



AGENDA

December 11, 2023
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.

Director Campbell will be called at 6:00 p.m. for phone attendance.

OLD BUSINESS:

Approval of minutes from November 13, 2023

Financial Statements from September, October & November 2023

In-Kind Donation 10/1/2023 – 11/30/2023

NEW BUSINESS: ACTION ITEMS

1. Adoption of the Merced SPCA Code of Ethics for Board Members

Report In Brief: The Merced SPCA's bylaws are outdated and need to be amended.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.

Actions:

- Adopt the Merced SPCA Code of Ethics as a governing tool until such time that the bylaws are updated and amended. The code of ethics will be incorporated into the amended bylaws.

2. 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.

Actions:

- Install Kelly Sizemore to the Board of Directors as Treasurer AND accept the immediate resignation of Director Campbell upon installation.

ITEMS FOR DISCUSSION:

- Roles and Responsibilities of the Board of Directors
- Merced SPCA's Guidelines for 2024

FUTURE AGENDA ITEMS:

- Update Merced SPCA's By-Laws

ADJOURNMENT:

**The next meeting will be held on January 15, 2023 at
First Baptist Church
500 Buena Vista Drive
Merced, CA 95340
6 p.m.**



BOARD MEETING MINUTES

November 13, 2023
First Baptist Church
500 Buena Vista Drive
Merced, CA 95340
6 p.m.

CEREMONIAL MATTERS:

RECEPTION FOR MERCED POLICE DEPARTMENT ANIMAL CONTROL OFFICER DESRI SULLIVAN

Merced PD Animal Control Officers Sullivan and Moreno were invited to attend a small reception honoring Ms. Sullivan for her dedication and partnership with the Merced SPCA throughout the years. Ms. Sullivan is retiring and introduced her replacement, AC Officer Moreno to the Board. After the reception, they were invited to stay for the regular meeting by President Lambert.

CALL TO ORDER: President Lambert opened the meeting at 6:35 pm

ROLL CALL:

Present: *Campbell, Evans, Cienfuegos, Kelly, Lambert*

Absent: *None*

Public Members in Attendance: *Merced PD AC Officer Sullivan and AC Officer Moreno*

OLD BUSINESS:

None

NEW BUSINESS

1. Retirement from the position of President: Florence Lambert

Report In Brief: *After 12 years of being involved in animal rescue and six years as President of the Board of Directors, President Lambert announced her retirement from the position. Lambert stated her intention to be replaced by Membership Director Cynthia Kelly and called for a motion to appoint Ms. Kelly as the incoming President of Merced SPCA. Lambert will continue to serve on the Board as Membership Director.*

Moved: *Lambert*

Second: *Campbell*

Ayes: *Lambert, Campbell, Cienfuegos*

Nays: *Evans*

Abstain: *Kelly*

Motion Carried.

2. Information presented to the Board.

Report In Brief: Upon installation, President Kelly presented each Director with information regarding new processes for the SPCA. Upon mentioning that she will be the only contact for veterinary services, Director Evans departed the meeting and did not return. President Kelly continued to outline her plans and goals and promised to agendaize the items for more discussion at the next meeting.

3. Transfer of Banking Services

Report In Brief: Director Lambert stated for the record that she and President Kelly would have to go to Merco to make the necessary changes to the SPCA accounts and remove signer Director Evans from the account. She called on the board for a vote to allow President Kelly to be authorized signer for the Merced SPCA checking account at Merco bank and to remove Director Evans as authorized signer.

Moved: Lambert

Second: Campbell

Ayes: Lambert, Campbell, Cienfuegos, Kelly

Nays: None

Abstain: None

Absent: Evans

Motion Carried.

ADJOURNMENT 8:31 p.m. by President Kelly

The next meeting will be held on December 11, 2023

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

Minutes prepared by: Cynthia Kelly





Merced SPCA Financial Statement GENERAL

SEPTEMBER 2023
ENDING 09/30/2023

MERCED SPCA FINANCIALS (General)	
Previous Balance (FROM 8/2023)	\$55,255.90
<u>REVENUE</u>	
DONATIONS	\$36,259.31
Account Interest	\$2.48
<u>TOTAL REVENUE</u>	\$36,261.79
<u>EXPENSE</u>	
CHECKS WRITTEN	-\$7,087.24
<u>TOTAL EXPENSES</u>	\$7,087.24
<u>*RESERVE ACCOUNTS- EMERGENCY FUNDS</u>	
Operational Reserve	-\$5,000
Balance	\$5000
Cat Food Reserve	-\$1,000
Balance	\$1000
Ending Balance 9/30/2023	\$78,430.45

The establishment of the Reserve Accounts- Emergency Funds will only be deducted ONCE from the September 2023 financials. These accounts are to **ONLY be used to pay SPCA's bills in the event of a catastrophic financial loss of funding. 20% of monthly revenue will be added to the reserves each month (10%/10%). They are shown on financials for information only do not affect the ending balance, except for September 2023.*



Merced SPCA Financial Statement GENERAL

OCTOBER 2023
ENDING 10/31/2023

MERCED SPCA FINANCIALS (General)

Previous Balance (FROM 9/2023) \$78,430.35

REVENUE

DONATIONS \$676.75
Account Interest \$3.31

TOTAL REVENUE \$680.06

EXPENSE

CHECKS WRITTEN -\$14,088.25

TOTAL EXPENSES \$14,088.25

RESERVE ACCOUNTS- EMERGENCY FUNDS

Operational Reserve -\$68
Balance \$5,068

Cat Food Reserve -\$68
Balance \$1,068

Ending Balance 9/30/2023 \$64,886.16



Merced SPCA Financial Statement GENERAL

NOVEMBER 2023
ENDING 11/30/2023

MERCED SPCA FINANCIALS (General)	11/23
Previous Balance (FROM 10/2023)	\$64886.16
<u>REVENUE</u>	
DONATIONS	\$6,041.58
Account Interest	\$2.85
<u>TOTAL REVENUE</u>	\$6,044.43
<u>EXPENSE</u>	
CHECKS WRITTEN	-\$9,792.31
<u>TOTAL EXPENSES</u>	\$9,792.31
<u>RESERVE ACCOUNTS- EMERGENCY FUNDS</u>	
Operational Reserve	-\$604.00
Balance	\$5,672.00
Cat Food Reserve	-\$604.00
Balance	\$1,672.00
Ending Balance 9/30/2023	\$59,927.43

Merced SPCA In-kind

Ending 11/30/2023

Merced SPCA 2023-2024 IN-KIND PROGRAM		ONLY HOUR OR MILES MAY BE USED (WHICHEVER IS GREATER)								
Date	Name	In-kind	Start	End	Supplies Purchased	Purchase Amount	Hours (if applicable)	Miles (if applicable)	Rate	Total
10/31/2023	C. Kelly	Mileage - Nine Lives Rescue- 7 fosters	7:00 AM	2:30 PM				284	0.58	\$164.72
10/31/2023	Cienfuegos	Daily feeding- Applegate Colony	10/1/2023	10/31/2023			62		\$15 p/h	\$930.00
10/31/2023	Sizemore	Foster supplies - 5 fosters	10/1/2023	10/31/2023	Cat Food/ Cat Litter	\$60				\$60.00
10/31/2023	Lambert	Daily feeding- Fribee Park Colony	10/1/2023	10/31/2023			31		\$15 p/h	\$465.00
10/31/2023	Lau	Daily Feeding- Rahilly & Fahrens Colony	10/1/2023	10/31/2023			62		\$15 p/h	\$930.00
10/31/2023	Pineda	Daily Feeding- Applegate West Colony	10/1/2023	10/31/2023			31		\$15 p/h	\$465.00
10/31/2023	C. Kelly	Foster supplies- 10 fosters	10/1/2023	10/31/2023	Cat food/Cat Litter	\$85				\$85.00
11/6/2023	C. Kelly	Mileage - Nine Lives Rescue- 12 fosters	7:00	2:30 PM	Mileage			284	0.58	\$143.84
11/25/2023	New Beginning for Merced County Animals	Cat food donation- 110 new bags				\$30 per bag				\$3,300.00
11/25/2023	New Beginning for Merced County Animals	Cat food donation 75 cans				\$1.50 per can				\$112.50
11/28/2023	C. Kelly	Mileage - Nine Lives Rescue- 19 fosters	7:00	2:30 PM	Mileage			284	0.58	\$164.72
11/30/2023	Lau	Daily Feeding- Rahilly & Fahrens Colony	11/1/2023	11/30/2023			60		\$15 p/h	\$900.00
11/30/2023	Cienfuegos	Daily Feeding- Applegate Colony	11/1/2023	11/30/2023			60		\$15 p/h	\$900.00
11/30/2023	Lambert	Daily Feeding- Fribee Park colony	11/1/2023	11/30/2023			30		\$15 p/h	\$450.00
11/30/2023	Pineda	Daily Feeding- Applegate West Colony	11/1/2023	11/30/2023			30		\$15 p/h	\$450.00
11/30/2023	Sizemore	Foster supplies- 7 fosters	11/1/2023	11/30/2023	Cat food/litter	\$80				\$80.00
11/30/2023	Kelly	Foster supplies - 5 fosters	11/1/2023	11/30/2023	Cat food/litter	\$65				\$65.00
TOTAL										\$9,665.78



MERCED SPCA ETHICS POLICY FOR BOARD of DIRECTORS

The Board of Directors for the Merced Society for the Prevention of Cruelty to Animals has adopted the following ethics policy for its Directors. This policy is intended to provide directives for ethical issues and serve as a mechanism for addressing and penalizing unethical conduct.

A. BOARD RESPONSIBILITIES

The general duties for Directors are to enforce the SPCA's governing documents (bylaws), collect and preserve the SPCA's financial resources, insure the SPCA's assets against loss, and carry out its mission statement. To fulfill that responsibility, Directors must:

- regularly attend Board meetings,
- review material provided in preparation for Board meetings,
- review the SPCA's financial reports, and
- make reasonable inquiry before making decisions.

B. PROFESSIONAL CONDUCT

In general, Directors must conduct all dealings with other Board members, vendors, members and volunteers with honesty and fairness, and safeguard information that belongs to the Merced SPCA.

1. Self-Dealing. Self-dealing occurs when a Director takes actions that benefit themselves, their relatives or friends at the expense of the SPCA. Benefits include money, services for animals, supplies, special benefits, gifts or other items of value. Accordingly, no Director or committee member may:

- solicit or receive any compensation from the SPCA for serving on the Board;
- enter into contracts or make promises to any vendors unless with prior approval from the Board;

- solicit or receive, any gift, gratuity, favor, entertainment, loan, or any other thing of value for themselves, their relatives or friends from a person or company who is seeking a business or financial relationship with the SPCA,
- seek preferential treatment for themselves, their relatives or friends,
- use Association property, services, equipment or business name for the gain or benefit of themselves, relatives, or friends.

2. Confidential Information. Directors are responsible for protecting the SPCA's confidential information. No Director may disclose confidential information. Confidential information includes, but is not limited to:

- private personal information of fellow Directors, volunteers or members;
- disciplinary actions against any Director or volunteer;
- assessment collection information against members of the SPCA, and;
- legal disputes in which the SPCA is or may be involved--Directors may not discuss such matters with persons not on the Board without the prior approval of the SPCA's legal counsel. Failure to follow these restrictions could constitute a breach of the attorney-client privilege and loss of confidential information and will result in immediate termination from the Board of Directors.

3. Misrepresentation. Directors may not knowingly misrepresent facts. All SPCA data, records and reports must be accurate and truthful and prepared in a proper manner.

4. Interaction with Other Board Members To ensure efficient operations, avoid conflicts among Board members, and avoid potential liability all Directors shall observe the following rules:

- The President shall serve as the final authority in decision-making and provide direction on all operational matters.
- No Director may threaten or retaliate against a volunteer or other Board member with whom they have a difference of opinion. This includes (but is not limited to) slanderous language, spreading false information, or gossip.

- No director shall harass other Directors, members or volunteers, whether verbally, physically or otherwise.

5. Proper Decorum. Directors are obligated to act with proper decorum. Although they may disagree with the opinions of others on the Board, they must act with respect and dignity and not make personal attacks on others or the organization. Accordingly, Directors and committee members must focus on issues, not personalities and conduct themselves with courtesy toward each other. Directors shall act in accordance with Board decisions and shall not act unilaterally or contrary to the Board's decisions.

C. WHEN CONFLICTS OF INTEREST ARISE

Situations may arise that are not expressly covered by this policy or where the proper course of action is unclear. Directors should immediately raise such situations with the President of the Board. If appropriate, the Board will seek guidance from legal counsel.

1. Disclosure & Recusal. Directors must immediately disclose the existence of any conflict of interest, whether their own or others. Directors must withdraw from participation in decisions or votes in which they have a material interest.

2. Violations of Policy. Directors and committee members who violate the Merced SPCA's ethic's policy are deemed to be acting outside the course and scope of their authority. Anyone in violation of this policy may be subject to disciplinary action, including, but not limited to:

- Public censure (as ajenized)
- Removal as an officer of the Board, via Presidential Privilege (without Board vote)
- Request for resignation from the Board by the President OR by majority vote
- Possible legal proceedings

The President of the Board shall have the authority to act immediately against any member of the Board when such action requires removal from the Board, without Board approval. The President shall have authority to veto any recommended action against a Board member who has violated this code of ethics.

This Code of Ethics for the Merced SPCA shall be binding to the association's Board of Directors upon adoption and remain in effect until amended or discarded by simple majority vote of Merced SPCA's Board of Directors.

Adopted this day 11th of December, 2023 by the simple majority of the Board of Directors of the Merced Society for the Prevention of Cruelty to Animals (SPCA)

President: Cynthia Kelly

(Signature)

Vice-President: Frank Cienfuegos

(Signature)

Treasurer: Judy Campbell

(Signature)

Secretary: Lisa Evans

(Signature)

Membership: Florence Lambert

(Signature)

ROLES AND RESPONSIBILITIES OF SPCA BOARD MEMBERS

PRESIDENT

- Primary contact for all veterinary services (TNR/Medical). Will make block TNR appointments, will schedule all medical services for TNRs, fosters & euthanasia requests. **No other board member will be allowed to communicate on behalf of Merced SPCA with vets without express permission from the President.**
- Foster Coordinator/ Rescue Services Coordinator- arranges for fosters and rescue/transport services
- Reviews all invoices and bills for accuracy, presents to Treasurer for payment
- Represents the Merced SPCA at events, in media and in the public
- Researches and applies for grants. Completes all grant reporting as required
- Maintains current 501 (c) 3 status
- Prepares agendas and minutes for monthly board meeting- forwards to board for approval 2 weeks prior to scheduled meeting
- All other duties as needed
- Collects monthly donations from boxes and deposits in account

VICE-PRESIDENT

- Acts as donation director and primary contact for feeders
- Distributes donations/coordinates with President on 2x weekly distribution
- Stands in for President, if unavailable
- Works with feeders to provide supplies- monitor health of other colonies/concerns

TREASURER

- Prepares monthly financial data
- Pays invoices/bills reviewed by president
- Reviews monthly bank statements
- Maintains accurate financial records

SECRETARY/ DIRECTOR OF TNR SERVICES

- Assigns block appointments to trappers for TNR services
- Maintains TNR spreadsheet with accurate information
- Maintains in-Kind spreadsheet with accurate information
- Maintains accurate trapper contact information and follows up on health of released TNRs.
- Documents any issues in related to TNR's, Trapper and In-kind in Drop Box.

MEMBERSHIP

- Works with president to develop strategy for recruiting new members
- Distributes welcome letter to new members
- Works with current members to maintain membership status
- Mails, emails quarterly newsletters to members

Merced SPCA 2024 Guidelines

Our primary focus should be on our TNR program and maintaining the health of our existing colonies. It's my hope that by having clearly defined responsibilities, guidelines and goals, we can be a more effective, efficient and financially prudent non-profit organization. With that in mind, listed below are the expectations for the operation of the Merced SPCA going forward.

- **TNR- 200 cats (goal for 2024)**

This is a realistic goal—and is financially achievable with the funds we have available. As we receive more financial donations, grants or other revenue, we can increase this number as needed. As part of this goal, this spring (when kitten season is high) I will create a marketing campaign for the community to **SPONSOR a SPAY**. More info coming soon.

- **FOSTERING- no more than 15 cats/kittens will be in foster care at any one time.**

This past year has been a learning experience. We've come to realize that we must either develop our own relationships with no-kill rescues or adopt out our own kittens. We cannot rely on New Beginnings to transport our cats/kittens. They have had a very busy year and their rescue partners have not pulled as many cats as they have in previous years. We must balance the need to help with the reality of putting an enormous financial and emotional strain on our fosters.

In addition, kittens going into foster must be approved by the President prior to being placed in foster care. In 2023 we saw many cats that were not originally sponsored by SPCA or part of our colonies being taken into foster care. Our concern needs to be for the kittens dumped in our colonies, not the Merced stray cat population at large. As much as we'd like to, we can't help them all. **If a foster takes in a cat or kitten that is not from one of our colonies or pre-approved by the President, that kitten or cat will then be the sole financial and medical responsibility of that foster.**

Foster cats/kittens will no longer be microchipped. Rescues do not require microchipping. We will continue to provide spay/neuter and vaccines for all fosters. **HOPE** in Fresno will contract with the Merced SPCA for \$65 for each female and \$90 for each male kitten over 8 weeks for spay/neuter service and vaccines, including rabies. We will not qualify for their \$35 low-cost program. We will be given two schedule blocks a month, 4 kittens during each block for a total of 8 kittens a month.

- **DONATIONS and DISTRIBUTION**

Beginning December 1, we will have monthly food drive campaigns on social media. This is with the intention of getting the community's assistance in feeding our colonies. We have

not supported our feeders as much as we could. **Any donations of Meow Mix will be given to feeders first for their colonies.** Deliveries arriving by mail will be sent to either the President or Vice-President for distribution.

Also starting December 1, donations will be twice weekly (based upon availability and at the discretion of the Vice-President) with an emphasis of opening it up to our feeders as well. The Vice President will handle all donation distributions. Donation schedule will be as follows:

- **Mondays and/or Thursdays- time/locations as directed by the Vice President**

If there are left-over donations on either Monday or Thursday, there will be a second donation pick up (for those who work and cannot make the first distribution of the week)

- **Sunday- at the President's house between 3 - 4 p.m.**

Donations will not be delivered or given to any board member, feeder or foster outside of the donation schedule. If SPCA volunteers would like donations, they will have to respond to the Vice President via text and show up at either of the two weekly distribution locations.

I will keep limited on-hand supplies of flea meds (Cheristin), Terramycin (eye ointment), Sulfur dip (ringworm), Meow Mix, litter and litter boxes. This will be for new or current fosters who may not be able to financially afford to foster and need assistance. I will not take these supplies from our donations. I will purchase them and donate them as in-kind to the SPCA.

- **VETERINARY SERVICES:**

Effective November 14, 2023, all TNRs and medical issues will be taken care of at Valley Animal Hospital, unless there is an emergency and they are unable to accommodate an appointment. **The President is the only point of contact for all veterinarians.** Listed below is the order of veterinarians to be used:

- **Valley Animal Hospital**
 - 1a. HOPE Foundation Fresno- for spay/neuter, vaccination of ALL foster kittens***
- **Merced Veterinary Center**
- **Santa Fe Pet Hospital**
- **Monte Vista Small Animal Hospital**

- **COMMUNITY OUTREACH:**

The President will schedule all social media marketing campaigns, update our website as needed with new information, prepare a quarterly newsletter for distribution to SPCA members and arrange for occasional community activities that would have the net the highest outreach to potential members and the public.

- **FEEDERS:**

The Vice-President will oversee all feeders at different colonies and be their point of contact for health issues, potential abuse from humans, food delivery and medical requests. He will work with the President to work towards a resolution to any issues that arise with feeders for our colonies.