



AGENDA

January 8, 2024
First Baptist Church
500 Buena Vista Drive
Merced, CA 95340
6 p.m.

CALL TO ORDER:

ROLL CALL:

REMINDER: Do not talk over each other at the meeting. It is being recorded.

OLD BUSINESS:

Approval of minutes from December 11, 2023

NEW BUSINESS: DISCUSSION

1. **FINANCIALS THROUGH DECEMBER 31, 2023**
2. **IN-KIND THROUGH 12/31/2023**
3. **TRANSPORT STATISTICS THROUGH 12/31/2023**
4. **FOSTERS IN CARE THROUGH 12/31/2023**
5. **SPCA FUNDRAISING 2024**
 - A. **SPRING YARD SALE**

Report In Brief: The Merced SPCA needs additional funding outside of donations. Our vet bills are becoming overwhelming. In addition to raise additional funds, the President is proposing that the SPCA hold a RUMMAGE SALE sometime in May. Large yard sales tend to bring the most traffic and money.

Items for discussion:

1. **DONATIONS:** some suggestions are household items, camping gear, dishware, sporting goods, electronics, furniture, pet items, etc. No clothing as it does not sell.
2. **LOCATION:** First Baptist Church parking lot?
3. **DATE AND TIME:** Saturday in May or June?
4. **PICK UP AND STORAGE OF DONATED ITEMS:** Who will pick up items? Should we purchase a short-term storage unit to store items until sale?
5. **MARKETING:** Start marketing in late March/Early April- social media- fliers at Vet's offices and in businesses around town?

B. FIREFIGHTER/POLICE CALENDAR

Report In Brief: The Merced SPCA needs additional funding outside of donations. Our vet bills are becoming overwhelming. In addition to raise additional funds, the President is proposing that we create a 2025 Merced First Responder and Community Cats/Kittens Calendar for sale. The Merced Police and Fire Chiefs have agreed to participate. The Public Information Officer for the City of Merced will arrange for the photo shoots and photographer. We could sell each calendar for \$30 and make a profit of about \$2000 (based on 100 calendars).

Items for discussion:

1. **PRINTING COSTS:** Minute Man Press will design and print calendars at a 50% discount- each calendar will cost about \$15 each to make. PrinterPix is also an inexpensive option. We can design and print about 100 calendars for approximately \$1000.
2. **AMOUNT:** How many calendars do we want to print? 100, 150, 200?
3. **SALE DATE:** If final set up is submitted in early September, calendars could be sold starting in October- do we want to start selling them earlier?
4. **LOCATIONS OF SALE:** Where do we sell them? Vets offices? Local businesses? How do we get them out into the community?

FUTURE AGENDA ITEMS:

- Update Merced SPCA's By-Laws- **suggested dates for bylaws study session?- Attachment A for review**

ADJOURNMENT:

The next meeting will be held on February 12, 2024 at
First Baptist Church
500 Buena Vista Drive
Merced, CA 95340
6 p.m.



**DRAFT
NOT APPROVED**

BOARD MEETING MINUTES

December 11, 2023
First Baptist Church
500 Buena Vista Drive
Merced, CA 95340
6 p.m.

CALL TO ORDER: President Kelly opened the meeting at 6:00 pm

Director Campbell was called and joined the meeting via teleconference at 6:03 p.m.

ROLL CALL:

Present: *Campbell, Cienfuegos, Kelly, Lambert*

Absent: *Evans*

Public Members in Attendance: *Kelly Sizemore*

FOR INFORMATION ONLY:

1. Financial Statements from October, November, December 2023
2. In-Kind Donation List 10/1/2023 – 11/30/2023- President Kelly explained that in-kind is a donation of goods or services to the SPCA and NOT payments made to anyone.

ACTION ITEMS:

1. **Approval of minutes from November 13, 2023**

Moved: *Campbell*

Second: *Lambert*

Ayes: *Kelly, Campbell, Lambert, Cienfuegos*

Nays: *None*

Abstain: *None*

Absent: *Evans*

2. **Adopt a Code of Ethics for Merced SPCA**

Report In Brief: *The Merced SPCA's bylaws are outdated and need to be amended. Until such time as bylaws are amended, the President had an attorney create a Code of Ethics for the Board of Directors of The Merced SPCA to govern the behavior of all members of the Board. Most organizations adopt a similar code to supersede their bylaws until such a time as bylaws are updated with the code of ethics incorporated into the amended bylaws.*

Moved: *Lambert*

Second: *Cienfuegos*

Abstain: *None*

Absent: *Evans*

Motion Carried.

3. **Installation of Kelly Sizemore to the Merced SPCA Board of Directors to replace Judy Campbell who will immediately resign in conjunction with the installation and depart the meeting.**

Report In Brief: Director/Treasurer Judy Campbell has expressed her desire to resign from the Board of Directors. A suitable replacement with the skills needed for the position was nominated. Kelly Sizemore has been a member of the Merced SPCA since 2019 and is currently a foster for the SPCA, New Beginnings for Merced County Animals and Merced Humane Society. Mrs. Sizemore has agreed to serve the rest of the term for the position. This item will be voted in conjunction with Director Campbell's resignation.

Moved: Lambert

Second: Campbell

Ayes: Lambert, Campbell, Cienfuegos, Kelly

Nays: None

ireco

Absent: Evans

Motion Carried.

Director Lambert thanked Director Campbell for the purchase of the microchip wands for animal control and for her service on the SPCA Board. Director Campbell disconnected the meeting after the vote. Director Sizemore immediately joined the meeting as a member of the Board.

4. **Other Items Discussed:**

Roles and Responsibilities of the Board of Directors – Director Cienfuegos said the separation of duties has worked well so far.

Merced SPCA's Guidelines for 2024 – Discussion of using Valley for TNRs and using Valley exclusively for TNRs. Discussed fostering- 15 fosters at any time, Need to TNR more as prevention. Director Lambert wanted clarification that sick kittens will still be cared for and put into foster. President Kelly said that we need to focus on kittens in our colonies and getting them treated and into foster.

President Kelly explained the difference between the general financials and the detailed financials. Both are located in DropBox. Kelly addressed the operational reserve and the cat food reserve and the percentages allocated each month to both reserve accounts.

Addressed donation campaigns- put up another donation campaign after the holidays. Director Cienfuegos handles all donations.


Inventory of reserve food/supplies- Kelly and Lambert have food and medications in reserve for fosters.

Director Cienfuegos would like to see the income identified from Paypal or other sources that were given on behalf of any specific cat or kitten. President Kelly agreed to update the financial spreadsheet in DropBox to include that information.

Discussed education campaign to schools and reaching out to superintendent to set up classroom education.

ADJOURNMENT 6:48 p.m. by President Kelly
The next meeting will be held on January 8, 2023

First Baptist Church
500 Buena Vista Drive
Merced, CA 95340
6 p.m.

Minutes prepared by: Cynthia Kelly 

MERCED SPCA FINANCIALS (General) 12/23

Previous Balance (FROM 11/2023) **\$59,923.90**

REVENUE

-
DONATIONS \$2,451.62
Account Interest \$2.57
-
TOTAL REVENUE **\$2,454.19**

EXPENSE

CHECKS WRITTEN -\$6,436.12

TOTAL EXPENSES **\$6,436.12**

RESERVE ACCOUNTS- EMERGENCY FUNDS

Operational Reserve -\$245.00
Balance \$5,917.00

Cat Food Reserve -\$245.00
Balance \$1,917.00

Ending Balance 12/31/2023 **\$55,451.97**

MERCED SPCA FINANCIALS (DETAILED)**12/23****BEGINNING BALANCE****\$66,765.96****REVENUE****DONATIONS**

Paypal	12/4/2023	\$434.17
	12/28/2023	\$319.49
Checks	12/18/2023	\$2,017.45
Cash		\$0.00
Other	Bank Interest	\$2.57

TOTAL REVENUE**\$2,773.68****EXPENSES**

Expense By Item

Check 3430- Monte Vista Pet Hospital	12/2/2023	-\$2,290.14
Check 3431- Monte Vista Pet Hospital	12/7/2023	-\$584.16
Check 3435- Cynthia Kelly <i>* Microchip Scanner</i>	12/7/2023	-\$33.11
Check 3436- Cynthia Kelly <i>*Sulfur-Lime Cream (Ringworm)</i>	12/7/2023	-\$43.29
Check 3434- Merced Vet	12/9/2023	-\$4,939.43
Check 3437- Merced Vet	12/9/2023	-\$1,568.91
Check 3428-- Florence Lambert <i>* food, flea meds, shirts</i>	12/12/2023	-\$173.62
Check 3433- Monique Lau <i>* mileage for transporting cats to rescue</i>	12/12/2023	-\$25.20
Check 3439- Florence Lambert <i>*Accordion File folder</i>	12/12/2023	-\$15.00
Check 3444- Cynthia Kelly <i>* Prescription food for fosters</i>	12/21/2023	-\$129.99
Check 3438- Nine Lives Foundation <i>* Donation towards medical expense of rescues</i>	12/27/2023	-\$200.00

TOTAL EXPENSES**-\$10,002.85****RESERVE ACCOUNTS**

Operational Reserve	-\$245.00
Balance	\$5,917.00
Cat Food Reserve	-\$245.00
Balance	\$1,672.00
Final Balance (as of 11/30/2023)	\$56,550.79

Merced SPCA Partner Rescues

Date	ID#	Catpone	Microchip ID#	Rescue Partner	Description/Notes
10/30/2023	Verdin#387	Catpone	985141005076410	Nine Lives Foundation 3106 Rollison Road, Redwood City, CA	Male- tuxedo- 4 months
10/30/2023	Verdin#395	Catsby	985141005076431	Nine Lives Foundation 3106 Rollison Road, Redwood City, CA	Male- tuxedo- 4 months
10/30/2023	Verdin#403	Furrari	985141005076662	Nine Lives Foundation 3106 Rollison Road, Redwood City, CA	Female- gray- 6 months
10/30/2023	Verdin#419	Purchase	985141006517166	Nine Lives Foundation 3106 Rollison Road, Redwood City, CA	Female- gray & white- 4 months
10/30/2023	Verdin#425	Purrsimmon	985141006544135	Nine Lives Foundation 3106 Rollison Road, Redwood City, CA	Female- black- 4 months
10/30/2023	Verdin#335	Mila		Nine Lives Foundation 3106 Rollison Road, Redwood City, CA	Female- calico 4.5 months
10/30/2023	Verdin#337	Maddie		Nine Lives Foundation 3106 Rollison Road, Redwood City, CA	Female- calico 4.5 months
11/6/2023	Verdin#368	Merve	985141006327721	Nine Lives Foundation 3106 Rollison Road, Redwood City, CA	Female- black short haired- 6 months
11/6/2023	Verdin#364	Mimzy	985141006328427	Nine Lives Foundation 3106 Rollison Road, Redwood City, CA	Female- black- long hair- 6 months
11/6/2023	Cienfuegos 66	Charlie	985141006280571	Nine Lives Foundation 3106 Rollison Road, Redwood City, CA	Male- orange and white- 6 months
11/6/2023		Koda		Nine Lives Foundation 3106 Rollison Road, Redwood City, CA	Female- black & white- 6 months

11/6/2023	Timmy			Nine Lives Foundation 3106 Rollison Road, Redwood City, CA	Male- tabby- 4 month	
11/6/2023	Neptune	Verdin#365	985141006328359	Nine Lives Foundation 3106 Rollison Road, Redwood City, CA	Male- grey- 5 months old	
11/6/2023	Nimbus	Verdin#367	985141006328244	Nine Lives Foundation 3106 Rollison Road, Redwood City, CA	Female- grey- 5 months old	
11/6/2023	Murphy	Verdin #336	985141006383426	Nine Lives Foundation 3106 Rollison Road, Redwood City, CA	Male- orange & white 6 months	
11/6/2023	Seven	Verdin#369	985141006331516	Nine Lives Foundation 3106 Rollison Road, Redwood City, CA	Male- tabby- 7 months	
11/6/2023	Orion	MC AC		Nine Lives Foundation 3106 Rollison Road, Redwood City, CA	Male- orange & white 3 months	
11/6/2023	Lucy	Verdin#406		Nine Lives Foundation 3106 Rollison Road, Redwood City, CA	Female- calico- 3.5 months	
11/6/2023	Lily	Verdin#407		Nine Lives Foundation 3106 Rollison Road, Redwood City, CA	Female- orange & white- 3.5 months	
11/28/2023	Einstein	Martin002		Nine Lives Foundation 3106 Rollison Road, Redwood City, CA	Male- grey tabby- 7 mos	
11/28/2023	Celeste	Verdin#372	9851410063284	Nine Lives Foundation 3106 Rollison Road, Redwood City, CA	Female tabby- 7 mos	
11/28/2023	Eleven			Nine Lives Foundation 3106 Rollison Road, Redwood City, CA	Male tabby- 7 mos	
11/28/2023	Thermo	Verdin#377	9851410050767	Nine Lives Foundation 3106 Rollison Road, Redwood City, CA	Female tabby- 6 months	

11/28/2023	Pineda#3	Precious	90025000104001	Nine Lives Foundation 3106 Rollison Road, Redwood City, CA	Female tabby- 6 months	
11/28/2023	Verdin#359	Milo	985141006383142	Nine Lives Foundation 3106 Rollison Road, Redwood City, CA	Male grey/white- 6 months	
11/28/2023	Verdin#328	Jax	98514100638377	Nine Lives Foundation 3106 Rollison Road, Redwood City, CA	Male- grey/white- 6 months	
11/28/2023	Verdin#339	Theodore	98514100638364	Nine Lives Foundation 3106 Rollison Road, Redwood City, CA	Male- black- 6 months	
11/28/2023	Verdin#326	Stitch	9851410065366	Nine Lives Foundation 3106 Rollison Road, Redwood City, CA	Male- orange & white- 6 months	
11/28/2023	Verdin#318	Hunter	9851410063851	Nine Lives Foundation 3106 Rollison Road, Redwood City, CA	Male- black- 6 months-	
11/28/2023	Verdin#400	Cheetoh		Nine Lives Foundation 3106 Rollison Road, Redwood City, CA	Male- orange & white- 4 months	
11/28/2023	Verdin#319	Ella	9851410065324	Nine Lives Foundation 3106 Rollison Road, Redwood City, CA	Female- grey- 6 months	
11/28/2023	Verdin#337	Gracie	98514100650665	Nine Lives Foundation 3106 Rollison Road, Redwood City, CA	Female- Tabby- 4 months	
11/28/2023	Foster#11-16	N/A	n/a	Nine Lives Foundation 3106 Rollison Road, Redwood City, CA	Tortie mom (7-8 months), 5 kittens- 2 orange, 2 tux, one gray- sexes unknown- 6 fosters sent	
12/20/2023	Foster#2	Rhoo	n/a	San Francisco SPCA 250 Florida Street, SF CA	Male- orange- 8 weeks old	
12/20/2023	Foster#3	Rhett	n/a	San Francisco SPCA 250 Florida Street, SF, CA	Male- orange & white- 8 weeks old	
12/20/2023	Foster#4	Rhiannon	n/a	San Francisco SPCA, SF, CA	Female- dilute calico- 8 weeks old	



Female- black- 8 weeks old

San Francisco SPCA
250 Florida Street SF, CA

n/a

Salem

Foster#10

12/20/2023



Female- grey/white- 8 weeks old

San Francisco SPCA
250 Florida Street, SF, CA

n/a

Rhoanna

Foster#19

12/20/2023



Male/orange- 6 month old

Nine Lives Foundation
3106 Rolison Road, Redwood City, CA

985141006542907

Gremlin

Scibetta#1

1/2/2024



Male, White, 6 months
Taken to rescue by foster (Bay Area)

900250001041145

Casper

Martin#005

12/30/2023



Male, orange, 6 month
Taken to rescue by foster (Bay Area)

900250001041244

Blaze

Martin#006

12/30/2023

Male, orange, 6 months
Taken to rescue by foster (Bay Area)

900250001041980

Cinnamon

Martin#007

12/30/2023



Male Siamese, 8 months

Nine Lives Foundation
3106 Rolison Road, Redwood City, CA

985141006491933

Bird

Bricky#3

1/2/2024



Male tabby/grey/white 8 month

Nine Lives Foundation
3106 Rolison Road, Redwood City, CA

985141006491697

Chicken

Bricky#2

1/2/2024



Male, black, white- 8 months old

Nine Lives Foundation
3106 Rolison Road, Redwood City, CA

985141006494840

Cow

Bricky#1

1/2/2/204

Female tabby 6 months old

Nine Lives Foundation
3106 Rolison Road, Redwood City, CA

985141006542425

Goblin

Scibetta#2

1/2/2024

Merced SPCA Foster Program- 12/23

Date	ID#	Colony/Location	Foster (last name)	Description/Notes	Photo
11/16/2023	FOSTER#1	Applegate Cienfuegos	Cindy K	Name: Rhea- Female, grey/white- 6 weeks-	
11/8/2023	FOSTER#5 (Cienfuegos #75)	Applegate Sandy	Sandy	Name: Gracie- female 6 month old- tabby	
11/8/2023	FOSTER#7 (Cienfuegos#74)	Applegate Sandy	Sandy	Name: Oreo- female 6 month old, black & white	
11/8/2023	FOSTER#6 (Cienfuegos #76)	Applegate Sandy	Sandy	Name: Cooper- male, 6 month old- gray	
11/22/2023	FOSTER#9	Applegate Daniela	C. Kelly	Name: Miracle- 6 weeks od femal tabby	
11/30/203	Foster#17	Applegate Daniela	Daniela	Name; Smokey- tabby grey male- 4 months old-	
11/30/203	Foster#18	Applegate Daniela	Daniela	Name; Robin- tabby grey male4 months old	
11/15/2023	Foster#21	Porter House Florence	Kelly Sizemore	Name: Chunk- male, orange- 12 yrs old	
11/15/2023	Foster#22	Porter House Florence	Kelly Sizemore	Name: Sketchers- orange/white male 7 yrs old	
11/15/2023	Foster #23	Porter House Florence	Kelly Sizemore	Name: Shadow- pastel calico- 8 yrs old	



Name: Sweetie- female- pastel grey tabby 1-3 yrs

Rhita

Florence

Porter House

Foster#24

11/15/2023



Name: Chloe- female- black-10 yrs old

Rhita

Florence

Porter House

Foster#25

11/15/2023



Name: Joplin- female- black 5 months old

Sue

Sue

Unknown

Verdin#356



Name: Dennis- male- 5 months old

Sue

Sue

Unknown

Verdin #357



Name: Barry- male- 5 months old

Sue

Sue

Unknown

Verdin #358



Name: Leo- 12 yr old black male

Cienfuegos

Cienfuegos

Applegate

Verdin#433



Name: Blackie- 1 yr old black male

Jamie

Lambert

Frisbee Park

BYLAWS FOR THE MERCED SOCIETY FOR THE PREVENTION OF CRUELTY TO ANIMALS

2016

ARTICLE I NAME AND OBJECTIVE

Section 1 Name

The name of this organization, which is the nonprofit corporation organized and existing under the laws of the State of California is, "MERCED SOCIETY FOR THE PREVENTION OF CRUELTY TO ANIMALS."

Section 2 Objectives

The objectives of this Society are:

- a. To avail itself of the provisions of Title XIIa of the Civil Code of the State of California Relating to Societies for the Prevention of Cruelty to Animals and all acts in conformity therewith.
- b. To support legislation on local, state and national levels for the humane treat of animals.
- c. To labor in the education of public sentiment of humanity and gentleness toward domestic and all other animals.

The Society May:

- a. Manage an animal shelter in conjunction with the City and or County of Merced.
- b. Engage in such other activities as are permitted by corporation charter.

ARTICLE II MEMBERSHIP AND DUES

Section 1 Membership

Any person interested in the objectives and purposes for which the Organization has been incorporated and expressing a desire to support the Organization's program in furtherance thereof, and any Agency qualifying as herein provided, may, upon having returned the Merced SPCA membership application to the membership chairperson and paid the appropriate dues to the Treasurer, be proposed by a member of the Organization and elected by the Board of Directors as a member of the Merced SPCA or may be appointed to membership by the President of the board. The appropriate dues are to be paid annually the same month as when the dues were first received.

Section 2 Classification of Members

The Society shall have the following classes of membership:

- a. Individual – At least eighteen years of age, paying \$30.00 annually; able to vote at general meetings.
- b. Family – Two or more people of the same immediate family, paying \$40.00 annually, with a

maximum of two votes per family.

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- c. Organization/Commercial – groups paying \$100.00 annually and having one representative able to vote and speak for the group at any general meeting.
- d. Junior – Under eighteen years of age, paying \$20.00 annually and unable to vote at general meetings.
- e. Senior – 60 years and older. Paying \$25.00 annually; able to vote at general meetings

- f. Life – This Membership is given to contributors of a \$500.00 monetary donation (or more) in one twelve month period. Life members will have no additional payment of membership fees; able to vote at general meetings.
- g. Benefactor – Contributors of \$10,000.00 or more in one twelve month period, not annually, able to vote at general meetings.
- h. Honorary Life – The Board of Directors may elect persons or organizations having rendered Distinguished service to the Society: unable to vote at general meetings.

Section 3

Voting Rights of Members

The privilege of voting shall belong to all members in good standing, who are at least Eighteen years of age. Organizational and commercial groups are entitled to only one vote and may not hold a position on the Board of Directors.

A member in good standing is one who has been a member for at least ONE YEAR prior to the election, and whose membership has not expired prior to the election.

Membership may not be transferred.

Members do not have property rights in any property owned by the Society, as set forth and specified in the Articles of Incorporation, Article IV-2.

In the event of a dissolution of this nonprofit corporation or in the event it shall cease to engage in the business of carrying out the objectives and purposes set forth in Article I, Section 2, none of the assets shall inure to any individual but shall be distributed to fund, foundation, or other organization dedicated to carrying on the charitable functions and purposes as specified in the Revenue and Taxation Code.

ARTICLE III

BOARD OF DIRECTORS

Section I

Powers

The corporate powers, business and property of this Society shall be exercised, conducted, and controlled by the Board of Directors

Section 2 Compensation

Members of the board of Directors shall not receive any salary or pecuniary compensation for services.

Section 3 Number

The board of Directors may consist of up to five members and no less than three: President, Vice-President, Secretary, Treasurer, and one additional member consisting of Membership. Fundraising, and Public Relations can be appointed as a committee by the President. No members from the same family may serve on the Board at the same time.

Section 4 Nominating and Election

At least sixty days prior to the Annual Meeting, the Board may or may not designate a maximum of five members of the Society to be a Nominating Committee whose duty it shall be to nominate candidates for the Board to be voted upon at said meeting. The Nominating Committee shall report its nominations in writing to the Secretary at least forty days prior to an annual meeting and the Secretary shall include such lists of Nominees in its notice of the Annual meeting sent to each member of the Society. Qualification to run for the board is as follows: Member in Good Standing, at least eighteen years of age and been a member for at least 3 years.

The members of the Board of Directors shall be elected by the secret ballot of a plurality of the Members present at the Annual Meeting or by a mail ballot. The Board may decide which to use on a yearly basis.

- a. All Society members with voting rights shall be notified of the Annual Meeting and election at least thirty days prior to the date on which it is to be held. This notification may be done by email and, or, the Societies Facebook page.
- b. Mail ballots, if used, might enable more of the qualified membership to participate. Ballots would be tabulated and recorded at the Annual Meeting.
- c. Voting at the Annual Meeting should be by secret ballot of the qualified membership by plurality vote of those members present at the Annual Meeting.

Section 5 Terms

Beginning in the year 1994 at the Annual Meeting, the offices of PRESIDENT AND TREASURER will be THREE YEAR positions, not up for re-election until the Annual meeting of 1997. The offices of VICE-PRESIDENT, secretary and membership will be a two year term, not up for re-election until the Annual Meeting of 1996. The purpose of this is to ensure two or three directors will be up for election or re-election each year.

Section 6 Vacancies

If, after the Annual Meeting, any vacancies exist on the Board of Directors, the board may fill the vacancy by appointment. Qualifications for the possible appointees are: Membership of at least two years before being invited to fill the vacancy on the Board. The Board of Directors shall have the power to fill for the balance of the term or temporarily any vacancy which may occur expect for the vacancy caused by the removal of a board member pursuant to Section 807, 810, and 811 of the Corporation Code of the State of California. To

run for President, a member must have served on the Board for three years, the equivalent of one term, or in the case of emergency, be appointed by the Board.

Section 7 Duties

The Board of Directors shall:

- a. Make and establish policies, rules and regulations, subject to the laws of the State of California or the By-Laws of the Society.
- b. Keep complete and accurate written records of all proceedings.

Section 8 Meetings

All meetings of the Society are to be conducted in accordance with Robert's Rules of Order. Regular meetings of the Society shall be held monthly at a time and place to be designated by the President as approved by a majority of the Board of Directors.

- a. Members will be notified if regular meeting times, dates or places change. Such notice should be at least one week prior to changed meetings. If no business is planned or needed, the President or majority of the Board may cancel a meeting. However, the Board must meet at least eight times regularly during a twelve month period.
- b. Special meetings of the Society may be called anytime by the President, or by the Vice-President, or on a written petition of at least one-fifth of the members of the Society delivered to either of the aforementioned officers. Such notice shall be entered into the minutes of the Society.
- c. The Annual Meeting of the Society shall be held in April of each year at a time and date selected by the Board of Directors. Notice of the meeting and a list of the nominees selected by the Nominating Committee, if a committee is appointed, will be mailed at least thirty days prior to such meetings.

Section 9 Quorums

The members present shall constitute a quorum at any meeting of the Society requiring a vote by the membership.

Three members of the Board of Directors shall constitute a quorum for the transaction of business.

Section 10 Absences

Any member of the board of Directors who fails to attend two consecutive Board Meetings without known cause, shall be notified by the Secretary that a valid and satisfactory reason for said absences must be given in writing to the Secretary within ten days and approved by the Board of Directors of the position shall be declared vacant.

Section 11

Removal of Members

- a. Removal of Members-The Board may by a majority vote suspend or revoke Society membership to any member found guilty of acts or conduct detrimental to the Society. Said member shall be notified of the closed hearing by the Secretary of the Society, as well as the allegations, time, and place called for that purpose, at least ten days prior, either by certified mail or personal service. The hearing is closed except for the Board, the member(s) in question and any witnesses deemed appropriate by the Board for either side. At Board discretion, witnesses involved may remain within or wait outside the hearing until called upon. Any necessary documents should be present with copies readily available to each person.
- b. Removal of Board Members – in the event a Board Member is found guilty of acts or conduct detrimental to the Society, the procedure remains the same as the removal of any members. However, if a Board Member is unable/or unwilling to fulfill the duties of the his or her position, the Board may decide to ask for his/her resignation. Said Board Member would still retain membership in the Society.

Section 12

Indebtedness

The Board of Directors shall not incur a total indebtedness in the name of the Society to exceed \$1,000.00 at any time unless authorized by a vote of a majority of the Board of Directors. A Board member may not incur a total debt exceeding \$50.00 without prior board approval. This does not including buying the supplies to fully necessitate the daily function of the SPCA.

Section 13

Humane Officers

The Board of Directors may, by resolution subject to the provision of Section 6071 of the Civil Code of the State of California, appoint such Humane Officers as, in the opinion of the Board, the exigencies of the services may require. All such Humane Officers, after appointment and qualification, shall have the power and duties as are conferred by the laws of the State of California or design by the Board of Directors. Humane Officers are prohibited from holding a position on the Board of Directors while holding the position of Humane Officer.

All Humane Officers will attend at least one meeting of the SPCA a month. Other arrangements may be addressed to and approved by a majority of the Board. At such meetings attended by the Humane Officer, a report must

be given regarding cases handled and expenses incurred. A copy of log reports will be given to the Board for record keeping. A Humane Officer may not incur a reimbursement. Humane Officers must have continued education:

- a. The Board will pay for the Schooling.
- b. The Board will pay for related books and materials. These items will be the property of the SPCA.
- c. The Board will pay for the motel, double occupancy, same gender, that the Board will reserve.
- d. The Board will pay for mileage by private car only.

Section 14

Merit Awards

The Board of Directors may present an Award of Merit to persons and or organizations rendering outstanding acts of kindness and compassion toward animals and/ or rendering distinguished services to the Society.

Framed certificates of appreciation may be awarded to companies or individuals who have donated a lot of monetary, material, or timely help. These certificates may be presented at a General meeting. The Honoree may be notified of the impending honor by mail to insure his or her presence.

Section 15

Resignations

Retroactive to January 1994, a resignation by a Director of the Board prohibits that Director from running for any elected positions for a period of three years from the date of his or her resignation.

ARTICLE IV

DUTIES OF OFFICERS AND COMMITTEES

Section 1

President

- a. Preside over all meetings of the Society
- b. Sign all certificates, contracts, and other instruments in writing which have approval of the Board of Directors.
- c. Appoint such committees of the Board or the membership deemed necessary.
- d. Submit a written report to the membership at the Annual Meeting giving a complete and detailed resume of the activities and conditions of the Society for the previous year.
- e. Be responsible for all external/internal activities of the Society.

Section 2

Vice President

The Vice-President shall:

- a. Preside at meetings in the absence of the President
- b. Be responsible for coordinating the activities of the Humane officer.
- c. Be responsible for all supplies required for internal operation.
- d. Be responsible for the telephone answering service.
- e. Coordinate with the President, the activities of all committees as appropriate.
- f. Give a verbal report to both the board and the Membership each month regarding the conditions at the shelter and status of the animals such as: the number of animals spayed and neutered any medical treatments and the number of adoptions.

Section 3

Secretary

The Secretary shall:

- a. Conduct the general correspondence of the Society

- b. Retain true copies of all correspondence of the Society
- c. Preserve in the properly identified files all correspondence of the Society received.
- d. Give due notice of the time and place of all meetings of the Society.
- e. Keep accurate minutes of all Society proceedings.
- f. Give immediate notice to the respective directors and committee chairpersons of all votes, orders, resolutions, and proceedings of the Society affecting them.
- g. Officially sign and affix the corporate seal to all documents authorized by the Board of Directors.
- h. Have charge of corporate seal, records, and general archives of the Society except when, by order of the Board, they may be expressly placed in charge of others.
- i. Record all acts and proceedings of the Society
- j. Notify all board members of the death, resignation, or removal of any officer or member of the Society.
- k. Perform such other duties as may from time to time be requested by the Board.

Section 4 Treasurer

The Treasurer shall:

- a. Have Charge of and responsibility for the safekeeping of all securities of the Society.
- b. Disburse funds under the direction and approval of the Board of Directors, on checks signed by any two of the following: President, Vice-President, Secretary or Treasurer.
- c. Submit to the Board of Directors an accounting of the receipts and disbursements by the various types of each during the past fiscal year prior to an annual meeting.
- d. Give verbal reports of income and expenses for the prior month at the general meeting.
- e. Prepare all tax reports, state and federal.
- f. Obtain a Retail Sales License when requested by the Board of Directors upon request.
- g. Provide and retain in properly labeled files all papers and books of account and all other evidence of receipts and disbursements which are to be made available to the Board of Directors upon request.

In the event the Treasurer is unable to perform effectively the required duties, a temporary replacement may be appointed by the President with the approval of the Board of Directors.

Section 5 Membership

This Director is responsible for the recruitment of new members and the retention of old members. Current listings and card files segregated according to types of membership and when they are renewable are to be maintained.

Section 6 Fundraising

This Committee would be responsible for all fundraising activities as approved by the Board of Directors.

Section 7 COMMITTEE Public Relations

**ADDENDUM (CHANGE) TO
BY-LAWS FOR MERCED SOCIETY FOR THE PREVENTION OF CRUELTY TO ANIMALS.
FEBRUARY 1, 2016**

Addendum (Changes) to By-Laws, Article III Sections 3 and 9, Article IV Sections 6 and 7

Motion made, seconded and carried at 2-1-16 SPCA meeting for the following changes to be made to Article III Section 3:

The number of Board of Directors positions /members will be changed from seven (7) positions/members, to five (5) positions/members. The positions of PUBLIC RELATIONS and FUND RAISER will be eliminated as BOARD OF DIRECTOR positions. They, instead, will be volunteer positions. This will leave five (5) Board of Director positions/members which are: President, Vice-President, Treasurer, Secretary and Membership.

ARTICLE III Quorums Section 9 ... is amended to change the number of Board of Directors to constitute a quorum from four (4) to three (3)

ARTICLE IV Duties of Officers and Committees Section 6 FUNDRAISING...is amended to remove and replace the word DIRECTOR to VOLUNTEER.

ARTICLE IV Duties of Officers and Committees Section 7 PUBLIC RELATIONS...is amended to remove and replace the word DIRECTOR to VOLUNTEER.

**Addendum (Changes) effective as of 2-1-16
Minutes of Said 2-1-16 meeting attached to this Amendment**

**SPCA Membership Meeting Meeting called to order at 6:00 pm
February 1, 2016**

Directors in Attendance:

President: Cathy Benner

Vice President: none

Treasurer: Florence Lambert

Secretary: Jennifer Hondeville

Membership: Fran Carter (appointed)

Publicity: none

Fundraising: none

Minutes read and approved

President's Report:

Shelter doing well. New gas line to laundry room installed. Currently getting prices on fixing or replacing fencing and gates.

Treasurer's Report:

Net income \$3512.85

Total expenses \$10,569.27

Net loss \$7056.42

Membership Report:

None

Fundraiser's Report:

We'll be organizing a dinner fundraiser at Florencio's for February 22nd. Austin Hyle will be in charge of the event.

Old business:

Adoption and fostering applications approved

New business:

Newsletter corrections: Austin Hyle is a volunteer and not on the Board. Leslie Schleth is the volunteer coordinator not Florence Lambert.

☐ Florence Lambert made a motion that we reduce Board positions from 7 to 5—Publicist and Fundraiser will be eliminated as Board positions and will be volunteer positions. Motion was seconded by Cathy Benner and carried by a vote of the board and attending members. Addendum to by-laws will be made. Motion carried.

☐ Discussion of expired dog food donated by Armstrong's Feed. Possibility of donating food that is still good to another organization.

Meeting adjourned at 6:24

ADDENDUM (CHANGE) TO
BY-LAWS FOR MERCED SOCIETY FOR THE PREVENTION OF CRUELTY TO ANIMALS.
ARTICLE III, SECTION 8 - A

September 30, 2017

VIA EMAIL TO BOARD MEMBERS FRAN CARTER AND CATHY BENNER: Board of Director, Florence Lambert, made the following motion: Due to the lack of attendance of the Merced SPCA meetings (last three meetings no membership attendance) and the fact there is no report for the Shelter to be made (Shelter closed 2-28-2017, I make a motion that the number of meetings be changed from eight (8) a year to two (2) a year. I will continue to do monthly financial reports and email them to each of you. THIS motion was seconded by President Benner and carried by Aye votes from all three board of directors.

(Copies of emails in September 2017 file.)

**ADDENDUM (CHANGE) TO
BY-LAWS FOR MERCED SOCIETY FOR THE PREVENTION OF CRUELTY TO ANIMALS.
ARTICLE IV, SECTION 4 – B Signatures required for checks.**

JANUARY 20, 2020 BOARD OF DIRECTORS MEETING.

**THE BY-LAW, ABOVE, WILL BE AMENDED TO READ: TWO SIGNATURES FOR CHECKS TO BE
SIGNED WILL NO LONGER BE REQUIRED. ONE SIGNATURE IS NOW ALL THAT IS REQUIRED.
HOWEVER, THERE WILL BE TWO BOARD MEMBERS THAT ARE ON THE ACCOUNT AS SIGNERS.
THE TWO BOARD MEMBERS AS OF THIS AMENDMENT ARE THE PRESIDENT/TREASURER AND THE
SECRETARY.**

PLEASE SEE THE MINUTES FOR JANUARY 20, 2020 BOARD OF DIRECTORS MEETING.

BOARD OF DIRECTORS MEETING OF MERCED SPCA MONDAY, JANUARY 20, 2020

MEETING WAS CALLED TO ORDER BY PRESIDENT BENNER AT 10:01 A.M. IN ATTENDANCE WAS BOARD OF DIRECTORS, CATHY BENNER, PRESIDENT/ SECRETARY, FLORENCE LAMBERT TREASURER, AND FRAN CARTER MEMBERSHIP.

First agenda item: DUE TO PRESIDENT BENNER MOVE TO THE BAY AREA, SHE SUBMITTED HER RESIGNATION TO BE EFFECTIVE JANUARY 25, 2020

Second agenda item: F. LAMBERT MADE THE MOTION THAT LISA EVANS BE APPOINTED TO THE BOARD. MS. EVANS HAD SUBMITTED HER NAME ON JANUARY 19, 2020. THE MOTION WAS SECONDED BY C. BENNER AND CARRIED.

F. LAMBERT MADE THE MOTION THAT LISA EVANS BE APPOINTED TO THE BOARD OF DIRECTORS POSITION OF SECRETARY. THE MOTION WAS SECONDED BY F. CARTER AND CARRIED.

C. BENNER MADE THE MOTION THAT UPON HER RESIGNATION DATE, JANUARY 25, FLORENCE LAMBERT TAKES THE POSITIONS OF PRESIDENT/ TREASURER AND LISA EVANS TAKES THE POSITION OF SECRETARY. F. CARTER SECONDED THE MOTION AND IT WAS CARRIED.

C. BENNER MADE THE MOTION THAT THE BYLAW REQUIRING TWO SIGNATURES FOR CHECKS BE CHANGED TO ONE SIGNATURE. HOWEVER, THERE SHOULD BE TWO BOARD MEMBERS THAT ARE ON THE ACCOUNT AS SIGNERS. MOTION SECONDED BY F. LAMBERT AND CARRIED.

C. BENNER MADE THE MOTION THAT FLORENCE LAMBERT AND LISA EVANS BE THE TWO SIGNERS ON THE CHECKING ACCOUNT AT MERCO. MOTION WAS SECONDED BY F. CARTER AND CARRIED.

APPROXIMATELY MONDAY JANUARY 27, 2020, LISA EVANS AND FLORENCE LAMBERT WILL GO INTO MERCO TO TAKE C. BENNER OFF THE ACCOUNT AND PUT LISA EVANS ON. FLORENCE LAMBERT IS ALREADY A SIGNER.

THERE WAS DISCUSSION REGARDING THE PRESENT TNR PROGRAM. FLORENCE LAMBERT REPORTED THAT ALMOST THREE HUNDRED ANIMALS HAD BEEN SPAY OR NEUTERED UNDER THIS PROGRAM ALONG WITH MEDICAL TREATMENT FOR SOME OF THESE SAME ANIMALS. ADDITIONALLY, THE SPCA HAD AIDED SEVERAL FAMILIES FINANCIALLY WITH MEDICAL TREATMENT FOR THEIR ANIMALS. FAMILIES THAT COULD NOT AFFORD THE TOTAL COST OF THE VET BILLS. ONE SUCH FAMILY HAD MADE A PLEDGE TO DONATE TO THE SPCA HALF OF WHAT THE SPCA HAD SPENT BY DONATING \$65.00 A MONTH UNTIL THE SUM OF \$650.00 HAD BEEN DONATED. THIS FAMILY HAD KEPT THEIR WORD AND ONLY FOUR MONTHS OF DONATIONS WERE LEFT.

THERE WAS DISCUSSION REGARDING FUND RAISER BEING LOOKED INTO. LISA EVANS, SECRETARY WILL WORK ON OBTAINING INFORMATION.

MEETING WAS ADJOURNED AT 10:41 A.M.

MINUTES PREPARED BY C. BENNER