

By-Laws

The New Jersey Society for the Prevention of Cruelty to Animals

12-20-06

Section I

Title and Object

- 1) The name of the entity is “The New Jersey Society for the Prevention of Cruelty to Animals”, its objective shall be the enforcement of animal cruelty laws of the State in accordance with N.J.S.A. 4:22 et seq., to provide effective means for the prevention of cruelty to animals, promote the interests of, and protect and care for animals within the State (hereinafter “Society”).

Section II

Members

- 1) The membership of the Society shall consist of life, active and junior members.
- 2) The names of all applicants for membership shall be referred to the Membership Committee for processing. Applicants shall be reviewed by the Trustees and processed at the next regular meeting of the Society. Membership is a privilege, not a right and as such the Board of Trustees reserves the right to deny membership based on recommendation of the Membership Committee
 - a) Dues for each County Society shall be in the amount One Thousand Dollars (\$1000.00) and shall be paid each year on or before January 1st of each year. Said dues can be adjusted upon application to the Board of Trustees demonstrating a financial hardship.
- 3) Active members shall pay annually dues into the Treasury of the Society the sum of Twenty five (\$25.00) and have the right to participate in membership meetings, to sit on committees, to vote for the Board of Trustees if they attend a minimum of 6 Trustee meetings within the previous 12 months leading up to an Election and otherwise act in the best interests of the Society. All Active members that wish to vote in an election of Trustees must be members in good standing. Good standing shall include dues being paid up. Junior members shall be persons under the age of twenty-one years, who shall pay annually as dues into the treasury of the Society the sum of Ten Dollars (\$10.00) and they shall have no voting powers.
- 4) Honorary members shall be such as may be chosen from time to time by the majority vote by the Board of Trustees and such members shall be exempt from dues, and they shall have no voting powers.

- 5) Life members shall pay the one time sum of One Thousand Dollars (\$1,000.00) for this status and shall enjoy the same privileges as an Active member. Life members and those members who served fifteen (15) consecutive years in the Society and is over 65 years of age shall be exempt of annual dues.
- 6) Any active member who shall be in arrears in payment of dues for the period of sixty (60) days shall not be eligible to vote at any meeting of the Society until such arrearage shall have been paid, and such arrearage must be paid at least ten (30) days in advance of any meeting. In case any Active or Junior member or County Society shall be in arrears in the payment of dues for a period of sixty (60) days, said membership in the Society shall automatically expire and their "Certificate of Authority" will be revoked with ten (10) days written notice of the Board of Trustees.
- 7) The Officers of the Board, all Humane Law Enforcement Officers and Agents may be paid employees.
- 8) Any member of the Board of Trustees may be removed from the Society for cause by a majority vote of the Board of Trustees present and entitled to vote at a meeting specially called for the purpose. At least ten (10) days notice of the meeting and of the allegations supporting the recommendation for removal shall be given to such member of the Board of Trustees who shall be entitled to be heard at such meeting. A member of the Board who misses three (3) consecutive meetings without being excused by the Board may be subject to forfeiture of their Board seat.
 - a) Any Humane Law Enforcement Officer, Agent or member, may be removed from the Society for cause, which shall be deemed to be any material digression from the rules and regulations of the Society by being summoned to appear for a hearing before the respective Membership or Badge Committee. The finding of the respective committees will be submitted to the Board of Trustees for final adjudication without further hearings or appeal.
 - b) Anyone given notice of such meeting and allegations who fails to attend said meeting shall automatically be removed from the Society.

Section III

Board of Trustees

- 1) There shall be a total of fifteen (15) members of the Board of Trustees (the Board"), nine (9) in number shall be elected from among the voting membership of the Society at the regular annual meeting and who shall hold office for the following terms for six (6) years, There after the terms are respectively:

5 for a term of 6 years - To be Elected in 2008
4 for a term of 6 years - To be Elected in 2009
3 for a term of 6 years - To be elected in 2010

- a) Of the fifteen (15), there shall be three (3) Trustees elected from the membership of the County Societies. County Branch Societies that have no membership shall not be eligible for service on the State Board. One member each shall be chosen from the North, Central and South Counties as defined in 4:22-11 a.(1). Recommendations of nominees may be submitted to the Society for consideration. The Board of Trustees of the Society reserves the right to nominate for election to the State Board any Subordinate County Society member they choose. There will be three (3) members of the Board of Trustees selected by the Governor with Senate approval.
 - b) A County Society Law Enforcement Officer, Agent, or board member of a County Society shall not be eligible to serve on the Board except as provided in 1a of this section.
- 2) Eight (8) members attending a meeting of the Board shall constitute a quorum to transact business at any regular or special meeting thereof upon the naming of the gubernatorial appointees, in their absence a quorum shall be seven (7). Special meetings called for the purpose of considering emergent matters may be conducted via telephonic conferences.
 - 3) The Board shall have power to elect officers of the Society, and to fill vacancies in its own number or in any office in the Society. Those so elected shall hold office until the next annual meeting of the Society, until their successors are elected or until the Board takes action concerning that person's office. The Governor's appointments shall not serve in any Office of the Board. The Board shall also have power to perform such other duties as are hereinafter specified in these By-Laws or as stated pursuant to law.
 - 4) The Board shall hold monthly its regular Board meeting on the second Tuesday of each month at 7:30PM. Notice of meetings will be sent to all Board members by the Secretary of the Board. The Board may adjust this schedule upon 30 days notice.
- a) Special and regular meetings for members of the Society may be called at any time by the Board. Notice of such meetings will be mailed to each member of the Society at least five (5) days prior to the holding of such meeting.
 - b) Life and Active members are eligible to vote at the January or November annual meetings only if they attended at least 6 prior monthly meetings of the State Society in the previous 12 months leading up to an election.

- 5) Consistent with the N.J.S.A. 4:22 et seq., the Board is charged with the conduct of the affairs of the Society in all respects and shall have full control over the property and assets of the Society and status of its Officers, Committees, Agents, Employees, Members and Humane Law Enforcement Officers, including the Chief Humane Law Enforcement Officer. The Society shall have the authority to take any action as permitted under the Laws of the State of New Jersey, as specifically delineated in N.J.S.A. 4:22-11.4.

OFFICERS OF THE BOARD

- 6) The officers of the Society shall be a President, Vice President, Secretary, and Treasurer, who shall be elected by the Board from among their own number. They shall be elected at a meeting of the Board and shall hold office for the following terms respectively.
 - a) President, Vice President, Treasurer and Secretary and they shall serve until their successors are elected.
 - b) No member of the Board shall be elected to any office in the Society where the term of such office extends beyond the term of each member on the Board.
 - c) The Board shall also have power to appoint an Executive Secretary, an assistant to the Treasurer and a Superintendent, with such duties and authority as may be directed by said Board of Trustees.
- 7) The Officers of the Society shall have such powers and authority to perform such duties as are appropriate to their respective offices as approved by the Board, and such as shall be prescribed for or delegated to them from time to time by the Board.

It shall be the duty of the President to preside at all meetings of the Society and of the Board of Trustees. The President shall have power to appoint necessary committees with the approval of the Board, with the exception of the Nominating Committee and will effectuate the decisions of all committees and to execute on behalf of the Society all contracts, deeds and other instruments subject to direction from the Board. President shall be selected by a majority vote of the Board and shall serve subject to and at the pleasure of the Board performing administrative tasks of chairing all Board meetings, coordinating activities and communication between the members and the Board and among the Board. Unless otherwise directed by the Board the President shall serve as the public spokesperson for the NJSPCA. In the event of an emergency situation and only until a Board meeting can be convened the President shall have the authority to render decisions, any decision is subject to Board ratification. The Board may assign duties to the President, those duties shall permit supervision and control of the affairs of the Society, however all actions of the President are subject to review of the Board which may or may not ratify the actions of the President, provided however the President shall not have authority over Humane Law Enforcement Officers and Agents when in the field under the command of the Chief Humane Law

Enforcement Officer or his designee. The President shall be a member of all committees ex-officio.

- 8) Vice President shall serve when the President is unable to perform and shall serve subject to and at the pleasure of the Board.
- 9) The Secretary shall keep full minutes of all proceedings of the Society and the Board and shall attest instruments executed by the President as acts of the Society. The Secretary shall keep a roll of members and shall at all meetings of the Society present said roll showing the names of all members in good standing entitled to vote at such meeting. The Secretary shall also give notice of all meetings as hereinafter provided. Secretary shall serve subject to and at the pleasure of the Board and shall be responsible for ensuring accurate and effective communications between the members and among the Board, duties include but are not limited to, maintaining minutes of all Board meetings and ensuring that required public notices are made and other such duties as are customarily associated with this position and as otherwise assigned by the Board.
- 10) Treasurer shall serve subject to and at the pleasure of the Board, with responsibilities to maintain accurate financial records, to interface with financial professionals, i.e. accountant, auditors, to ensure that all reports are timely and properly filed as required by Statute, to regularly report to the Board on financial status and to obtain Board approval for expenditures and prepare check requests and other duties as assigned by the Board.

The Treasurer shall annually, during the month of December cause to be sent to all members a statement of annual dues, which shall be payable January 1st of the succeeding year, and shall from time to time advise the Secretary of such members in arrear. All persons who may from time to time be elected Active members in the society shall be required to pay a full year's dues before becoming entitled to any privileges of the membership. The Treasurer, when sending a bill to such members for the fiscal year following that in which they have been elected, shall give proper credit for such amount of dues previously paid by such members as is applicable to the new fiscal year. Responsibilities include, accurately maintaining all operating (payable and receivable) and investments accounts, making timely reports as required or as requested by an authorized authority, prepare and manage a budget and take steps essential to maintain the financial stability and integrity of the Society. The Treasurer shall be charged with the custody and investment of the Society's funds under the direction of the Board of Trustees. The Treasurer shall send to the Attorney General each June 1st an audited copy of the Society's financial audit by a New Jersey Certified Public Accountant.

- a) The following shall be permanent standing committees whose membership shall be selected from the Board, Law Committee, Membership Committee and Finance Committee. Each Committee shall have a minimum of three people, one (1) of its members serve as Chairperson of that Committee, at the pleasure of the Committee and Board, with the administrative authority to coordinate the daily activities of the Committee upon the instructions of and under the supervision of the Committee as a whole.
 - b) The Finance Committee shall be responsible for all financial matters affecting the Society, subject to the approval of the Board of Trustees. The Treasurer of the Society shall serve a member of the Committee. The Committee shall be responsible for providing regular reports to the Board of all financial activities.
 - c) The Law Committee shall consist of three (3) Trustees and be appointed by the Board whose membership shall be subject to and serve at the pleasure of the Board and whose responsibilities shall include the oversight of all non-law enforcement legal matters affecting the NJSPCA, coordination of all outside counsel and ensuring compliance with the laws of the State. The Committee shall coordinate all litigation and legislative related activities, including retaining professionals and making recommendations to the Board concerning litigation and providing regular reports to the Board of all legal and legislative activities.
 - d) The Membership Committee shall consist of three (3) Trustees and be responsible for accepting applications for membership into the Society. The Committees shall also hear and make recommendations on suspension and/or expulsion of members of the Society to the Board of Trustees who will make a decision from the committee's recommendations.
 - (e) The Badge Committee shall consist of three (3) Humane Law Enforcement members who shall be selected by the President and approved by the Board of Trustees. The Committees shall also hear and make recommendations on suspension and/or expulsion of members of the Society to the Board of Trustees who will make a decision from the committee's recommendations.
- 11) The Board shall annually, prior to the May meeting, cause the books of the Society to be inspected by a New Jersey Certified Public Accountant, and the result of such audit shall be reported at the annual meeting of the Society by the Treasurer.

CHIEF HUMANE LAW ENFORCEMENT OFFICER

Superintendent shall serve subject to and at the pleasure of the Board and shall have full administrative and managerial responsibility over the day to day law enforcement functions of the NJSPCA, these responsibilities shall include but are not limited to, ranking structure and position duties associated with that rank, performance

evaluations, coordination of court presentations, maintaining statistical data for submission pursuant to the Statute and any other responsibilities as assigned by the Board. As with the actions of any officer the actions of the Superintendent are subject to ratification of the Board.

Chief Humane Law Enforcement Officer shall be selected pursuant to Statute and shall have administrative responsibilities to coordinate the activities between the State organization and the Counties, e.g. in accordance with Title 4:22-11.8.

The Board of Trustees shall appoint a Chief Humane Law Enforcement Officer from among the commissioned humane law enforcement officers, pursuant to N.J.S.A. 4:22-11.4.e.

The Board of Trustees shall appoint agents for enforcing all laws and ordinances enacted for the protection of animals and for the investigation of alleged acts of cruelty within the State. Appoint agents for commission as a Humane Law Enforcement Officer.

A Chief Humane Law Enforcement Officer or any elected Officer of the Board of Trustees may be removed for Official misconduct, excessive absenteeism or dereliction of duty, by a vote of a majority of the Trustees. Notice of such meeting and charges against the Chief Humane Law Enforcement Officer or any elected Officer of the Board of Trustees shall be sent by mail to every voting Trustee. Notices are to be mailed by first class post, not less than fifteen (15) days before the hearing date.

Upon the approval of the Board a single person may hold more than one office.

Duties of the Chief Humane Law Enforcement Officer subject to Board supervision and approval shall be to:

- i) Have control over all Humane Law Enforcement Officers and Agents.
- ii) Train all Humane Law Enforcement Officers and Agents.
- iii) Establish continuous annual training for Society members and all County Branches in conjunction with the PTC.
- iv) Prepare for the Board quarterly law enforcement activities for the Society and all County Societies.
- v) Send quarterly statistical reports to the Attorney General's Office and the Legislature.
- vi) General supervision of all Humane Law Enforcement Officers and Agents.
- vii) Direct all County Society training and continue mandatory education.
- viii) Have control over all enforcement equipment.

- ix) Purchase enforcement equipment with Board approval.
- x) Prepare annual Law Enforcement budget to the Board for approval and submit quarterly reports to the Board.

The Board reserves the right to alter at any time the duties of the Chief Humane Law Enforcement Officer

- 12) The Board of the Society shall be elected by ballot at the annual meeting of the Society. At least sixty (60) days prior to such annual meeting, the Board of Trustees of the Society shall appoint a Nominating Committee consisting of three (3) voting members. Such Nominating Committee shall select a candidate for each place to be filled on the Board, and shall within thirty (30) days from date of appointment of the said Committee report such nominations to the Board and membership. No nominations shall be received from the floor. No proxies shall be voted at the annual meeting of the Society. In order to be a candidate for a seat on the Board, the candidate must be a member in good standing, and also have been present at a minimum of 6 monthly meetings in the previous 12 months meetings held for the Society. Also the person to nominate an Individual also must have been present at a minimum of 6 monthly meetings in the previous 12 months meetings held for the Society. The nomination must be signed by the nominee confirming that he/she is willing to run for election. Ballots must be received by the Secretary no later than fourteen (14) days before the election by certified mail or posted at Headquarters on the bulletin board no earlier than five (5) days before the election. The Secretary, when mailing notice of the annual meeting, as provided for in Section Three, Paragraph 9, of the By-Laws shall give a full list of the names to the persons so nominated for the various positions. The Nominating Committee shall prepare a sufficient number of official ballots, upon which shall be written, typed, or printed the names of all candidates, as may have been nominated in accordance with the By-Laws. The ballots shall be consecutively numbered and shall be delivered to the presiding officer at the beginning of the meeting.
- 13) The President shall appoint two (2) tellers who shall distribute, collect, and count the ballots and report the result to the presiding officer, who shall immediately announce such result. The ballots shall be cast in a suitable closed receptacle and, immediately after the announcement of the result of the election, shall be placed in the custody of the Secretary of the Society who shall preserve same until the next meeting following election of officers.

Section IV

Meeting

- 1) The annual meeting of the Society shall be held in the Township of New Brunswick, N. J., at 7:30 o'clock P.M. on the third Monday of January. The Secretary shall cause notice of such meeting, to be given by depositing in the mail, at least ten (10) days

before such meeting, a notice thereof to every voting member of this Society in good and regular standing according to the books of the Society, or by causing the same to be published in two newspapers in the State of New Jersey not less than ten (10) and not more than fifteen (15) days before the meeting. The said notice shall contain a list of the persons selected by the Nominating Committee to fill the various positions on the Board. At said annual meeting there shall be submitted reports from the President, Secretary, Treasurer, Board Trustees and Chief Humane Law Enforcement Officer/Superintendent and the Society's legal counsel.

- 2) A regular meeting of the said Society, in addition to the annual meeting, shall be held on the third Monday of November at 7:30 PM, upon like notice from the Secretary, as provided as for the annual meeting, held on the Third Monday in January.
- 3) Special meetings of the Society may be called by the President or in his absence by the Vice President, or at the written request of any three (3) Board Members or of any ten (10) voting members of the Society. At least ten days notice by mail shall be given of all special meetings thereof, in the manner provided for the annual meeting, stating the purpose for which such meeting shall have been called.
- 4) The following shall be the order of business at meetings of the Society:
 - a) Presentation of the written Agenda as distributed by the Secretary 24 hours before convening the meeting.
 - b) Passage of the prior meeting's minutes.
 - c) Treasurer's report.
 - d) Law enforcement reports.
 - e) Committee reports
 - f) Old business.
 - g) New Business. No matter of New Business may be discussed unless prior notice is given to the Secretary 24 hours in advance of the meeting to afford an opportunity to the Board to review.
 - h) Good and Welfare
 - i) Comments from the membership.

SECTION V

Investments

- 1) All monies received for a dedicated purpose shall be used for that purpose expressly. After a period of two (2) years of inactivity, if any monies remain, the funds shall be placed in the general fund.

Section VI

Budget

- 1) The Board shall review and approve a budget prepared under the supervision of the Treasurer showing in detail, estimate of the necessary expenditures of the Society for the fiscal year beginning January 1st and ending December 31st, and an estimate of the income of the Society and the sources thereof during the same period. The total amount of expenditures provided for in such budget shall not be exceeded by the said Society, except with the consent of the Board. Such budget shall be presented for approval of the Board at a meeting of said Board to be held not later than thirty (30) days after their election.

Section VII

- 1) The Board shall have sufficient quantities of these By-Laws printed, and the Secretary of the Society shall see that every voting member of the Society is furnished with a copy thereof.

Section VIII

- 1) These By-laws may be amended at any regular meeting or special meeting of the Society by a vote of a majority of the Board. Except in extraordinary circumstances where in the opinion of a majority of the Board immediate action is required, all proposed amendments shall have been presented at the preceding regular meeting or special meeting of the Society and a copy of the proposed amendment be sent by mail with the notice of the meeting.
- 2) Upon passage all twelve Directors will begin their new six (6) year term after the current elected term ends.