NOTICE OF ANNUAL MEETING

YORK COUNTY SOCIETY FOR THE PREVENTION OF CRUELTY TO ANIMALS

To the members of the York County Society for the Prevention of Cruelty to Animals:

Notice is hereby given that the Annual Meeting of the members of the York County Society for the Prevention of Cruelty to Animals (the “Organization”) will be held at 5:00 p.m. local time on Tuesday, March 14, 2017 in the Conference Center in the lower level of the Main Classroom Building at Penn State York, 1031 Edgecomb Avenue, York, PA 17403; directions are available at http://york.psu.edu/visit/map.

At the meeting, action will be taken with respect to:

(1) The election of seven Directors to hold office for three-year terms and until their respective successors have been elected and qualified.

The Nominating and Governance Committee of the Board of Directors of the Organization recommends a vote FOR the following seven individuals (all of whom are animal lovers) to be elected as Directors:

Anne Wagner – Anne, who has served as a Director of the Organization since 2011, was instrumental in the formation of our Equine Committee and remains its Chair. She works tirelessly to find farms to foster the horses who come into our care and qualified adopters to provide forever homes. She has also been active in developing and working at fund raising events which help pay for equine care.

Michelle Frye – Michelle Frye, a Certified Public Accountant with the accounting firm of RKL in York, has been a member of the Board of Directors since 2014. She served as Assistant Treasurer of the Organization and has served as Treasurer since 2015. In that position, she oversees the finances of the Organization.

Brian Kottcamp – Brian is standing for election to his first term as a Director of the Organization. Brian is the retired President of Shipley Energy Company and has served on the Boards of numerous organizations. He is currently Chair of the Board of the YMCA of York County.

Carla Horn - Carla is standing for election to her first term as a Director of the Organization. Carla retired from YTI Career Institute where she served as Vice President, Human Resources and as York Campus President. While at YTI, she worked with our Organization to create a partnership with YTI’s Veterinary Technician Program. She has served on a number of non-profit Boards and Committees.

Linda Seitz – Linda was previously a member of the Organization’s Board of Directors. She left the Board in 2014 at the expiration of her term. Our By-Laws permit former Directors to serve on the Board again if at least one year has passed since their last service. Linda worked tirelessly on and at numerous SPCA fundraising events.
Tricia Slagel – Tricia is a Marketing Officer for People’s Bank and has over 12 years of marketing experience. People’s Bank has been a strong supporter of our Organization and Tricia has worked on a number of their fundraising activities on our behalf. She has the primary responsibility for event planning at People’s Bank. She has served on a non-profit Board and has volunteered with several local organizations.

Carolyn Warman – Carolyn is the retired Executive Director of Leadership York, having served in that position for over 20 years. Leadership York’s Mission is to train, connect, and inspire individuals to serve the York community in leadership positions. Carolyn is particularly expert in matters relating to the structure, organization, functioning and governance of non-profits.

The Nominating and Governance Committee has received a Petition nominating four individuals to serve as Directors. The Petition was signed by fourteen members of the Organization, including the four nominees. The four nominees are:

    John Hanson
    Stuart Kendig
    Robert Myers
    Jeanne Wagner

The Nominating and Governance Committee is NOT recommending the election of these four nominees.

(2) An amendment to the Organization’s Articles of Incorporation as set forth in Exhibit A.

The Board of Directors recommends a vote FOR this amendment.

(3) Amendments to the Organization’s By-Laws as set forth in Exhibit B.

The Board of Directors recommends a vote FOR these amendments.

and such other business as may properly come before the meeting or any adjournment or postponement thereof. Members in good standing as of February 1, 2017 will be entitled to vote at the meeting.

By Order of the Board of Directors

Date: February 24, 2017

Christian Miller
Secretary
STATEMENT OF THE BOARD OF DIRECTORS CONCERNING THE PROPOSED AMENDMENTS TO THE CERTIFICATE OF INCORPORATION AND THE BY-LAWS

Under Pennsylvania law, a non-profit corporation may have voting members or it may be constituted as a non-member organization. When the York County Society for the Prevention of Cruelty to Animals (the “Organization”) was incorporated in 1926, the Articles of Incorporation provided for having members. The Board of Directors of the Organization is proposing to amend the Organization’s Articles of Incorporation to make it a non-member organization.

Organizations with voting members are normally established that way because their purpose is to serve the needs of their membership. Social clubs, churches, chambers of commerce and trade associations are examples of entities that exist to serve their members. Most charities that are established to benefit third parties, whether they be cancer patients, victims of natural disasters, or wildlife, are not organized with voting memberships. They are governed just by their Board of Directors, who elect their replacements.

In recent years, the Strand-Capitol Performing Arts Center and the York Symphony Orchestra are examples of organizations in our area that have gone from having voting members to not having them. One reason for doing this is that voting memberships can make the process of corporate governance more complicated and time-consuming. They result in the corporation having to keep up with certain Pennsylvania corporate law requirements that it would not otherwise have to, including monitoring who is considered to be a member. It uses staff and volunteer time that could be better spent.

Our Executive Director, Melissa Smith, serves as a Director on the Board of the Federated Humane Societies of Pennsylvania. She polled her fellow Directors and, of the eight respondents, the following seven had eliminated voting memberships – some recently and some decades ago:

- Humane PA (Humane League of Berks County/Humane League of Lancaster County)
- Brandywine Valley SPCA
- Clearfield County SPCA
- Bucks County SPCA
- Lifeline Animal Rescue
- Lycoming County SPCA
- Humane Society of Harrisburg

One, the Montgomery County SPCA, does continue to have a voting membership.
There have been instances where the fact that an organization’s members have a vote has been used to attempt to turn the organization into something inconsistent with its mission. The Sierra Club was the target of a group who encouraged people to send in their $25 dues so they could vote at the annual meeting and support a particular political agenda.

Given that the mission of our Organization is to serve the needs of animals and their human companions rather than those of our members, and that there traditionally has been very little participation in the Annual Meetings, the Board of Directors does not believe there are any serious disadvantages to changing the structure of the Organization and believes there are significant benefits. The Organization would continue to have non-voting “memberships” in the same manner that many museums and arts organizations do; they serve to identify supporters of the entity and allow for benefits linked to the level of support.

Accordingly, the Board of Directors recommends that the Organization amend its Articles of Incorporation as set forth in Exhibit A and amend its By-Laws as set forth in Exhibit B in order to change from a voting membership entity to a non-member corporation.
EXHIBIT A

AMENDMENT TO ARTICLES OF INCORPORATION
YORK COUNTY SOCIETY FOR THE PREVENTION OF CRUELTY TO ANIMALS

The Articles of Incorporation of the York County Society for the Prevention of Cruelty to Animals filed with the Department of State of the Commonwealth of Pennsylvania on March 1, 1926, as amended, are hereby amended as follows:

1. Paragraph 6 is hereby revised in its entirety to read as follows:

   “6. The corporation has no capital stock and will issue no shares.”

2. Paragraph 7 is hereby revised in its entirety to read as follows:

   “7. The corporation shall have no members.”
EXHIBIT B
CONSTITUTION AND BY-LAWS

YORK COUNTY SOCIETY FOR
THE PREVENTION OF CRUELTY TO ANIMALS

Revised 1970;

Amended:
February 15, 1972
January 14, 1986
January 13, 1987
February 13, 1989
February 2, 1993
February 1, 1999
March 8, 2005
Amended and Restated:
March 11, 2008
Amended:
CONSTITUTION

Article I.
The name of the organization shall be “The York County Society for the Prevention of Cruelty to Animals” (“YCSPCA”).

Article II.
The objectives of the YCSPCA shall be to provide long-term animal and human services to residents of York County through programs that find permanent, loving homes for displaced and stray animals; help control animal population growth; investigate and prosecute cruelty offenders and educate the general public about animal wellness and safety.

Article III.
The place where the business of the YCSPCA is to be transacted is in York County, Pennsylvania.

Article IV.
Upon the dissolution of the YCSPCA, the Board of Directors shall, after payment of all liabilities, dispose of all the assets of the YCSPCA to an organization or organizations organized and operated exclusively for charitable or educational purposes as shall at the time qualify for exemption under Section 501 (c) (3) of the Internal Revenue Code.

Article V.
The YCSPCA has no capital stock and will not issue any shares, but is and will be maintained by the fees, fines and assessments of its members, as well as by the voluntary gifts and contributions received by the organization. All fees, fines, assessments, gifts and contributions received by the organization will be applied to the prosecution of the purposes of the organization and in accordance with the wishes of the donor.

Article VI.
The members of the YCSPCA shall consist of those persons who, from time to time, become members in the manner and form prescribed by the by-laws of the organization, which will also prescribe the manner in which and the reason for which membership in the organization may be lost.
Article VII.

The governing body of the YCSPCA shall be the Board of Directors who shall be elected from the organization’s membership as provided in the by-laws and will be charged with such duties as shall be prescribed by the by-laws.

Article VIII.

The by-laws of the YCSPCA, with rules for the regulation and governing of the organization, shall be adopted by the members Board of Directors thereof, and amendments thereto shall be made in the manner and form therein prescribed.
BY-LAWS

Article I. Membership

Section 1. Membership in the YCSPCA shall be renewed annually with a dues payment or qualifying donation to be established by the Board from time to time. The Board may, from time to time, establish categories of membership in the organization, the rights and benefits attributable to each class of membership and the annual dues structure applicable to each class of membership.

Payment of annual dues or qualifying donation shall entitle the individual to membership in the YCSPCA for the year ending December 31 of the year in which the membership dues are paid, except that dues payments or qualifying donations made during the fourth quarter of the calendar year shall be applied to membership for the following year. Members may contact the Executive Director or his or her designee to determine current membership status. The Executive Director or his or her designee will maintain an accurate list of the membership of the organization.

Members in good standing as of February 1 of each year shall be entitled to vote at the annual meeting. Employees of the YCSPCA and their spouses are prohibited from voting for the Board of Directors.

Article II. Officers and Directors

Section 1. The Board of Directors shall consist of no fewer than six (6) nor more than twenty-one (21) voting members who are members of the YCSPCA in good standing, as determined by the Board from time to time.

Directors should not have any affiliations that would, in the determination of the Board of Directors, prevent them from exercising independent judgment in carrying out their duties as Directors. No spouse or other immediate family member of a current Director may serve as a Director. Employees of the same firm may not serve as Directors at the same time if one has a direct supervisory relationship over the other.

Current employees and their spouses may not serve on the Board of Directors and former employees may not serve for a period of three (3) years from the end of their employment.

Section 2. The Officers shall be the President, the First Vice President, any additional Vice Presidents deemed appropriate by the Board of Directors, the Secretary and the Treasurer.
Section 3.
An Assistant Treasurer and Assistant Secretary may be appointed by the President with the approval of the majority of the Board members present at a scheduled Board meeting.

Section 4.
Each member of the Board of Directors shall be entitled to one (1) vote.

Section 5.
The President may designate one (1) member of the Board of Directors as Parliamentarian. Such Officer shall assist the President in conducting all business in accordance with Article IX.

Art. III. Article II. Election of Directors

Section 1.
The Board of Directors shall be elected at the annual meeting of the YCSPCA Board of Directors. The Board of Directors may establish qualifications for Board membership. Qualifications shall not violate any local, state or federal antidiscrimination law.

The Board of Directors may create nonvoting classes of Directors (such as advisory, honorary or life Directors) and may elect persons to serve in such capacities.

Section 2.
The Nominating and Governance Committee shall secure candidates for the directorships to be filled at the next annual meeting.

In addition to nomination by the Nominating Committee, candidates may be nominated by securing a petition signed by at least ten (10) YCSPCA members in good standing. Those signing this petition shall have been YCSPCA members in good standing at least thirty (30) days prior to signing the petition. This petition shall be presented to the Chairman of the Nominating and Governance Committee at least thirty (30) days prior to the date of the annual meeting where voting shall take place. Notice of the process for placing an individual’s name on the ballot shall be placed on the organization’s website.

Notice of the time and place of the annual meeting and of the names to be on the ballot for election as directors and any other items to be voted on at that meeting shall be made available at least five (5) calendar days prior to the meeting at the shelter and on the organization’s website. Notice may also be given by publication in a newspaper of general circulation.

Section 3.
YCSPCA members qualified to do so and present at the annual meeting shall vote on the nominees for Director by ballot. A majority of those present shall be required to elect each Director.

Section 4.

In case of a vacancy on the Board of Directors due to death, a Director being in arrears, resignation, removal or incapacity during the term for which a Director has been elected to serve, a new Director may be elected to serve the unexpired term by the majority vote of the Board of Directors present at a scheduled Board meeting.

If the number of Directors elected at the annual meeting leaves the Board with fewer than twenty-one (21) voting members, the remaining Board members may elect, by majority vote of the Directors present at any scheduled Board meeting, Directors to bring the Board membership to 21. Members thus elected by the Board shall stand for election to a full term at the next annual meeting of the Board of Directors.

Section 54.

A member of the Board of Directors may be removed for conduct deemed detrimental to the Board or the YCSPCA upon petition of five (5) members of the Board of Directors. A Petition for Removal from the Board stating the reasons for removal must be forwarded to the President, who shall certify that at least five (5) members of the Board have signed the petition.

Upon verifying the signatures of at least five (5) members, the President shall direct the Secretary to notify the member named in the petition, who shall have ten (10) days to respond in writing. The Secretary shall then forward a copy of the petition and response, if received, to all Board members. The Board shall vote on the removal of the member at the next regular monthly meeting of the Board occurring after the Secretary forwards the petition and response to all members.

In the case where the member to be considered for removal is the President, the First Vice President shall act in the President’s stead in receiving notice and in certifying the Removal Petition.

A vote of two-thirds of all Board members shall be required for the removal of a Board member.

Should a Board member be removed, a replacement may be elected as provided for in Section 43 of this Article.

Any individual so removed from the Board of Directors may not seek election to the Board for a period of five (5) years following the removal.
ARTICLE IV. Election of Officers

Section 1.

The Board of Directors shall elect the President, the First Vice President, any other Vice Presidents deemed appropriate by the Board, the Secretary and the Treasurer from the membership at the first meeting of the Board of Directors immediately following the annual meeting of the YCSPCA Board of Directors. Nominations for officers shall be made by the Nominating and Governance Committee prior to this meeting and by Directors present at that meeting.

Section 2.

A majority vote of those Directors present shall elect each Officer.

Section 3.

When a vacancy occurs in the office of President, the First Vice President shall succeed to the office of President to serve the unexpired term. When a vacancy occurs among the remaining offices, such vacancy shall be filled by appointment by the President contingent upon approval by the majority of the Directors present at the next scheduled meeting. Such appointees will serve the unexpired term.

Section 4.

An officer of the YCSPCA may be removed from office by the same procedure for removing a member from the Board provided for in Article III, Section 5, with the exception that a Petition for Removal from Office shall be required, rather than a Petition for Removal from the Board. Such a vote does not remove the individual from the Board of Directors.

ARTICLE V. Term of Office

Section 1.

Voting members of the Board of Directors will be elected for a term of three (3) years and may serve three consecutive three-year terms. Voting Directors who have served three or more consecutive three-year terms will not be eligible for reelection for a year following the completion of their final term, provided, however, that Board members who are Officers may serve an additional year to coincide with the end of their term as an Officer. The term limits in this section shall not apply to Directors first elected to the Board prior to 2008. A Board member subject to the term limits in this section may, at the conclusion of their final term, be considered for an additional term(s) by submitting a request to the Nominating & Governance Committee in writing. If, in the opinion of the Nominating & Governance Committee, a Board member’s service, skills, experience, and/or contributions cannot easily be replaced and the Board member’s continued service would be in the best interest of the organization, a Board member whose term is expiring can be granted an additional term(s) if recommended by the Nominating & Governance Committee and approved by majority vote of those YCSPCA Board members present at the annual meeting of the Board of Directors.
Section 2.
If any member of the Board of Directors is absent for three (3) Board meetings in any twelve (12) month period without having been excused for such absence by advising the Executive Director or the Secretary of the reason for such absence before the meeting, or, if unable to do so, as soon as practicable after the meeting, the Director’s membership on the Board shall be automatically terminated.

Section 3.
Board members may, with a majority vote of the Board of Directors, take a leave of absence from the Board, not to exceed a total of six (6) months of any term in office. During such time, the Director’s rights and privileges as a Director are suspended. If a leave of absence is granted to an officer, the vacancy is subject to Article IV, Section 3 for the duration of the absence.

Section 4.
Officers will be elected for a two-year term, until a respective successor is elected, not to exceed three (3) consecutive two-year terms unless, in the opinion of the Nominating & Governance Committee, an Officer’s service, skills, experience, and/or contributions cannot easily be replaced and the Officer’s continued service would be in the best interest of the organization. An Officer whose term is expiring can be granted an additional term(s) if recommended by the Nominating & Governance Committee and approved by majority vote of the YCSPCA Board of Directors.
ARTICLE VI. Duties of the Board, Board Committees and Officers

Section 1.
The Board of Directors has responsibility for managing and controlling the affairs, property and funds of the YCSPCA, including but not limited to:

(a) Strategic planning to define specific goals and objectives related to the YCSPCA’s mission, the evaluation of the effectiveness of the YCSPCA’s programs toward achieving the mission and implementing organizational performance plans;

(b) Establishing policies for the effective management of the YCSPCA;

(c) Establishing policies for the effective management of the YCSPCA;

(d) Providing oversight of the financial condition of the YCSPCA, including approving the annual budget and monitoring performance against it;

(e) Hiring the Executive Director, setting his or her compensation and evaluating his or her performance;

(f) Providing oversight of the legal and ethical conduct of the YCSPCA.

All matters decided by the Board of Directors shall be by majority vote of the Board members present unless otherwise provided in these by-laws.

Section 2.
The Board shall have the following Standing Committees: Executive, Finance and Audit, Nominating and Governance, and Human Resources. The Board may also establish such other permanent or ad hoc committees as it finds appropriate.

Section 3.
The Executive Committee shall:

(a) Have and may exercise all of the powers and responsibilities of the
Board when a matter requires the immediate action of the Board and the Board is unable to meet;
(b) Conduct the annual performance evaluation of the Executive Director. The review shall be discussed with the full Board;
(c) Review and approve for presentation to the Board all recommendations of standing and ad hoc committees;
(d) Monitor operating and capital budgets;
(e) Approve personnel decisions;
(f) Review and make recommendations on issues presented by the Executive Director;
(g) Make recommendations to the Board on policy issues;
(h) Have such other authority and perform such other duties as may be delegated to it by the Board.

The members of the Executive Committee shall be the President, all Vice Presidents, the Treasurer, the Secretary, the Chairs of all Standing Committees, the Chairs of other permanent or ad hoc committees as the President shall determine, and, in the discretion of the President, the immediate past President for a period of one year after the expiration of his or her term as President. The Executive Committee shall be chaired by the President or, in his or her absence, by the First Vice President.

Section 4.
The Finance and Audit Committee shall:
(a) Review and recommend to the Board for approval the annual budget;
(b) Review and advise the Board with respect to investment decisions, the incurrence of debt and other financial matters;
(c) Review the annual financial statements of the YCSPCA and the systems of internal controls;
(d) Oversee the annual independent audit process, including recommending to the Board the engagement of the independent audit firm, receiving the reports of the independent audit firm and reporting on the audit results to the Board;
(e) Establish policies regarding the establishment of bank accounts and the signatory requirements for such accounts, subject to Board approval;
(f) Have such other authority and perform such other duties as may be delegated to it by the Board.

The Finance and Audit Committee shall be chaired by the Treasurer.

Section 5.
The Nominating and Governance Committee shall:

(a) Identify skills and competencies needed by the Board; identify, recruit and evaluate candidates who have the skills and competencies for Board membership; maintain a roster of qualified candidates for future Board service;

(b) Recommend candidates for election to the Board by the membership at the annual meeting and by the President of the Board annually when vacancies are to be filled;

(c) Recommend a slate of officers for election at the Board organization meeting immediately following the Annual Meeting of the Membership;

(d) Oversee the orientation of new Board members;

(e) Oversee the annual self-evaluation by the Board and resulting Board development activities;

(f) Oversee the YCSPCA’s compliance with its by-laws requirements and legal corporate governance requirements and periodically review the by-laws and recommend necessary changes.

(g) Have such other authority and perform such other duties as may be delegated to it by the Board.

The Nominating and Governance Committee shall be chaired by the First Vice President and shall consist of an odd number of members.

Section 6.
The Human Resources Committee shall:

(a) Oversee the YCSPCA’s personnel and compensation and benefits policies and recommend changes to the Board as appropriate;

(b) Oversee the policies, procedures and development processes for YCSPCA volunteers;

(c) Accept and decide grievances from employees, subject to approval by the Board;
(d) Periodically review and recommend changes to job descriptions and employee and volunteer handbooks;

(e) Have such other authority and perform such other duties as may be delegated to it by the Board.

Section 7.

The President shall preside at all meetings of the YCSPCA and of the Board of Directors, and shall be ex-officio Chairman of the Board, and make an annual report at the annual meeting of the organization.

The President shall appoint a Chairman, who shall be a member of the Board of Directors, and additional members, at least half of whom shall be Board members, to the Board’s Standing Committees, subject to Board approval. The President shall appoint a Chairman and members to permanent and ad hoc Board committees from time to time as the President sees fit, subject to Board approval. The Standing Committees and the permanent and ad hoc committees shall make reports to the Board at Board meetings or provide written reports of their activities to the Executive Director, who shall include such reports in monthly meeting packets sent to Board members.

The President shall serve as an advisor to all committees, but shall sit on no committee except the Executive Committee. The President shall chair the Executive Committee. As Chair of the Executive Committee, the President may call Executive Committee meetings as he or she finds necessary or appropriate.

The President may remove a committee chairman with the approval of a majority of the officers of the Board.

The President shall serve as the spokesperson for the Board of Directors to the general public. The President may delegate this responsibility to the Executive Director or other individuals as he or she finds appropriate under the particular circumstances.

Section 8.

The First Vice President, in the absence of the President, shall assume the duties of the President. The First Vice President shall serve as the Chair of the Nominating and Governance Committee.

Section 9.

The Secretary shall provide for the keeping of the minutes of the meetings of the YCSPCA and the Board of Directors; the issuing of calls for regular and special meetings of the YCSPCA and of the Board of Directors; and the notifying of officers and directors of their election and committees of their appointment.
Section 10.

The Treasurer shall oversee the care and custody of the YCSPCA’s funds and the preparation of the YCSPCA’s financial statements and shall render to the Board of Directors at the regular meetings of the Board, or whenever they may require it, an account of all transactions and of the financial conditions of the organization. The Treasurer shall serve as the Chair of the Finance and Audit Committee.

Section 11.

The Assistant Treasurer and Assistant Secretary shall perform the duties of the Treasurer and the Secretary in their absence.

Section 12.

The Parliamentarian, if designated, shall have the duties specified in “Robert's Rules of Order” unless otherwise altered by a majority vote of the Board of Directors present.

ARTICLE VII YCSPCA Membership VI. Meetings of Directors

Section 1.

The annual meeting of the Board of Directors of the YCSPCA, at which the election of Directors from the organization’s membership and Officers shall occur, shall be conducted in March of each year, unless otherwise determined by the Board of Directors. This meeting shall be held at a date, time and place determined by the Board of Directors.

Section 2.

Ten (10) members entitled to vote shall constitute a quorum at any regular or special meeting of the YCSPCA’s members.

Section 3.

All voting at any meeting of the YCSPCA’s members shall be in person.

Section 4.

The Board of Directors may call special meetings of the YCSPCA upon fourteen (14) calendar days written notice when in its judgment it is advisable or when requested in writing by fifty (50) members of the YCSPCA. Written notice can be delivered electronically.

ARTICLE VIII. Meetings of Directors

Section 1.
Unless otherwise determined by the President or Secretary of the YCSPCA, the Order of Business at all annual and special meetings of the organization and at all regular and special meetings of the Board of Directors shall be as follows: (1) Approval of Minutes of Previous Meeting; (2) Treasurer’s Report; (3) President’s Report; (4) Report of Operations or Executive Director; (5) Reports of Standing Committees; (6) Reports of Selected Committees; (7) Unfinished Business; (8) New Business.

Section 2.

Section 3.

All business shall be conducted according to parliamentary rules and usages contained in “Robert’s Rules of Order,” unless otherwise provided in these By-Laws.

Section 3.4.

A majority of the members of the Board of Directors shall constitute a quorum at any annual, regularly scheduled or special meeting of the Board. A special meeting of the Board can be called by the President, majority of the Executive Committee, or majority of the Board of Directors upon 24 hours written notice. Written notice can be delivered electronically.

Section 4.5.

Directors may participate in Board and Committee meetings by landline telephone or other available technology if each Director can hear and be heard by each other Director.

The Board and its Committees may take any action which could be taken at a meeting by means of a unanimous written consent executed by all members of the Board or the Committee. A written consent may be circulated electronically.

ARTICLE IX. Amendments

Section 1.

These by-laws may be amended by a two-thirds vote of the members of the Board of Directors present at any annual meeting of the organization, regular meeting, or at a special meeting called for that purpose, provided that fourteen (14) calendar days notice is given of the purpose of such special meeting to the organization’s members of the Board of Directors.

ARTICLE XVIII. Liability of Directors

Section 1.

A member of the Board of Directors shall stand in a fiduciary relationship to the YCSPCA and shall perform his or her duties as a Director, including his or her duties as a member of any committee of the Board, in good faith, in a manner he or she reasonably believes to be in the best interests of the YCSPCA, and with such care, including reasonable inquiry, skill and diligence as a person of ordinary prudence would use under similar circumstances. In performing his or her duties, a Director shall be
entitled to reply in good faith on information, opinions, reports or statements, including financial statements and other financial data, in each case prepared or presented by any one of the following:

a. The Executive Director or one or more officers or employees of the YCSPCA whom the Director reasonably believes to be reliable and competent in the matters presented;

b. Counsel, public accountants or other persons as to matters which the Director reasonably believes to be within the professional or expert competence of such persons;

c. A committee of the Board upon which he or she does not serve, duly designated in accordance with law, as to matters within its designated authority, which committee the Director reasonably believes to merit confidence.

A Director shall not be considered to be acting in good faith if he or she has knowledge concerning the matter in question that would cause his or her reliance to be unwarranted.

Section 2.

In discharging the duties of their respective positions, the Board of Directors, committees of the Board and individual Directors may, in considering the best interests of the YCSPCA, consider, to the extent they deem appropriate:

a. The effects of any action upon any or all groups affected by such action, including members, employees, suppliers, customers and creditors of the YCSPCA and upon communities in which offices or other establishments of the YCSPCA are located;

b. The short-term and long-term interests of the YCSPCA, including benefits that may accrue to the YCSPCA from its long-term plans and the possibility that these interests may be best served by the continued independence of the YCSPCA;

c. The resources, intent and conduct (past, stated and potential) of any person seeking to acquire control of the YCSPCA;

d. All other pertinent factors.

Any act as the Board of Directors, a committee of the Board or an individual Director, or any failure to take any actions, shall be presumed to be in the best interests of the YCSPCA unless such action involves a breach of fiduciary duty, a lack of good faith or self-dealing.
A Director shall not personally be liable for monetary damages as such for any action taken or any failure to take any action unless:

a. The Director has breached or failed to perform the duties of his or her office under the Nonprofit Corporation Law of the Commonwealth of Pennsylvania (15 PA C.S. Section 5712) and

b. The breach or failure to perform constitutes self-dealing, willful misconduct or recklessness.

Provisions of this section shall not apply to:

1. The responsibility or liability of a Director pursuant to any criminal statute or

2. The liability of a Director for the payment of taxes pursuant to local, state or federal law.
MISSION STATEMENT

The York County Society for the Prevention of Cruelty to Animals (YCSPCA) is a charitable organization dedicated to providing long-term animal and human services to residents of York County through programs that find permanent, loving homes for displaced and stray animals, help control animal population growth, investigate and prosecute cruelty offenders and educate the general public about animal wellness and safety.
BOARD RESPONSIBILITIES

1. The Board of Directors should engage in ongoing planning activities as necessary to determine the mission of the organization, to define specific goals and objectives related to the mission and to evaluate the success of the organization’s programs toward achieving the mission.

2. The Board of Directors should establish policies for the effective management of the organization, including financial and, where applicable, personnel policies.

3. The Board of Directors annually should approve the organization’s budget and periodically should assess the organization’s financial performance in relation to the budget. As part of the annual budget process, the Board should review the percentages of the organization’s resources spent on the program, administration and fund-raising.

4. The Board of Directors should hire the Executive Director, set the executive’s compensation and evaluate the director’s performance.

5. The Board of Directors should periodically review the appropriateness of the overall salary structure of the organization.

BOARD COMPOSITION

1. The Board of Directors should be composed of individuals who are personally committed to the mission of the organization.

2. The Board of Directors shall have no fewer than six (6) unrelated directors with a maximum of twenty-one (21) directors.

3. The organization’s by-laws should define specific terms of service for Board members.

4. Board membership should reflect the diversity of the communities served by the organization.

5. Board members should serve without compensation. Board members may be reimbursed for expenses directly related to their Board service.
CONDUCT OF THE BOARD

1. The Board of Directors is responsible for its own operations, including the education, training and development of Board members, annual evaluation of its own performance and, where appropriate, the selection of new Board members.

2. The Board of Directors should have a rigorous development process that outlines clear performance expectations for Board members and ensures accountability for performance. To ensure that the Board remains vital and that it represents constituencies necessary to make it most effective, the Board should establish mechanisms for recruitment of new members and succession planning, which could include limitation of the number of consecutive terms a Board member may serve.

3. The Board should establish stated expectations for Board members, including expectations for participation in fund-raising activities, committee service and program activities.

4. The Board should meet as frequently as is needed to fully and adequately conduct the business of the organization. At a minimum, the Board should meet four (4) times per year.

5. The organization should have written policies that address attendance and participation of members at Board meetings and which include a process to address noncompliance.

6. Written meeting minutes reflecting the actions of the Board, including reports of Board committees when acting in place of the Board, should be maintained and distributed to Board and committee members.
CONFLICT OF INTEREST POLICY  
(Revised 2/23/05)

I. APPLICATION OF POLICY

This policy applies to Board members, staff and certain volunteers of the York County SPCA. A volunteer is covered under this policy if that person has been granted significant independent decision-making authority with respect to financial or other resources of the organization. Persons covered under this policy are hereinafter referred to as “interested parties.”

II. CONFLICT OF INTEREST

A conflict of interest may exist when the interests or concerns of an interested party may be seen as competing with the interests or concerns of the York County SPCA. There are a variety of situations that raise conflict of interest concerns including, but not limited to, the following:

A. Financial Interests – A conflict may exist where an interested party, or a relative or business associate of an interested party, directly or indirectly benefits or profits as a result of a decision made or transaction entered into by the York County SPCA. Examples include situations where:

1. The York County SPCA contracts to purchase or lease goods, services or properties from an interested party, or a relative, or business associate of an interested party.

2. The York County SPCA purchases an ownership interest in or invests in a business entity owned by an interested party, or by a relative or business associate of an interested party.

3. The York County SPCA offers employment to an interested party, or a relative, or business associate of an interested party, other than a person who is already employed by the York County SPCA.

4. An interested party, or a relative or business associate of an interested party, is provided with a gift, gratuity or favor or a substantial nature from a person or entity that does business, or seeks to do business, with the York County SPCA.

5. An interested party, or a relative or business associate of an interested party, is gratuitously provided use of the facilities, property or services of the York County SPCA.

B. Other Interests – A conflict may also exist where an interested party, or a relative or business associate of an interested party, obtains a nonfinancial benefit or advantage that he or she would not have obtained absent his or her relationship with the York County SPCA, or where his/her duty or responsibility owed to the York County SPCA conflicts with a duty or responsibility owed to some other organization. Examples include where:
1. An interested party seeks to obtain preferential treatment by the York County SPCA for himself or herself, for a relative, or for a business associate.

2. An interested party seeks to make use of confidential information obtained from the York County SPCA for his or her own benefit, or for the benefit of a relative, business associate, or other organization.

3. An interested party seeks to take advantage of an opportunity, or enable a relative, business associate or other organization to take advantage of an opportunity, which he or she has reason to believe would be of interest to the York County SPCA.

III. DISCLOSURE OF ACTUAL OR POTENTIAL CONFLICTS OF INTEREST

A. An interested party is under a continuing obligation to disclose any actual or potential conflict of interest as soon as it is known, or reasonably should be known.

B. An interested party shall complete a questionnaire, in the form attached hereto as Appendix A, to fully and completely disclose the material facts about any actual or potential conflicts of interest. The disclosure statement shall be completed upon his or her association with the York County SPCA and shall be updated annually thereafter. An additional disclosure statement shall be filed at such time as an actual or potential conflict arises.

C. For Board members, the disclosure statements shall be provided to the President of the Board, or in the case of the President’s disclosure statement, the statement shall be provided to the Secretary of the Board.

D. In the case of staff or volunteers with significant decision-making authority, the disclosure statements shall be provided to the Executive Director, or in the case of the Executive Director’s disclosure, the statement shall be provided to the President of the Board.

E. The Secretary of the Board of Directors shall file copies of all disclosure statements with the official corporate records of the York County SPCA.

IV. GENERAL PROCEDURES FOR THE REVIEW OF ACTUAL OR POTENTIAL CONFLICTS

A. Whenever there is reason to believe that an actual or potential conflict of interest exists between the York County SPCA and an interested party, the Board of Directors shall determine the appropriate response. This shall include, but not necessarily be limited to, invoking the procedures described in Section V below with respect to a specific proposed action or transaction.

B. Where the actual or potential conflict involves an employee of the York County SPCA other than the Executive Director, the Executive Director shall, in the first instance, be responsible for reviewing the matter and may take appropriate action as necessary to protect the interests of the York County SPCA.
County SPCA. The Executive Director shall report to the President the results of any review and the action taken. The President, in consultation with the Executive Committee, shall determine if any further Board review or action is required.

V. PROCEDURES FOR ADDRESSING CONFLICTS OF INTEREST – SPECIFIC TRANSACTIONS

Where an actual or potential conflict exists between the interests of the York County SPCA and an interested party with respect to a specific proposed action or transaction, the York County SPCA shall refrain from the proposed action or transaction until such time as the proposed action or transaction has been approved by the disinterested members of the Board of Directors of the organization. The following procedures shall apply:

A. An interested party who has an actual or potential conflict of interest with respect to a proposed action or transaction of the corporation shall not participate in any way in, or be present during, the deliberations and decision making of the York County SPCA with respect to such action or transaction. The interested party may, upon request, be available to answer questions or provide material factual information about the proposed action or transaction.

B. The disinterested members of the Board of Directors may approve the proposed action or transaction upon finding that it is in the best interests of the corporation. The Board shall consider whether the terms of the proposed transaction are fair and reasonable to the York County SPCA and whether it would be possible, with reasonable effort, to find a more advantageous arrangement with a party or entity that is not an interested party.

C. Approval by the disinterested members of the Board of Directors shall be by vote of a majority of Directors in attendance at a meeting at which a quorum is present. An interested party shall neither be counted for purposes of determining whether a quorum is present nor for purposes of determining what constitutes a majority vote of directors in attendance.

D. The minutes of the meeting shall reflect that the conflict disclosure was made, the vote taken and, where applicable, the abstention from voting and participation by the interested party.

VI. VIOLATIONS OF CONFLICT OF INTEREST POLICY

A. If the Board of Directors has reason to believe that an interested party has failed to disclose an actual or potential conflict of interest, it shall inform the person of the basis for such belief and afford the person an opportunity to explain the alleged failure to disclose.

B. If, after hearing the response of the interested party and making such further investigation as may be warranted in the circumstances, the Board determines that the interested party has, in fact, failed to disclose an
actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action.