

AMENDMENT OF BYLAW

DRAFT
CHH
11-20-89

RESOLVED, that Article VI Section ~~_____~~ of the Bylaws is hereby amended to read as follows:

~~The Colorado Humane Society, an SPCA, Inc.~~
~~The Colorado Humane Society Advisory Council (Regulations and Qualifications of Members)~~

1. ^{Caps & center} Members of the Advisory Council shall not be directors, officers, or employees of the corporation. Members may be agents, independent contractors, or other representatives of ~~Colorado Humane Society~~, whether they receive compensation for their services or not. Members of the Advisory Council must, however, be members of ^{the} Colorado Humane Society, ~~an SPCA, Inc.~~ ^{the corporation}

Only individuals may be members of the Advisory Council. No organizations, corporations, foundations, or other entities may be members.

2. The functions of the Advisory Council shall not include participation in the operating management of the corporation. It shall act as an advisory, non-voting consultant to the Board of Directors. The ^{Council} shall consider, advise upon, and make recommendations to the Board with respect to matters of policy relating to the general conduct of business of the ~~Colorado Humane Society~~ ^{corporation that} may be submitted to it by the Board or other duly authorized committee.

The Advisory Council may participate ^{especially and} in any and all phases of the business as directed by the Board, including participation in any fund-raising activities or programs.

Each member^s of the Advisory Council ^{is} ~~are~~ encouraged and shall be expected, when so directed by the Board, to actively pursue all avenues available to promote the image and philosophy of ~~Colorado Humane Society~~ and to raise whatever funds ~~are necessary and available.~~ ^{requested by the Board.} ^{the corporation}

3. The Advisory Council shall have no power to act on behalf of the Board. The Advisory Council shall have the authority to publicly represent ~~Colorado Humane Society~~ ^{the corporation} in any of its activities or programs ^{as directed by the Board.}

4. The Advisory Council shall act as a pool from which future Board of Director members and officers may be elected in accordance with the terms of the By-laws.

5. Election of the Advisory Council members shall be by the Board from among the membership of the corporation in good standing, including the members of the Board or the officers of the corporation, and may take place at any annual, regular or special

rec'd
11/20/89

meeting of the Board. Upon election to the Advisory Council, a member shall cease to be and function either as a director, officer, or both, as the case may be.

6. Council members shall be elected from a list of nominees, which list shall be names submitted by the existing Advisory Council, by the officers of the corporation, and by the Board. The list shall be compiled not less than one (1) month prior to the date of the meeting ^{at} in which the election is to be held. Nominees shall present a brief biographical statement to the Board at such time and place ^{as} may be determined by the Board.

7. Election of Council members shall be by the affirmative vote of a majority of the Board of Directors with a quorum present.

8. Resignation from the Council or termination of membership on the Council, shall be as prescribed by the provisions of the By-laws, as found in Article IV, Sections 6 ^{and} 7.

9. Transfer of Council membership shall not be permitted.

10. There shall ~~not~~ be neither a minimum ^{or} maximum number of Members on the Advisory Council.

11. Members of the Advisory Council may serve an unlimited period of time on the Council, providing they meet the other qualifications of this Resolution, the By-laws, or other standards as dictated by the Board.

12. Members of the Advisory Council shall sit in on Board of Directors ^{time} meetings unless an executive session is called, at which ~~point~~ only the Members of the Board of Directors and the Executive Director may be present.

13. Members of the Advisory Council shall participate in Board discussions, but they shall have no vote in Board decisions and resolutions. Members will be able to participate on committees and carry out special assignments as designated by the Board of Directors.

14. Members of the Advisory Council are required to attend at least three-fourths (3/4) of the regular meetings in a calendar year, one-half (1/2) of the special meetings in the calendar year, and the annual meeting of the Board of Directors, as well as the annual meeting of the membership of the corporation.

15. The members of the Advisory Council shall decide among themselves as to their own schedule of meetings. Members are encouraged to meet at least one (1) time every calendar quarter. At such meetings, a reasonable vote-taking system shall be devised so as to provide written ^{presentations and} recommendations to the Board.

^{both verbal +}

Resolution
NOW, THEREFORE
BE IT RESOLVED

Chyauose looking in corp
(CHS) form for
book for
great
language

The Colorado Humane Society, S.P.C.A., Inc. Advisory Council
(Regulations and Qualifications of Members).

1. Members of the Advisory Council shall not be directors, officers, or employees of the corporation. (a)

2. The functions of the Advisory Council shall not include participation in the operating management of the corporation. Each shall act as an advisory, non-voting consultant to the Board. The Council shall consider, advise upon and make recommendations to the Board with respect to matters of policy relating to the general conduct of the business of the Corporation as may be submitted to it by the Board or other duly authorized committee. (b)

3. The Advisory Council shall have no power to act on behalf of the Board. (c) ~~The Advisory Council shall have no voting~~

4. The Advisory Council shall act as a pool from which future Board of Director members and officers may be elected in accordance with the terms of the By-laws.

5. Election of the Advisory Council members shall be by the Board from among the membership of the corporation in good standing, including the members of the Board or the officers of the corporation, and may take place at any annual, regular or special meeting of the Board. (d)

6. Council members shall be elected from a list of nominees, which list shall be names submitted by the existing Advisory Council, by the officers of the corporation, and by the Board. The list shall be compiled not less than one (1) month prior to the date of the meeting in which the election is to be held. Nominees shall present a brief biographical statement to the Board at such time and place may be determined by the Board.

7. Election of Council members shall be by the affirmative vote of a majority of the Directors with a quorum present.

8. Resignation from the Council or termination of membership on the Council, shall be as prescribed by the provisions of the By-laws, ~~In Article 4, Section 6 & 7.~~ as found in Article IV, Sections 6 & 7!

9. Transfer of Council membership shall not be permitted.

10. There shall not be ^{rather} a minimum or maximum number of members on the Advisory Council.

11. Members of the Advisory Council ~~shall have an~~ ^{may serve an} unlimited period of time ~~to serve~~ on the Council, providing they meet the other qualifications of ~~the~~ By-laws and standards.

this Resolution, the By-laws, or other standards as dictated by the Board.

12. Members of the Advisory Council shall sit ⁱⁿ on Board of Directors meeting, unless an executive session is called, at which point only the Members of the Board of Directors and the Executive Director may be present.

13. Members of the Advisory Council shall participate ⁱⁿ in Board discussions ~~and decisions without voting power.~~ Members will be able to participate on committees and carry out special assignments as designated by the Board of Directors. ^{but they shall have no vote in Board decisions.} ^{resolutions}

14. Members of the Advisory Council are required to attend at least ~~one-half (1/2)~~ ^{3/4} of the regular meetings ^{of the BoD} in the calendar year, ~~one-fourth (1/4)~~ ^{1/2} of the special meetings in the calendar year, and the annual meeting of the Board of Directors. ^a

15. ~~Members of the Advisory Council may include those individuals who are currently or will provide services on any kind of basis to the society, regardless of whether they are paid for such services.~~

15. The Members of the Advisory Council shall decide among themselves as to their own schedule of meetings. Members are encouraged to meet at least one (1) time every calendar quarter. At such meetings, a reasonable note-taking system shall be devised so as to provide written recommendations to the Board.

(a) Members may be agents, independent contractors, or other representatives of CTS, whether they receive compensation for their services or not. Members of the Advisory Council must, however, be members of CTS.

Only individuals may be members of the Advisory Council. ~~There~~
No organizations, corporations, foundations, or other entities may be members.

(b)

New II

- The Advisory Council may participate in any and all phases of the ~~phases~~ business as directed by the Board, including participation in any fund-raising activities or programs.

Each Member ~~of~~ of the Advisory Council ^{are encouraged and} shall be expected, when so directed by the Board, to actively pursue all avenues available ~~to him/her~~ to promote the image and philosophy of CTS and to raise whatever funds are necessary and available.

(c) The Advisory Council shall have the authority to publicly represent CTS in any of its activities or programs.

(d) Upon election to the Advisory Council, ~~the~~ a Member shall cease to

be and to function either as a director, officer, or both, as the case may be.

Colorado
~~DEFENDERS~~ HUMANE SOCIETY

ADVISORY BOARD

Council

1. Members of the Advisory Board shall sit on Board of Directors meetings, ~~unless executive sessions are called.~~
2. Members shall participate in Board discussions and decisions without voting power. *when so designated by the Board.*
3. Members will be able to chair committees, participate on committees and carry out special assignments as designed by the Board of Directors.
4. Members shall serve as a pool from which future Board of Directors members shall be elected.
5. Prospective members shall present a biographical profile to the Board of Directors for selection to the Advisory Board.
6. Advisory Board members will be elected to that Board by a majority vote of the Board of Directors.
7. Every attempt should be made to maintain an Advisory Board of at least six members with no upper limit.
8. Members of the Advisory Board shall have an unlimited period to serve on the Board as long as they attend at least three Board of Directors meetings from one annual meeting to the next.
9. Members of the Advisory Board may be nominated to the Board of Directors by the Nominating Committee. The general membership shall vote on the nominees at the annual meeting. Each nominee shall have attended at least three Board of Directors meetings.

*neg. 2
10/17/89*