

**Darlington County Humane Society Board of Directors Meeting
October 14, 2013
First Baptist Church, Hartsville, SC**

Members In Attendance: Jeanie Gainey, Crystal Hulsey, Leslie McElveen, Kit Hardee, Kim Tiedemann, Carol Stackhouse, Jackie Kirven, Robin Jones

Absent: Barbara Moore, Billie Poston, Lynette Savereno, Bev Bisazza

Guests In Attendance: Kathy McDonald, Kathy McGowan, Tyrone Baker, Debbie Anderson, Alan Shelley

Kit Hardee and Crystal Hulsey, Co-Chairpersons, called the meeting to order at 6:50 pm.

1. Item: minutes from September 9, 2013 meeting

Action: Carol made a motion to approve the September minutes. Seconded and carried without dissent.

2. Item: Yard Sale

Leslie is willing to manage this.. We need to research taxes, procedures that Habitat for Humanity follows to advise us. Do we want to have 2-3 sales a year or have a shop open on a regular basis?

3. Item: Waggin' & Shaggin' (Debbie Anderson)

Profits totaled \$6,060.07 plus \$500 from Wal Mart after our expenses.

T shirts are still available. Kudos to Debbie Anderson for shouldering the majority of this event. Debbie has helpful feedback about the location and how we can improve next year.

4. Item: Bedminster's letter to Tyrone Baker (Kathy McDonald)

Due to Tyrone's moving words about the News 13 segment in September; they chose to send a donation of \$250 to the shelter.

5. Item: Who to Call list (Kim Tiedemann)

Kim T. wants to add to Teresa Ransom's list that she already created. Make this available to fosters and other volunteers.

6. Item: Tax-deductible donations for fosters (Tyrone Baker)

A foster asked him about claiming her expenses. Debbie Anderson or Carol Stackhouse can write a letter/receipt if a volunteer/ foster has his/her receipts. If volunteer/foster is audited by the IRS, the shelter is not held at fault; the taxpayer must provide receipts to match the letter from the shelter.

7. Item: protection for mixed genders riding in shelter vehicles (Alan Shelley) Jeannie will research with a lawyer the need for a waiver for mixed genders riding together in shelter vehicles.

8. Item: shelter business (Tyrone Baker)

- new position (Jackie); position is working well but spay/neuter appointments are difficult to

- manage; allows Zack and Tyrone to do more customer service
- these requests need to be addressed to Jackie only and have this in the subject line: INFO NEEDED. Addressing these email requests to numerous people just causes everyone to think someone else will take care of the request.

9. Item: Volunteer Organization/Orientation (Kim T.)

Approached Tyrone about making a volunteer video (about 15-20 minutes in length) for new volunteers to watch right there in the shelter office. This video would include a brief history of the shelter, the reduction in euthanasia rates (Lynette's chart), safety tips for volunteering at the shelter, etc. Tyrone and Kim will work on this.

10. Item: shelter projects (Jackie Kirven/ Tyrone Baker)

Ask Randy to come finish the cat habitat doors.

11. Item: spay/neuter grant (Kathy McDonald, Betty McGalliard)

SNAP spay neuter assistance grant; distributed handout explaining protocol; ask applicants to pay \$14 for Rabies and Bordetella vaccines and the grant will pay for the surgery; funds must be used within a year; assistance is limited to 5 dogs per household

12. Item: budget report (Kathy McDonald)

Kathy submitted report for January -May 2013. Kathy will make a list of her responsibilities so that other volunteers can step up to take over some of her tasks for the shelter. She needs more time to work on budgeting instead of spreading herself so thin.

13. Item: amendment of by-laws (Crystal Hulsey, Kit Hardee)

1st CHANGE SUGGESTED FOR THE BY-LAWS

Leslie made a motion to approve the change of this phrase. Robin seconded this motion. Discussion ensued about *whether the board would need to state a cause* if a board member is to be voted off the board. Discussion continued about how the board *would not vote to remove someone unless they knew the cause anyway*. Thus, Leslie withdrew her motion to change this phrase. (Perhaps we need to ask a lawyer what this phrase means anyway.)

Section 2.06. Removal. An elected Director may be removed only at a meeting called for the purpose of removing the Director and the meeting notice states that the purpose, or one of the purposes, of the meeting is the removal of the Director. Any Director elected by the Board of Directors may be removed from office **without cause for a stated reason if approved** by a two-thirds (2/3) vote of the Directors then in office.

2nd CHANGE SUGGESTED FOR THE BY-LAWS

Leslie made the motion that these changes in red be made to this section. Barbara seconded the motion by proxy. The motion did not pass.

Section 3.02. Vice Presidents. *Note: This section has a typographical error; it should be section 3.03.*

Except as otherwise determined by the Board of Directors, **each one** Vice President shall serve under the direction of the President **and be designated as the president-elect**. Except as otherwise provided herein, **each that** Vice President shall perform such duties and may exercise such powers as are incident to the office of vice president and as are from time to time assigned to him by the Act, these Amended and Restated Bylaws, the Board of Directors, an authorized committee thereof, or the President. In the absence, incapacity, inability, or refusal of the President to act, the **most senior** Vice President shall assume the authority and perform the duties of the President. Except as otherwise provided herein and as may be specifically limited by resolution of the Board of Directors or an authorized committee thereof, the Vice President shall have full authority to execute on the Corporation's behalf any and all contracts, agreements, notes, bonds, deeds, mortgages, certificates, instruments, and other documents which the Board of Directors has authorized. **If the Board of Directors appoints more than one Vice President, the seniority of the Vice Presidents shall be determined from their dates of appointment unless the Board of Directors shall otherwise specify. Designation of a "Senior" or "Executive" Vice President by the Board of Directors shall be an indication of seniority.**

3rd CHANGE SUGGESTED FOR THE BY-LAWS

Leslie made the motion that we make the changes in red as shown below. Barbara seconded these changes by proxy. Kit made the motion that we add the phrase “up to two years” and the “most senior vice president is the senior-elect” who will be president. Discussion ensued and we realized that **we need to discuss the next time about the president elect the terms.**

Section 3.02. President. The President shall be the chief executive officer of the Corporation and, subject to the authority of the Board of Directors, shall manage the business and affairs of the Corporation. The President shall whenever **for a term of two years, being shadowed by the president-elect for the last six months of that term.** possible preside at all meetings of the Board of Directors, unless a Chairman of the Board is elected and is assigned one or both of such duties by these Amended and Restated Bylaws or by action of the Board of Directors. The President shall see that the resolutions of the Board of Directors and authorized committees thereof are put into effect. Except as otherwise provided herein and as may be specifically limited by resolution of the Board of Directors or an authorized committee thereof, the President shall have full authority to execute on the Corporation's behalf any and all contracts, agreements, notes, bonds, deeds, mortgages, certificates, instruments, and other documents which the Board of Directors has authorized. The President shall also perform such other duties and may exercise such other powers as are incident to the office of president and as are from time to time assigned to him by the Act, these Amended and Restated

Bylaws, the Board of Directors, or an authorized committee thereof.

Kit adjourned the meeting at 9:18 pm.