominating committee shall prepare a slate of candidates to fill all vacancies on the board (officers as well as board members), including a brief biographical summary of each candidate, and shall present this to the board at the November meeting. Any member of the association may present a nomination to the nominating committee prior to the November meeting. All such nominations must include a biographical summary of the nominated candidate. The board will review the report and make final selection of the nominees by majority vote of a quorum. Only if a vacant seat is available in November will any nominations be taken for the vacant seat.

Section 2: Elections will take place at the annual meeting of the membership in January. The nominating committee will present the slate of nominees for approval. No nominations shall be accepted from the floor of the meeting. Only if a seat is vacant will an election take place.

ARTICLE VII - OPERATIONAL PROCEDURES

Section 1: The president shall appoint all standing and ad hoc committees to fulfill the goals of the association. The chairperson of each committee must be a member of the association and

shall be in charge of organization and planning and shall present recommendations to the board for approval.

Section 2: No committee, committee member, or chairperson shall have the authority to state a position or issue reports to the public regarding the association and its position without prior approval of the board of directors.

Section 3: No member of the board of directors or committee person shall receive any salary or other compensation for time spent in the capacity as an officer or member of the board of directors or committee member; however, with the approval of a majority of a quorum of the board of directors individuals may be compensated for special services rendered and or reimbursed for expenses incurred in performance of the association's projects and goals. A regular board member may be an employee of the association with the approval of the executive director of the association and the board president, vice president, and one board member from the personal committee.

Section 4: Standing committees may include the following:

Membership : The membership committee shall be responsible for recruitment of members. This committee shall organize an annual membership campaign, publish the quarterly newsletter, send out membership renewal notices, organize booths at the county fair and other events, publicize and organize the annual membership meeting, and arrange other activities approved by the board of directors.

Fund Raising: The fundraising committee shall be responsible for developing activities such as raffles, coupons, etc., that will raise money to support the association. This committee will be responsible for developing and executing a program for raising money for an endowment fund.

Licensing and Education: This committee shall be responsible for an annual or semi-annual campaign for licensing animals; develop brochures and flyers to educate and inform the committee about the proper care of animals and the work of the shelter; and develop and deliver as possible programs about animal care to the schools of the county. The committee is responsible for all educational programs.

Finance: The finance committee shall be responsible for developing the annual budget for board approval, scheduling an annual independent audit, making recommendations for investing endowment funds, receiving bequests, and performing any other activity necessary to the association's finances and approved by the board of directors.

Volunteer: The volunteer committee shall be chaired by a volunteer coordinator and shall be responsible for recruitment of volunteers, orientation and training of volunteers, scheduling, providing on-going support and preparing an annual volunteer event. For the

purposes of those activities a person working off public service requirement will participate in orientation and training activities but shall not be considered to be a volunteer.

Ad Hoc Committees: Ad Hoc committees shall fulfill the responsibilities that are given when the committee is appointed by the president of the board of directors.

Personnel Committee: Shall include the Board president, Vice president, and at least one other board member. Persons on this committee should have some employee management skills, problem-solving skills, conflict resolutions skills, and should be willing to work with the executive director of the association to help solve any employee issues.

Section 6: Authorization of business: The board of directors may authorize any officer or officers, agent or agents of the corporation, in addition to the officers so authorized by these by-laws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the association, and such authority may be general or may be confined to specific instances.

All checks, drafts, or orders for the payment of money, notes, or other evidences of indebtedness issued in the name of the association shall be signed by such officer or officers, agent or agents of the association and in such manner as shall from time to time be determined by resolution of the board of directors. In absence of such determination of the board of directors, such instrument shall be signed by the treasurer and countersigned by the president or vice-president or the board of directors.

ARTICLE VIII - AMENDMENTS AND TERMINATING THE ASSOCIATION

Section 1: The making and amending of the by-laws is vested in the member of the association. Members of the association will create a by-law committee who will submit changes to the board of directors. The board of directors will then send approved changes to the membership for a vote. By-laws may be initiated, amended, and/or repealed by a two-thirds vote of the members attending and voting at annual meeting or a special meeting. (See Article II section 2)

Section 2: The Blue Mountain Humane Association may be terminated by a unanimous vote of the board of directors at any meeting of said board, providing plans are in order for all items needing consideration for termination, meeting outstanding obligation, and distribution of assets. Upon the dissolution decision of the association and meeting outstanding obligations, the balance of association's assets, in entirety, shall be distributed in accordance with Articles of Incorporation of Blue Mountain Humane Association to local 501(c)(3) animal welfare organizations(s) or other qualified non-profit organizations which support and demonstrate the care and welfare of animals.