

# SKUNK HAVEN

## SKUNK RESCUE, SHELTER, AND EDUCATION,

### INC.

## BYLAWS

Skunk Haven Skunk Rescue, Shelter, and Education, Inc. (SkunkHaven) is dedicated to promoting companion skunk ownership and promoting skunks in a positive manner.

The purposes of SkunkHaven shall include:

- Promoting pen raised (domestic) skunks and the general acceptance of skunks as house pets.
- Assisting in the rescue, rehabilitation, and placement or sponsoring of unwanted or neglected domestic skunks.
- Furthering veterinary care and general maintenance of domestic skunks.
- Assisting in data collection by and for veterinarians.
- Educating the general public, veterinarians, and government officials on various aspects of pet skunks.
- Providing a safe home for domestic skunks to live out their lives.
- Assisting with financial aid for collective data, rescue, and medical projects.
- Furthering efforts to obtain an approved rabies vaccine and quarantine period for skunks.
- Assisting people in changing state laws regarding domestic pet skunks.
- Educating the public to change how they interact with wild skunks.
- Assisting the public living with wild skunks in their area.
- Rehabilitating wild orphan infant skunks for release.

These bylaws shall apply as submitted, unless amended or superseded by the SkunkHaven Board of Directors.

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**ARTICLE I - OFFICES**

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SECTION 1. - PRINCIPAL OFFICE

The principal office of SkunkHaven shall be in the City of North Ridgeville, County of Lorain, State of Ohio.

SECTION 2. - OTHER OFFICES

SkunkHaven may also have offices at such other places within or without the State of Ohio as the Board of Directors may from time to time determine or the activities of SkunkHaven may require.

SECTION 3. - REGISTERED OFFICE

The registered office of SkunkHaven shall be established and maintained at North Ridgeville, County of Lorain, State of Ohio.

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**ARTICLE II - MEETING OF MEMBERS**

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SECTION 1. - ANNUAL MEETINGS

Annual meetings of the members for election of directors and for such other business as may be stated in the notice of the meeting, or as many properly come before the meeting, shall be held at such places, either within or without the State of Ohio and at such times and dates as the Board of Directors, by resolution, shall determine and as set forth in the notice of the meeting. In the event the Board of Directors fails to so determine the time, date, and place of the meeting, the annual meeting of members shall be held at the principal office of SkunkHaven on the second Saturday of the month of September at 7 o'clock P.M. in each year [this is the day of the proposed annual fundraising event conducted at or near the principal office].

SECTION 2. - OTHER MEETINGS

Meetings of members for any purpose other than the election of directors may be held at such a time and place, within or without the State of Ohio, as shall be stated in the notice of the meeting.

SECTION 3. - VOTING

Each member entitled to vote in accordance with the terms and provisions of the Certificate of Incorporation and the Bylaws shall be entitled to one vote, in person or by proxy, for each membership certificate held by such member, but no proxy shall be voted after three years from its date unless such proxy provides for a longer period. Upon the demand of any member, the vote for directors and upon any question before the meeting shall be by ballot. All elections for directors shall be decided by plurality vote; all other questions shall be decided by majority vote, except as otherwise provided by the certificate of incorporation or the laws of the State of Ohio.

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SECTION 4. - MEMBERSHIP

The officer who has charge of the membership ledger of the SkunkHaven shall at least ten days before each meeting of members prepare a complete, alphabetically addressed, list of members entitled to vote (Voting Membership) at the ensuing election. Said list shall be open to the examination of any member, for a period of at least 10 days prior to the meeting, either at a place within the city where the meeting is to be held, which place shall be specified in the notice of the meeting, or, if not so specified at the place where the meeting is to be held. The list shall be available for inspection at the meeting.

SECTION 5. - QUORUM

Except as otherwise required by law, by the Certificate of Incorporation, or by these Bylaws, the presence, in person or by proxy, of a majority of the members of SkunkHaven entitled to vote thereat shall constitute a quorum at a meeting for the transaction of any business.

SECTION 6. - SPECIAL MEETINGS

Special meetings of the members for any purpose, unless otherwise prescribed by statute or by the Certificate of Incorporation, may be called by the president and shall be called by the president or secretary at the request, in writing, of a majority of the directors or members entitled to vote. Such request shall state the purpose of the proposed meeting.

SECTION 7. - NOTICE OF MEETINGS

Written notice, stating the place, date, and time of the meeting, and the general nature of the business to be considered, shall be given to each member entitled to vote thereat at his address as it appears on the records of SkunkHaven, not less than ten nor more than 50 days before the date of the meeting.

SECTION 8. - BUSINESS TRANSACTED

No business other than that stated in the notice shall be transacted at any meeting without the unanimous consent of all the members entitled to vote thereat.

SECTION 9. - ACTION WITHOUT MEETING

Except as otherwise provided by the Certificate of Incorporation, whenever the vote of members at a meeting thereof is required or permitted to be taken in connection with any corporate action by any provisions of the statutes or the Certificate of Incorporation, or of these Bylaws, the meeting and vote of members may be dispensed with, if all the members who have been entitled to vote upon the action if such meeting were held, shall consent in writing to such corporation action being taken.

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**ARTICLE III - DIRECTORS**

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SECTION 1. - NUMBER AND TERM

The number of directors shall be four, or no fewer than required by law. The directors shall be elected at the annual meeting of members and each director shall be elected to serve until his successor shall be elected and shall qualify.

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### SECTION 2. - RESIGNATIONS

Any director, member of a committee or other officer may resign at any time. Such resignation shall be made in writing, and shall take effect at the time specified therein, and if no time be specified, at the time of its receipt by the president or secretary. The acceptance of a resignation shall not be necessary to make it effective.

### SECTION 3. - VACANCIES

If the office of any director, member of a committee or other officer becomes vacant, the remaining directors in office, though less than a quorum by a majority vote, may appoint any qualified person to fill such vacancy, and to hold office for the un-expired term and until his successor shall be duly chosen.

### SECTION 4. - REMOVAL

The individuals named and confirmed for the offices of President, Treasurer and Senior Vice-President shall be granted terms for life to ensure continuity. The President and Treasurer shall be Deborah K. Cipriani of North Ridgeville, OH, and the Senior Vice-President shall be Cathy Dalglish of Dupont, IN. At no time shall Deborah K. Cipriani and Cathy Dalglish be removed/voted out from office or directors for any reason.

The offices of Secretary may be removed either for or without cause at any time by the affirmative vote of the holders of a majority of all the membership certificates outstanding and entitled to vote, at a special meeting of the members called for the purpose, and the vacancies thus created may be filled, at the meeting held for the purpose of removal, by the affirmative vote of a majority of the members entitled to vote.

### SECTION 5. - INCREASE IN NUMBER

The number of directors may be increased by amendment of these Bylaws by the affirmative vote of a majority of the directors, though less than a quorum, by the affirmative vote of a majority of the members, at the annual meeting, or at a special meeting called for that purpose, and by like vote the additional directors may be chosen at such meeting to hold office until the next annual election and until their successors are elected and qualify.

### SECTION 6. - COMPENSATION

Directors shall not receive any stated salary for their services as directors or as members of committees, but by resolution of the Board a fixed fee and expenses of attendance may be allowed for attendance at each meeting. Nothing herein contained shall be construed to preclude any director from serving SkunkHaven in any other capacity as an officer, agent or otherwise, and receiving compensation therefore.

### SECTION 7. - ACTION WITHOUT MEETING.

Any action required or permitted to be taken at any meeting of the Board of Directors, or of any committee thereof, may be taken without a meeting, if prior to such action a written consent thereto is signed by all members of the Board, or of such committee as the case may be, and such written consent is filed with the minutes of proceedings of the Board or committee.

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**ARTICLE IV-OFFICERS**

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SECTION 1. - OFFICERS

The officers of SkunkHaven shall consist of a president, a senior vice-president, a treasurer, and a secretary. The secretary shall be elected by the Board of Directors and shall hold office until their successors are elected and qualified. In addition, the Board of Directors may elect a chairman, one or more vice-presidents, and such assistant secretaries and assistant treasurers as it may deem proper. None of the officers of SkunkHaven need be directors. The officers shall be elected at the first meeting of the Board of Directors after each annual meeting. More than two offices may be held by the same person, except the offices of president and secretary, unless there is only one member.

SECTION 2. - OTHER OFFICERS AND AGENTS

The Board of Directors may appoint such officers and agents as it may deem advisable, who shall hold their offices for such terms and shall exercise such power and perform such duties as shall be determined from time to time by the Board of Directors.

SECTION 3. - CHAIRMAN

The Chairman of the Board of Directors, if one be elected, shall preside at all meetings of the Board of Directors, and he or she shall have and perform such other duties as from time to time may be assigned to him or her by the Board of Directors.

SECTION 4. - PRESIDENT

The President shall be the chief executive officer of SkunkHaven and shall have the general powers and duties of supervision and management usually vested in the office of the president of a corporation. He or she shall preside at all meetings of the members if present thereat, and in the absence or non-election of the Chairman of the Board of Directors, at all meetings of the Board of Directors, and shall have general supervision, direction and control of the affairs of SkunkHaven. Except as the Board of Directors shall authorize the execution thereof in some manner, he or she shall execute bonds, mortgages, and other contracts on behalf of SkunkHaven, and shall cause the seal to be affixed to any instrument requiring it and when so affixed the seal shall be attested by the signature of the secretary or treasurer or an assistant secretary or assistant treasurer.

SECTION 5. - SENIOR VICE-PRESIDENT

The senior vice-president shall have such powers and shall perform such duties as shall be assigned to him or her by the Board of Directors with the intent of providing secondary responsibility for authorization and execution of operational matters. The senior vice-president shall be subordinate to the president in all matters regarding the authorization and execution of the affairs of SkunkHaven.

SECTION 6. - TREASURER

The treasurer shall have the custody of the corporate funds and securities and shall keep full and accurate account of receipts and disbursements in books belonging to SkunkHaven. He shall deposit all moneys and other valuables in the name and to the credit of SkunkHaven in such depositories as may be designated by the Board of Directors.

The treasurer shall disburse the funds of SkunkHaven as may be ordered by the Board of Directors, or the president, taking proper vouchers for such disbursements. He or she shall render to the

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president and Board of Directors at the regular meetings of the Board of Directors, or whenever they may request it, an account of all his or her transactions as treasurer and of the financial condition of SkunkHaven. If required by the Board of Directors, he or she shall give SkunkHaven a bond for the faithful discharge of his or her duties in such amount and with such surety as the Board shall prescribe.

The position of Treasurer may be held by any person that is accepted into a position on the SkunkHaven Board, the SkunkHaven Secretary, or any other acceptable person approved by the SkunkHaven Board.

The position of Treasurer may be held jointly by two persons nominated and agreed upon by the SkunkHaven Board.

### SECTION 7. - SECRETARY

The secretary shall give, or cause to be given, notice of all meetings of members and directors, and all other notices required by law or by these Bylaws, and in case of his absence, or refusal or neglect to do so, any such notice may be given by any person thereunto directed by the president, or by the directors, or members, upon whose requisition the meeting is called as provided by these Bylaws. He or she shall record all the proceedings of the meetings of SkunkHaven and of directors in a book to be kept for that purpose, and shall affix the seal to all instruments requiring it, when authorized by the directors or the president, and attest the same.

The Secretary shall perform necessary duties during SkunkHaven Board and General Membership meetings. The secretary may dispense with reading of minutes, etc. when approved by majority vote.

Duties of the Secretary include, but are not limited to, the following:

- Acting as Sargent at Arms at meetings, maintaining good order
- Calling meetings to order and reading minutes of previous meeting
- Recording meeting agenda, discussion, and vote counts
- Identifying unfinished business
- Recording new or miscellaneous business
- Adjournment

The position of Secretary may be held jointly by two persons nominated and agreed upon.

The position of Secretary may not be filled in whole or part by the current President or by the Chairman of the Board.

### SECTION 8. - VICE-PRESIDENT

Each vice-president, if any, shall be elected and shall have such powers and shall perform such duties as shall be assigned to him or her, respectively, by the directors. The vice-president is intended to perform limited duties as specified by the Board of Directors.

### SECTION 9. - ASSISTANT TREASURERS AND ASSISTANT SECRETARIES

Assistant treasurers and assistant secretaries, if any, shall be elected and shall have such powers and shall perform such duties as shall be assigned to them, respectively, by the directors. Assistant treasurers and assistant secretaries are intended to perform limited duties as specified by the Board of Directors under the respective treasurer or secretary.

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**ARTICLE V-MEMBERSHIP**

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SECTION 1. - CERTIFICATES OF MEMBERSHIP

Every member of SkunkHaven shall be entitled to have a certificate, signed by, or in the name of SkunkHaven by, the chairman or vice-chairman of the Board of Directors, or the president or a vice-president and the treasurer or an assistant treasurer, or the secretary of SkunkHaven, certifying his or her membership in SkunkHaven. There shall be two classes of membership, and each holder of a membership certificate shall be entitled to those rights as stated in Article II in these Bylaws. No member shall be entitled to hold more than one membership certificate.

- Voting members shall be afforded rights to cast one vote, either in person or by proxy, at any General or Special Meeting.
- Non-voting members may participate in meetings except shall not be afforded rights to circumvent, supercede, or hinder the proceedings, or be allowed to be counted in any vote.

SECTION 2. - LOST CERTIFICATES

New certificates of membership may be issued in the place of any certificates issued by SkunkHaven, that are alleged to have been lost or destroyed, and the directors may, at their discretion, require the owner of the lost or destroyed certificate or his legal representative, to give SkunkHaven a bond, in such sum as they may direct, but not exceeding any reasonable value, to indemnify SkunkHaven against any harm on account of the alleged loss of any such new certificate.

SECTION 3. - TRANSFER OF CERTIFICATES

Membership certificates shall not be transferable.

SECTION 4. - MEMBERSHIP RECORD DATE

In order that SkunkHaven may determine the members entitled to notice of or to vote at any meeting of members or any adjournment thereof, or to express consent to corporate action in writing without a meeting, or entitled to receive allotment of any rights, or for the purpose of any other lawful action, the Board of Directors may fix, in advance, a record date which shall not be more than 60 nor less than 10 days before the day of such meeting, nor more than 60 days prior to any other action. A determination of members of record entitled to notice of or to vote at a meeting of members shall apply to any adjournment of the meeting; provided, however, that the Board of Directors may fix a new record date for the adjourned meeting.

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**ARTICLE VI--CORPORATE SEAL**

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SECTION 1. - SEAL

The corporate seal shall be circular in form and shall contain the name of the corporation, the year of its creation and the words "CORPORATE SEAL OF SKUNK HAVEN Domestic Skunk Rescue, Shelter and Education, INC." Said seal may be used by causing it or a facsimile thereof to be impressed or affixed or otherwise reproduced.

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**ARTICLE VII--FISCAL YEAR**

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SECTION 1. - FISCAL YEAR

The fiscal year of SkunkHaven shall be a calendar year

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**ARTICLE VIII--EXECUTION OF CORPORATION INSTRUMENTS**

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SECTION 1. - INSTRUMENTS

All checks, drafts, or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of the corporation shall be signed by officer or officers, agent or agents of the corporation, and in such manner as shall be determined from time to time by resolution of the Board of Directors.

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**ARTICLE IX--NOTICE AND WAIVER OF NOTICE**

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SECTION 1. - NOTICE

Whenever any notice is required by these Bylaws to be given, personal notice is not meant unless expressly stated, and any notice so required shall be deemed to be sufficient if given by depositing the same in the United States mail, postage prepaid, addressed to the person entitled thereto at his or her address as it appears on the records of the corporation, and such notice shall be deemed to have been given on the day of such mailing. Members not entitled to vote shall not be entitled to receive notice of any meetings, except as otherwise provided by statute.

SECTION 2. - WAIVER OF NOTICE

Whenever any notice whatever is required to be given under the provisions of any law, or under the provisions of the Certificate of Incorporation of the corporation or these Bylaws, a waiver thereof in writing signed by the person or persons entitled to said notice, whether before or after the time stated therein, shall be deemed proper notice.

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**ARTICLE X --AMENDMENTS**

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SECTION 1. - AMENDMENTS

These Bylaws may be altered and repealed and Bylaws may be made at any annual meeting of the members or any special meeting if notice thereof is contained in the notice of such special meeting, by the affirmative vote of a majority of the members entitled to vote thereat, or by the Board of Directors, at any regular meeting of the Board of Directors, or at any special meeting of the Board of Directors, if notice thereof is contained in the notice of such special meeting.

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**ARTICLE XI --ADDENDA**

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SECTION 1. - ADDENDA

Also adopted are various addenda to these bylaws which constitute guidelines for conduct and responsibility of SkunkHaven, but are not by themselves controlling. An addenda may specify notable personnel assignments or project work called for by the Board of Directors. Assignments and items outlined in the addenda shall be for general reference within and without the operations of SkunkHaven.

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**ADDEMDUM**

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**SECTION 1 - SPECIAL REPRESENTATIVES**

**PROJECT COORDINATOR**

A Project Coordinator may be appointed by the SkunkHaven Board of Directors or nominated and passed by an affirmative vote of a quorum of the membership at a regular or special meeting.

A Project Coordinator is intended to perform duties of representing SkunkHaven in one or more of the fundraising and/or special program functions.

A Project Coordinator shall represent SkunkHaven in a positive manner and perform duties as specified to further the work of SkunkHaven in regards to all correspondence and interaction with other organizations and the general public.

A Project Coordinator may be removed with or without cause by the SkunkHaven Board of Directors at any time, or may be removed for cause by affirmative vote (for removal) of a quorum of the membership at any regular or special meeting. At such time of official notification of termination a deposed Project Coordinator shall cease all actions representing SkunkHaven and shall return any and all funds, research materials, items intended for sale or free distribution, and/or any materials representing SkunkHaven to an officer of SkunkHaven in a reasonable time.

**SOLICITING AGENTS**

Soliciting Agents may be appointed or nominated for service to SkunkHaven. SkunkHaven may specify certain restrictions on Soliciting Agents to perform duties which promote pet skunks, wild skunk rescue, or other educational or funded projects or operations.

Soliciting Agents shall agree to abide by all federal, state, and local statutes, and shall affirm agreement to promote SkunkHaven in a positive manner.

Soliciting Agents shall agree to promptly forward net proceeds to the SkunkHaven Treasurer (or Assistant Treasurer as designated).

**SECTION 2 - PROGRAMS**

**DOMESTIC SKUNK RABIES QUARANTINE**

The purpose of the Domestic Skunk Rabies Quarantine Program shall be to achieve legal precedence and continuance of a normalized rabies quarantine period for any and all privately owned skunks in the states of Ohio, Indiana, and other states.

**SUPPORT OF ASPEN SKUNK RABIES RESEARCH, INC.**

SkunkHaven will commit a portion of annual proceeds and act as a soliciting agent for Aspen Skunk Rabies Research (ASRR), notwithstanding a formal request by ASRR to terminate said support or a motion and affirmative vote of a quorum of the membership at any regular or special meeting to terminate ASRR support. Moneys collected for and/or allocated to ASRR shall be distributed by the Treasurer or an Assistant Treasurer in reasonable time at least once per calendar year.

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### OHIO AND INDIANA APPROVAL OF DOMESTIC SKUNK RABIES VACCINE

Prior to and upon formal approval of a rabies vaccine for domestic skunks, SkunkHaven will research and support efforts to obtain state approvals of an approved rabies vaccine for privately owned skunks in Ohio, Indiana, and other states.

### SKUNK EDUCATIONAL PROGRAMS

SkunkHaven will provide guidance and assistance to corporate, government, educational, or private institutions or persons interested in furthering the efforts of SkunkHaven for pen-raised or wild skunks.