



# Board of Director Orientation Packet

(Updated 1/15/2022)

## Mission Statement

*Auburn Valley Humane Society enriches the lives of companion animals and people through animal sheltering, programs and community engagement.*

## Board Orientation Packet Contents

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\*Please complete and return Board of Director Application to:

Phil Morgan  
President/CEO  
Auburn Valley Humane Society  
4910 A Street  
Auburn, WA 98092  
pmorgan@auburnvalleyhs.org  
253-409-1501



## **Vision, Mission, Core Values, History and Accomplishments**

Auburn Valley Humane Society is a 501c3 nonprofit organization who partners with the City of Auburn for the housing of the lost and stray animals within the City of Auburn. AVHS also serves King and Pierce County for owner relinquishments and adoptions.

### **AVHS VISION STATEMENT**

To be a model of excellence in the advancement of animal welfare.

### **AVHS MISSION STATEMENT**

Auburn Valley Humane Society enriches the lives of companion animals and people through animal sheltering, programs and community engagement.

### **AVHS CORE VALUES**



We value the compassionate care of companion animals



We value the humane treatment of all animals



We value our staff and volunteers



We value our relationships with our partners and supporters



We value our role as a leader in animal welfare



We value integrity, fiscal responsibility and careful stewardship of our resources

Auburn Valley Humane Society was once a dream, was then a vision, and is now a reality.

For the past thirty years Auburn residents sheltered their homeless and stray animals by contract with Regional Animal Services of King County (RASKC). In 2010, budget shortfalls forced King County to substantially raise the contract cost and reduce services to the City of Auburn. Auburn residents were at risk of losing personalized animal control services, control of the financial future and the level of care for their lost pets.

Seventeen members of our community including all Auburn veterinary clinics respond and the decision was made to form a Humane Society to address the needs of the local Auburn animal population and shelter management for the next decade. The group realized the importance of the ownership of a program that maintains the quality of life expected by our community. They partnered with the City of Auburn to provide licensing services, a shelter facility, and an animal control officer. This group led the volunteer effort with corporate and private support of their time, talent, and financial resources.

Auburn Valley Humane Society became a recognized 501c3 in March 2011. The facility at 4910 A Street SE was located and a remodeling plan was secured with the City of Auburn. Operational budgets were established. Through Charter Membership, the community has donated over \$117,000 of the \$200,000 needed to equip the shelter.

On September 19, 2011, Resolution 4747 was accepted by the Auburn City Council and signed by the Mayor entering into a Professional Service Agreement with Auburn Valley Humane Society. The City of Auburn agreed to pay Auburn Valley Humane Society \$240,000 a year to provide Sheltering and Licensing Services for the lost and abandoned animals for the City of Auburn. The agreement runs until December 31, 2019 and has a 7-year option to continue services. Auburn Valley Humane Society and the City of Auburn finished the remodeling of the building in December 2012. The City's commitment was \$530,302 and AVHS' commitment was \$176,000. In December 2012, the City of Auburn hired an experienced Animal Control Officer and the AVHS operational budget was finalized. Licensing information was transferred from King County and began as a City of Auburn function as of January 1, 2013. Auburn Valley Humane Society opened its doors to the public on January 1, 2013.

Currently the Auburn Valley Humane Society has several programs in place. By contract, AVHS provides housing for the lost and stray animals the City of Auburn. All lost, abandoned and owner surrendered animals that come to Auburn Valley Humane Society receive a health examination by a veterinarian, are vaccinated, and if not claimed by their owners are sheltered and microchipped until they are adopted.

Auburn Valley Humane Society does not use the term "NO Kill Animal Shelter" to describe the organization. With that said, euthanasia is never the first choice and last year AVHS had a 97.9% live release rate for animals that come into their care. In addition, **no** adoptable animals have been euthanized at AVHS since the shelter opened in 2013. There is not a time or space limit on animals in the shelter. Animals are only euthanized if they are dangerous and pose a public safety or health threat or the animal's medical condition cannot be managed or accommodate by the medical resources of AVHS.

The hours of operation at the shelter are:  
11-7 seven days a week

The hours of operation at the thrift store are:  
Monday – Saturday 10-6 and Sunday 11-5

The hours of operation at the spay/neuter clinic are:  
Monday – Friday 7-5

Additional programs launched over the past three years include S.P.O.T, a low cost spay/neuter program for the low income residents of King and Pierce Counties, a thrift and retail store, Humane education programs to include girl scout badge program and the Shelter Buddy Reading Program, a pet food bank program for the animals of senior citizens, pets of domestic violence program, public medical fund, pets in crisis fund and the Pets without Me program.

In January 2021, Auburn Valley Humane Society merged with Northwest Spay & Neuter Center. NWSNC performs 13,000 surgeries per year.

Auburn Valley Humane Society's Future Programs will include:

- ~ After School Programs
- ~ Mainstream Classroom Programs
- ~ Kids at Risk Programs
- ~ Mom & Tot Programs
- ~ Summer Camp Programs
- ~ Pet Assisted Therapy
- ~ Pet For Life

AVHS has a robust Volunteer program. In 2019, 1005 volunteers spent 34,038 hours cleaning kennels and cages, walking & training dogs, spending time at mobile and offsite adoptions, saving hundreds of lives fostering animals, assisting with medical procedures, assisting with customer service and shelter services, guiding the organization as board and committee members and fundraising.

Auburn Valley Humane Society has 58 paid positions.

#### Shared Management

President/CEO	Phil Morgan
Director of Vet Services	Dr. Emily Purvis
Director of Philanthropy	Sharon Lavigne
Volunteer Coordinator	Jeanine Riss
Finance Coordinator	Judy Lovejoy
HR Coordinator	TBA
Maintenance Coordinator	TBA
Director of Special Programs- PFL	Tori Heath
Special Programs Coordinator	TBA
Development Asst I	Alley Nauer
Development Asst II	TBA

#### Thrift Store

Director of Retail Services	Candi Kessler
Thrift Store Asst I	Amy
Thrift Store Asst II	Belinda
Thrift Store Asst III	Clara
Thrift Store Asst IV	Laurie

#### Public Services

Director of Public Services	Jennifer Haskins
Public Services Rep Licensing	Felix Walker
Licensing Assistant/Processor	Reina Grimes
Public Services Rep Front Desk	Carlos James
Public Services Rep Front Desk	Emalia Duncan

#### Shelter Animal Services

Shelter DVM	Michelle Gaston
Animal Welfare Coordinator	Emily Mattison
LVT I	TBA
LVT II	TBA
Veterinary Assistant I	Angela Russell
Veterinary Assistant II	Scot Nielsen
Animal Care/ACT I	TBA
Animal Care/ACT II	Chloe Obaya
Animal Care/ACT III	Sarah Mendel
Animal Care/ACT IV	TBA
Animal Care/ACT V	Grant Wyena

## Spay/Neuter Clinic

Clinic Director of Public Services	Chloe Williamson
Clinic Lead Veterinarian	Dr. Abby Snodgrass
Clinic Veterinarian I	Dr. Erin Donovan
Clinic Veterinarian II / Shelter Veterinarian I	Dr. Vanessa Rucker
Clinic Veterinarian III - 2nd surgery suite	TBD
Clinic Veterinarian IV - Wellness	Dr. Kat Spaulding
Clinic Lead LVT	Michelle Wetzler
Clinic LVT I	Amanda Nemier - Smith
Clinic LVT II	TBD
Clinic LVT III - 2nd surgery suite	TBD
Clinic LVT IV	Heather Gascon
Clinic Lead Vet Asst	Sandy Peterson
Clinic Vet Asst I	Jade Todd
Clinic Vet Asst II	Kasandra Withrow
Clinic Vet Asst III	Nadine Ogrin
Clinic Vet Asst IV	Carston Cox-Davis
Clinic Vet Asst V - 2nd surgery suite	TBD
Clinic Vet Asst VI - 2nd surgery suite	TBD
Clinic Vet Asst VII - Wellness	TBD
Clinic Vet Asst VIII - Wellness	TBD
Clinic Front Desk Asst I	Tallee Brewer
Clinic Front Desk Asst II	Sarah Gavre
Clinic Front Desk Asst III	Zeri Hoskins
Clinic Front Desk Asst IV	Katarina Pearson
Clinic ACT I	Jessica Carner
Clinic ACT II	Kalloway Abraham
Clinic ACT III	TBD



**AUBURN VALLEY HUMANE SOCIETY  
BOARD OF DIRECTORS  
CANDIDATE APPLICATION PROCESS**

- STEP 1** Set up a casual meeting with Board Vice-President (Governance Chair) and the President/CEO
- STEP 2** Review this packet
- STEP 3** Please contact Board Vice-President (Governance Chair) or the President/CEO should you wish to discuss any of the enclosed materials. If you've never visited Auburn Valley Humane Society, the governance Chair or the President/CEO will be happy to make arrangements for your personal tour at your convenience.
- STEP 4** Complete & return Board Director APPLICATION as per instructions.
- STEP 5** Upon receipt and preliminary review of your APPLICATION, you will be contacted to schedule a meeting with Governance Committee.
- STEP 6** Complete requirements:
- ✓ Attend AVHS Volunteer Orientation
  - ✓ Attend one AVHS Board Committee Meetings
  - ✓ Attend and volunteer at one AVHS event
  - ✓ Attend one AVHS Board Meeting
- STEP 7** Following your interview with the Governance Committee and the completion of the all requirements, the Board of Directors will vote on the Board Director Candidacy and the Candidate will be notified as to the Board of Director's decision.
- STEP 8** Upon ratification of the Candidate, the Governance Chair and the President/CEO will provide a one-on-one Board training as needed to the "new" Board member.



Auburn Valley Humane Society  
4910 A Street  
Auburn, WA 98092

### BOARD OF DIRECTOR APPLICATION

Name \_\_\_\_\_

Address \_\_\_\_\_

City \_\_\_\_\_ State \_\_\_\_\_ Zip \_\_\_\_\_

Occupation \_\_\_\_\_ Address \_\_\_\_\_

City \_\_\_\_\_ State \_\_\_\_\_ Zip \_\_\_\_\_

Phone (Home) \_\_\_\_\_ (Office) \_\_\_\_\_

Email Address \_\_\_\_\_

- I have read, understand and agree to abide by the Auburn Valley Humane Society policies when representing the Auburn Valley Humane Society in any official capacity as a Board Member
- I have read, understand and agree to abide by the Board Member Code of Ethics.
- I am familiar with and understand the Auburn Valley Humane Society Board of Director attendance requirements.
- I agree to maintain Auburn Valley Humane Society membership during my terms as a board member.

If my application is approved I am most interested in serving on the following committees:

- |                                     |   |   |
|-------------------------------------|---|---|
| <input type="checkbox"/> Personnel  | <input type="checkbox"/> Fundraising      | <input type="checkbox"/> Building & Grounds |
| <input type="checkbox"/> Finance    | <input type="checkbox"/> Animal Welfare   | <input type="checkbox"/> _____              |
| <input type="checkbox"/> Governance | <input type="checkbox"/> Humane Education |   |

Why do you feel that you want to become a board member?

I understand that this information will be used in the voting on my application. I have read all the above statements and questions and accept them.

\_\_\_\_\_  
Signature of Applicant

\_\_\_\_\_  
Date





## BOARD OF DIRECTORS' POLICIES AND PROCEDURES

POLICY: Board members have an obligation to do more than just meet legal standards. Board members are expected to meet moral standards of conduct as well. As a member of the Auburn Valley Humane Society Board of Directors I will:

- Represent the interest of all people served by organizations, and not favor special interest inside or outside of this nonprofit.
- Not use my service on this board for my own personal advantage or the advantage of my friends or supporters.
- Approach all board issues with an open mind prepared to make the best decisions for everyone involved.
- Do nothing to violate the trust of those who elected or appointed me to the board or of those we serve.
- Focus my efforts on the mission of the nonprofit and not on my personal goals.
- Never exercise authority as a board member except when acting in a meeting with the full board or as I am delegated by the board.

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Name

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Signature

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Date



## Auburn Valley Humane Society Board of Directors Duties and Responsibilities

### **Purpose**

The board holds fiduciary responsibility for all agency programs and activities. The duty of the board is to establish all agency policies, and ensures that the agency fulfills its mission and achieves its short-term and long range goals.

### **Structure**

The Board shall consist of no less than 5 voting members, each serving a Three-year term and may term out in February following the end of their 3 years of service. AVHS Board members may serve two consecutive terms and if is interested in rejoining the Board, they are required to take a minimum of one year off before returning to the Board

### **Responsibilities**

**Vision:** Establish and review the agency's mission, philosophy and goals.

- Assure that the agency's mission is clear and well communicated
- Assure that the agency's management is aligned with its mission and philosophy
- Review and update the agency's short-term and long-range goals

**Financial:** Ensure financial stability and accountability

- Review and approval of agency's annual budget

**Outreach:** Understand and actively embrace the Board's role in philanthropic support and stewardship

- Assist in the development of new areas of resources development such as individuals, corporations, grants
- Promote cooperative fundraising activities
- Serve as a community spokesperson in promoting the agency's services and program
- Identify and recruit new Board members
- Facilitate the community's understanding of the agency's philosophy, mission, programs, and services.

**Commitment:** Participate actively in all Board responsibilities and activities

- Become a member and financially support the programs and activities
- Attend monthly Board meetings
- Be willing to participate and lend expertise on committees and/or task forces as needed
- Attend a minimum of two events a year including support of auxiliary events



## **Auburn Valley Humane Society Standing Rules**

### **Name and Purpose:**

The name of the Nonprofit Corporation is Auburn Valley Humane Society (AVHS). It was chartered by the Founding Board Members February 28, 2010.

1. AVHS serves the companion animals in need for the community, which includes dogs, cats and pocket pets within the city limits of Auburn.
2. AVHS is registered with the Washington Secretary of State under the Charitable Solicitations Act. The registration number is 31477. The treasurer is responsible for filing the annual registration prior to November 30, 2012.
3. AVHS was incorporated on March 11, 2011. It was assigned corporation number 603-094-796. The treasurer is responsible for filing the annual corporation report by June 30. The registered agent for this corporation is Gibson & Jarvey, INC. P.S.
4. AVHS's Federal Employer Identification Number (EIN) is on file with the Treasurer and in the Legal Documents notebook.
5. AVHS was granted tax-exempt status under section 501(c) (3) effective March 11, 2011. Copies of the determination letter from the IRS and the application form 1023 are in the legal documents notebook and on file with the Treasurer.
6. The current Treasurer is responsible for filing IRS form 990EZ by November 15 if that filing is required. The AVHS's fiscal year is January 1 to December 30.
7. This AVHS shall abide by the Bylaws attached.

### **Membership**

1. The Board of Directors membership will require an interview process to be set forth by the Governance Committee. AVHS is currently accepting applications for the Board of Directors.
2. The licensed pet owners of the City of Auburn shall be considered honorary members of the AVHS without voice, vote or privilege of holding office.

## Officers, Elections and Committees

1. The Governance Committee shall put forth nominations at the annual meeting for elections of officers. Any board member may present written recommendations to the governance committee. The governance committee, executive board, and finance committee shall deliver proper notice of the place, day and time of the annual meeting to each member of the Board of Directors. There shall be written notice of the place, time, and day no less than ten (10) days prior to the date of the annual elections meeting. Elections shall be held at the annual meeting in February and new officers shall assume their duties on March 1<sup>st</sup>.
2. Elected officers of this unit shall consist of President, Vice President, Secretary and Treasurer. Any of these offices may be held by co-officers, except Treasurer. Each elected officer and the Past President shall be entitled to voice and vote at a Board of Directors meeting.
3. No person shall serve in the same elected office for more than two (2) consecutive terms unless approved by a majority of the Board.
4. The Executive Committee shall consist of elected officers and the current Past President. The Board of Directors shall consist of the elected officers, board members and the director. All members of the Board of Directors shall be members in good standing of this unit.
5. Each Standing Committee shall be entitled to voice at board meetings.
6. The following shall be considered as the Standing Committees of the AVHS:

Executive	Fundraising	Programs
Finance	Public Relations	
Governance	Animal Welfare	
Building	Personnel/Volunteer	
7. The following shall be considered as Ad Hoc Committees of the AVHS:
  - Barkfest
  - Benefit Concert
  - Gala
  - Audit
8. An office/board position may be declared vacant if that person misses two (2) consecutive meetings, unless excused by the president.

9. All elected officers' and committee chairpersons' notebooks must be turned into the AVHS office at the end of the operating year.
10. All AVHS volunteers specifically working with children must complete the Washington State Patrol form (and be cleared), located in Shelter Office prior to volunteering.

## **Meetings**

1. Annual board meetings shall be held to adopt the annual budget, approve the Standing Rules, and elect officers. Additional meetings shall be held at the discretion of the Board of Directors.
2. The quorum for monthly board meetings shall be 50%. Changes at these meetings to the By Laws, or Standing Rules require 2/3 majority vote.
3. AVHS Board of Directors and Committee Meetings shall be held once every month, or at the call of the President.
4. A quorum for unscheduled Board of Directors meetings shall be a 2/3 majority with at least 10 days' notice given.
5. Absentee or mail-in proxy ballots are prohibited.

## **Finance and Legal Documents**

1. AVHS shall approve its annual operating budget in the fall of each year. The Board of Directors has permission to authorize additional expenditures during monthly meetings.
2. The budget shall be prepared by the Finance Committee. This committee shall be chaired by the Treasurer with other members generally consisting of the Humane Society's CPA and Attorney.
3. AVHS shall conduct one annual audit of its books and records with a professional firm. The end-of-year audit shall be completed no later than July 31. The audit committee shall consist of no less than three (3) members of the board of Directors who do not have signature privileges on AVHS documents.
4. The signatures of all elected officers shall be on the authorized signature card for the bank accounts. A current copy of this card shall be with the Treasurer's records and in the Legal Documents notebook.
5. Copies of all legal documents shall be kept on file by the Secretary and in the Treasurer's records. Original documents will be kept in the safe keeping of the President(s) or safe deposit box. Only elected officers shall have access to the original legal documents. The Secretary shall be responsible for maintaining the Legal Documents notebook.

6. A receipt or signed statement attached to a reimbursement form is required for reimbursement of funds spent for AVHS. No checks shall be released without being completed in full, including the "pay to the order of" line. Two officers must sign all reimbursement checks.
7. All receipts and attached reimbursement forms must be submitted within the fiscal year that the expenses were incurred, as indicated by the date on the receipt.
8. All persons with returned checks, not made good, will have check writing privileges revoked from AVHS events.
9. No AVHS Board of Directors member may enter into a contract or agreement in the name of the AVHS, or as a representative of the AVHS, without prior Board of Directors approval. All contracts require two signatures, one of them being an Executive Board member with check-signing privilege. The officer shall clearly identify that it is the AVHS entering into the contract and not the officer as an individual. Signature example: John Doe, AVHS President.

**Awards:**

1. One (or more) Volunteer awards may be presented annually to an outstanding volunteer. A committee appointed by the President, consisting of at least 2 Board of Directors members plus the Director and all previous recipients shall select the recipient(s) using guidelines from the Board of Directors. Recipients will be awarded at the annual fundraiser.
2. One (or more) Benefactor awards shall be presented annually to an outstanding Benefactor. A committee appointed by the President(s), consisting of at least 2 members plus the Principal and all previous recipients, shall select the recipient(s) using guidelines from the Board of Directors.

**Amendments:**

1. These standing Rules shall be reviewed annually by the Executive Board of Directors, revised if necessary, and presented for approval at the Annual Board of Directors meeting.



Code of Ethics  
Of  
**Auburn Valley Humane Society**  
Adopted March 2013

## **I. MISSION AND EVALUATION**

### **A) Mission.**

1. The mission of Auburn Valley Humane Society is developed, defined, and formally approved by the Board of Directors. Its activities and programs are consistent with its mission.
2. Auburn Valley Humane Society is always aware that its mission is accomplished through the generosity of others, and it owes its benefactors programs which are competently managed and needed.
3. Auburn Valley Humane Society furthers the best interests of the community and citizens through all of its activities and programs.

**B) Evaluation.** Auburn Valley Humane Society will periodically revisit its mission to determine if the need for its programs continues to exist, its mission needs to be modified, its programs should be revised or discontinued, or new programs are needed.

## **II. GOVERNING BODY**

Auburn Valley Humane Society is governed by a volunteer Board of Directors which represents, reflects, and actively engages the community it serves. The board determines the mission of the organization, establishes governing policies, and monitors the organization's financial and programmatic performance.

## **III. CONFLICT OF INTEREST**

**A)** Members of the Board of Directors and staff of Auburn Valley Humane Society act in the best interest of the nonprofit organization, rather than on the basis of personal interests or the interests of third parties.

**B)** Auburn Valley Humane Society has policies in place, and routinely and systematically uses these policies, to prevent actual, potential, or perceived conflicts of interest.

## **IV. HUMAN RESOURCES**

**A)** Auburn Valley Humane Society has human resource policies in place that address both paid employees and volunteers. Such policies establish clear expectations and provide for meaningful and effective performance evaluation.

**B)** Auburn Valley Humane Society embraces a philosophy that values diversity, which its Board and staff actively strive to ensure throughout the organization.

## **V. FINANCIAL AND LEGAL ACCOUNTABILITY**

Auburn Valley Humane Society practices sound financial management and complies with legal and regulatory requirements. Its financial systems ensure that accurate financial records are kept and that financial resources are used to further its mission and charitable purposes. It conducts periodic financial reviews to address regulatory and liability concerns.

### **A) Financial Accountability**

1. Auburn Valley Humane Society creates and maintains financial reports on a timely basis that accurately portray its financial status and activities.
2. Auburn Valley Humane Society will provide timely internal financial statements to all Directors. Internal financial statements identify and explain any material variation between actual and budgeted revenues and expenses.
3. Auburn Valley Humane Society makes its annual financial reports available to the public.
4. Auburn Valley Humane Society provides employees and others with a confidential means to report suspected financial impropriety or misuse of its resources.
5. Auburn Valley Humane Society has written financial policies governing: (a) investment of its assets; (b) internal control procedures; (c) purchasing practices; and (d) reserve funds.

**B) Legal Compliance and Accountability.** Auburn Valley Humane Society is aware of and complies with all applicable federal, state, and local laws. This may include, but is not limited to: complying with laws and regulations related to fund raising; licensing; financial accountability; human resources; lobbying and political advocacy; and taxation.

## **VI. OPENNESS**

**A)** Upon request and periodically, Auburn Valley Humane Society will provide the public with truthful information about its mission, program activities, and finances.

**B)** Auburn Valley Humane Society is accessible and responsive to members of the public who express interest in the affairs of the organization.

## **VII. FUND RAISING**

Auburn Valley Humane Society must respect the interests and intentions of its donors, clients or patrons, and the general public and be managed with the highest level of professionalism and integrity. Unethical fundraising practices threaten public trust and confidence in the entire nonprofit sector.

**A) Legal Compliance.** Since Auburn Valley Humane Society solicits donations from the public, the organization is properly organized as a tax-exempt charity, and is in compliance with both the spirit and the letter of all local, state and federal laws governing charitable solicitations.

### **B) Fund Raising Activities.**

1. Auburn Valley Humane Society uses solicitation and promotional materials that are accurate and truthful and identify the organization, its mission, and its intended use of solicited funds.



2. Auburn Valley Humane Society does not engage in solicitation tactics that are coercive, intimidating, or deceptive.
3. Auburn Valley Humane Society shall respect the integrity, privacy, and pride of its clients or patrons. Specifically, it does not use clients, their pictures or their case histories in any publicity or fundraising activities without prior written consent.

#### **C) Use of Gifts and Reporting.**

1. Auburn Valley Humane Society insures that contributions are used in accordance with donors' intentions and obtain explicit consent before altering the intended use of a restricted gift.
2. Auburn Valley Humane Society accurately records and receipts gifts and reports to donors and the public in a timely way on the use and management of contributed funds. Upon request they shall provide information about their case for support, financial condition, use of donations, and fiscal responsibility, while respecting the privacy of donors.
3. Auburn Valley Humane Society encourages donors to obtain informed and ethical advice about the value and tax implications of potential gifts.

#### **D) Fund Raising Management.**

1. Auburn Valley Humane Society informs the board, staff and volunteers of ethical finance and fundraising practices and their importance to the integrity of the organization and its mission.
2. Auburn Valley Humane Society assumes responsibility for its own actions and the actions of all others, whether paid or unpaid, acting on their behalf.
3. Auburn Valley Humane Society's fundraising costs are not excessive in relation to the costs of programs and activities directly related to its mission.
4. Auburn Valley Humane Society compensates development staff with a salary or fixed fee, and not by percentage-based compensation or a commission. It shall not pay any fee to a third party as a condition for the completion of a gift.

### **VIII. PUBLIC POLICY ADVOCACY**

**A) Policies.** If Auburn Valley Humane Society has public policy positions, the organization will have written internal policies in place that define the process it uses to decide whether it should take a stand on specific public policy issues, and the public policy positions it takes.

**B) Quality of Information.** Auburn Valley Humane Society provides only factually accurate information to the media and the public, and provides sufficient contextual information so its public information can be understood.

### **IX. INFORMATION MANAGEMENT**

**A) Structure.** Auburn Valley Humane Society has policies in place that identify who has access to certain information and security procedures in place to prevent unauthorized access.

**B) Confidentiality of Information.** Auburn Valley Humane Society ensures that personal information on individual clients, employees and others is confidential unless permission to release information has been obtained.



**Animal Welfare Positions  
Of the  
Auburn Valley Humane Society  
Adopted March 2013**

*"The greatness of a nation and its moral progress can be judged by the way its animals are treated." --Gandhi*

#### PREAMBLE

By looking at the past, it becomes increasingly clear that development of new technologies seldom leads merely to the anticipated, positive outcome. Unforeseen effects may, more often than not, be detrimental to certain groups of people, animals and the environment. There is a duty to make thorough assessment of these consequences, taking into account ethical considerations.

The Auburn Valley Humane Society has a long history of concern and commitment to, and mission to, educate others on the welfare, humane treatment and care of all animals. In the development of these animal welfare position statements, the ethical, philosophical and moral values which our members espouse have been our guiding light.

#### GUIDING PRINCIPLES

Auburn Valley Humane Society encourages you to read and study the issues which challenge the animal welfare community today. If you believe in our positions, we urge you to offer your dollars, your time, and your special expertise by joining with us to develop a better understanding of all animal welfare, as well as teaching these truths to young and old so that we may learn to be kind to each other.

Animals have been our companions for centuries. Their welfare has been our welfare. As the world has changed, and our culture imperatives have been modified, our relationship to, and responsibility for, animals has also evolved. Auburn Valley Humane Society will continue to monitor, study and make recommendations on animal welfare issues, and take positions where there is adequate basis and where our education mission dictates. This booklet of our positions is divided by:

- Companion Animals
- Horses
- Teaching and Livestock
- Species and/or Relationship
- Animals in Research

## POSITION ON COMPANION ANIMALS

- Dog, Cock and other Animal Fighting: Auburn Valley Humane Society supports laws against use of any animal for fights, and recommends that fighting be considered a felony offense.
- Animals in Motion Pictures: Auburn Valley Humane Society strongly opposes the mistreatment or abuse of animals, and supports the American Humane Association in its efforts to monitor filming locations and sets to assure the safety of animals and other actors.
- Euthanasia of Animals: Euthanasia by properly trained personnel using acceptable humane methods is preferable to slow, painful death due to disease, starvation, exposure or painful traumatic injury. Auburn Valley Humane Society also advocates humane euthanasia of animals which, for behavioral reasons, are considered to be a public safety threat.
- Cosmetic Alteration for Appearance: Auburn Valley Humane Society does not advocate the cosmetic alteration of dogs or cats for appearance or non-medical reasons such as tail docking or ear cropping.
- De-clawing of Domestic Cats: Auburn Valley Humane Society does not advocate the removal of the claws of a domestic cat.
- Commercial Pet Production and Dealers: Auburn Valley Humane Society disagrees with the concept of farming companion animals. Where these businesses exist, Auburn Valley Humane Society encourages and supports the inspection of such facilities, as well as the enforcement of all federal laws pertaining to the health, care and transportation of these animals.
- Responsible Pet Ownership: Auburn Valley Humane Society strongly supports and encourages responsible pet ownership and the enforcement of existing animal control ordinances.
- Breed Discrimination: No particular breed of dog or cat should be discriminated against because of its breed.
- Hybrids: Wolf Hybrids and Wildcat Hybrids should be named and treated as dogs and cats.
- Dog Racing: The excessive breeding, culling by performance only, and the use of live bait associated with the racing of dogs for profit is inhumane and unacceptable.

## POSITIONS ON HORSES, etc. IN SPECTATOR EVENTS

- Welfare of Animals in Spectator Events: Auburn Valley Humane Society does not advocate any spectator sport that intends to injure or kill any animal, such as bull fighting.
- Spectator events involving animals where injury can occur incidentally to the sport, i.e. horse racing, polo, cutting and reining, field trials, rodeos, dog sled racing and other confirmation show events should always be attended by a licensed veterinarian. Auburn Valley Humane Society encourages all organizations to develop appropriate guidelines and standards to ensure the humane treatment of the animals, and we encourage our members to actively participate in ensuring compliance with humane laws.

- **Animals Used in Exhibition:** Auburn Valley Humane Society believes that animals in exhibition deserve greater expert care because they are generally not in their natural state, i.e. circus horses, animals in traveling shows and the stock used in rodeos. Auburn Valley Humane Society does not feel that such animals generally receive such specialized care, and encourages its members not to support or patronize such exhibitions. All local, state, and federal laws should be enforced with vigilance on such existing groups.
- **Use of Medications to Ensure Performance:** Auburn Valley Humane Society opposes the use of any drug that alters the animal's normal performance—for any reason.

#### POSITION ON WILDLIFE AND ZOOLOGICAL EXHIBITATIONS

- **Theme Parks and Exhibitions Which Exploit Animals Profit:** Auburn Valley Humane Society fundamentally disagrees with the capture and confinement of wild animals, even endangered species, where their exhibition is used solely for commercial profit, i.e. Unnatural Theme Parks.
- **Hunting and Fishing in Season:** Auburn Valley Humane Society advocates the humane legal hunting of wildlife and fish in season for the sole purpose of food. Auburn Valley Humane Society does not advocate trophy hunting or fishing.
- **The Capture and Rehabilitation of Wildlife:** The intentional capture of wildlife, to include, but not limited to, skunk, raccoon, bobcat, opossum, rodents, rabbits, birds, and reptiles, is wrong. When such animals are trapped, cornered, injured by machinery, or hit by cars they should be:
  - if uninjured, left in the environment until they can move on their own
  - confined and transported to a reliable rehabilitation center without human touch or intervention
  - nursed back to health without bonding to human caretakers
  - released back to a substitute habitat of a safer nature

#### POSITION ON ANIMALS TEACHING, EDUCATION AND RESEARCH

- **Use of Animals in training and Research:** Auburn Valley Humane Society discourages the use of live animals for teaching purposes. If live animals are to be used for educational purposes, they must be kept in a humane manor and receive the minimal amount of stress as possible. Auburn Valley Humane Society strongly does not advocate the use of animals for research into product safety, i.e., cosmetics and household products, and, only agrees with the use of animals in medical research to solve the most dire of animal and human diseases. The use of animals in these circumstances carries with it unique professional, scientific, and moral obligations. The stewardship of animals in these special cases must be performed with the full measure of compliance with the Animal Welfare Act, so that only accredited institutions and individuals conduct such research.
- **The Sale of Our Shelter Animals for Research or Teaching Purposes.** Auburn Valley Humane Society, in accordance with its original incorporated purposes, will never sell animals for research or teaching.

- **Laboratory Care of Animals:** While Auburn Valley Humane Society does not condone animals in laboratories, animals which are used for teaching and experimentations, such as medical research, the presence of veterinarians to direct the care of the animals is required. These veterinarians should be accredited by the American Association of Laboratory Animal Care. The provisions of the Animal Welfare Act should be strictly enforced.

## POSITION ON ANIMAL AGRICULTURE

General Statement: Auburn Valley Humane Society, as an educational institution, affirms that animals raised for food should be treated and handled humanely, with due consideration for their welfare and well-being. The use of all natural resources, especially water, should be instrumental in deciding which animals should be produced.

On the matter of livestock farming, Auburn Valley Humane Society supports the Theological Normative Principle of Ethics; that is, the results of all probable actions should be measured, the positive elements optimized and the negative ones minimized. This utilitarian approach should not be construed to mean that the greater the importance for man, the more man is permitted to inflict hardship on animals.

- a. If there is an alternative method available whereby an animal suffers no hardship, it should be given preference. It is the duty of individuals to seek this type of alternative.
- b. If there are no perceived alternatives, and the interest of humans and animals are in conflict, then the intrinsic value of animals should be weighed upward only if other basal interests of other morally comparable creatures will be impaired as a result of not carrying out the action.
- c. If the outcome of the weighing-upwards that animals may be used, then there must be the best possible guarantee that the animals may act according to the behavioral needs of the species to which they belong.

Auburn Valley Humane Society morally, ethically, and philosophically promotes the welfare of all animals. It is the duty of the livestock and poultry producers to recognize and deal with people who are cruel, abusive and/or neglectful in their production practices, and to ensure that those practices contrary to animal welfare are not selected initially or, if in use, are abandoned or corrected.

- **Confinement Rearing of Livestock and Poultry:** Confinement rearing results in many questions regarding the health, safety, and quality of the food sources produced in this fashion. Auburn Valley Humane Society believes that confinement rearing is inhumane.

- Transportation, Sales Yard Practices and Humane Slaughter of Livestock and Poultry; adequate protection should be provided including but not limited to:
  - protection from adverse environmental conditions
  - limiting the time in cars, trucks and pens
  - reduce excessive crowding
  - provide high quality food, and water
  - have adequate loading and unloading equipment
  - safe, specifically designed, transport vehicles
  - sort, group, and weigh so as to minimize stress.
- Disabled Livestock: If the animal is down on the farm and in distress, or the condition is obviously irreversible, the animals should be euthanized.
  - If the animal is not in extreme distress and continues to eat and drink, and a veterinarian has determined that the injury is repairable, shelter and nursing care should be provided for a reasonable time.
  - If the animal has minor injuries but is seemingly healthy and could pass the federal inspection at slaughter, then the animal should be humanely transported and immediately slaughtered.
  - Long term non-ambulatory animals should be euthanized.

#### POSITION ON SWINE

- Swine in Confinement: Auburn Valley Humane Society is opposed to the confinement rearing of swine.
- Swine Castration, Tail Docking and Identification: These procedures should be done humanely, in a sanitary manner, during the first week of life.

#### POSITION ON POULTRY

- Housing of Chickens in Cages: The current use of small confinement cages should be outlawed and a humane alternative found.
- Disposal of Unwanted Chicks, Poults and Pipped Eggs. Unwanted animals should be euthanized in a humane manner
- Beak Trimming: Beak trimming, to remove the sharp tip to prevent or reduce the natural traits of cannibalism, fighting and feather picking, (results from confinement caging) is not endorsed by Auburn Valley Humane Society. Alternative means of controlling these confinement problems should be sought.
- Induced Molting of Layering Birds: A carefully monitored and controlled program that includes reduced photoperiod, controlled caloric intake and/or reduction of some nutrients essential for egg production designed to bring about a period of non-laying in the entire flock is not an acceptable practice.

#### POSITIONS ON CATTLE

- Castration and Dehorning of the Cattle: Dehorning and castration of cattle should be done humanely.
- Veal Calf Production: Veal calves raised in confined stalls instead of open pens is inhumane.



**Gift Acceptance Policy  
Of the  
Auburn Valley Humane Society  
Adopted March 2013**

**A. General Policies.** The Board of Directors and President/CEO of Auburn Valley Humane Society shall ensure appropriate compliance with the gift policy by all administrative staff, consultants, and volunteers. The policy of Auburn Valley Humane Society shall be to encourage gifts of any type and description which are consistent with the charitable objectives of Auburn Valley Humane Society and acceptable to it. Auburn Valley Humane Society reserves the right to abstain from accepting any and all gifts that are not consistent with its objectives for any reason. The President/CEO, or other persons designated by the President/CEO, is authorized to accept any and all gifts without board approval, except for the following, which require board action:

1. Outright gifts of real property
2. Gift Annuities in conjunction with retained life estates
3. Intangible personal property other than publicly traded securities (Copyrights, mineral rights, etc.)
4. Tangible personal property that requires ongoing maintenance or other cash outlays
5. Life Insurance (other than acceptance of paid-up policies)
6. Other gifts that may require additional financial resources from Auburn Valley Humane Society to maintain or implement

The President/CEO will submit appropriate information, analysis and recommendations to the President of the Board for review with regard to all gifts which require board approval.

**B. Current Gifts.** A current gift involves the transfer of money or property to Auburn Valley Humane Society by a donor, without the receipt of consideration or economic benefit. The donor must retain no control over the money or property transferred to Auburn Valley Humane Society to qualify as a current gift, although the donor may place restrictions on the use of the money or property. Most types of property may be donated to Panhandle Animal Shelter, although all gifts must comply with Auburn Valley Humane Society policies.

**1. Cash.** Cash gifts of any amount in the form of checks, currency or money orders are acceptable by the President/CEO or other persons as designated by the President/CEO. Gifts should be made payable to Auburn Valley Humane Society and submitted to the Auburn Valley Humane Society Manager's office as soon as possible

after receipt. Cash is generally regarded as intangible personal property for purposes of the charitable deduction rules.

**2. Publicly Traded Securities.** Securities that are regularly traded on a national or local stock exchange or in over-the-counter markets are acceptable in any amount by the President/CEO or other persons designated by the President/CEO, including trustees of pooled income funds and gift annuity trusts. Generally, this will include:

- ADR's of Non-U.S. Companies
- Treasury Bills
- Money Market Funds
- Commercial Paper
- Banker's Acceptance
- Repurchase Agreements
- Certificates of Deposit
- U.S. Government and Agency Securities
- Corporate Notes and Bonds
- Preferred Stocks
- Common Stocks
- Convertible Notes and Bonds
- Convertible Preferred Stocks

Prohibited gifts (unless approved by the Board of Directors) include:

- Commodities and Futures Contracts
- Limited Partnership Interests
- General Partnership Interests
- Venture Capital Investments
- Gifts of Derivatives
- Options

The President/CEO, or other persons designated by the President/CEO, will assist in the acceptance of gifts of publicly traded securities by providing the donor or donor's representative instructions for making direct transfers to Panhandle Animal Shelter's brokerage account. It is the policy of Auburn Valley Humane Society to liquidate publicly traded securities as soon as possible after receipt. Gains and losses on the sale of publicly traded securities shall be reported as realized gains or losses on the financial statements of Auburn Valley Humane Society and shall not affect the gift amount which is fixed at the average of the high and low value on the date of transfer or unconditional surrender to Auburn Valley Humane Society or the Auburn Valley Humane Society agent.

**C. Public Disclosure.** Auburn Valley Humane Society will comply with final regulations issued by the IRS on April 8, 1999, which became effective on June 8, 1999, with regard to documents that must be made available for public inspection. These documents include application for tax exemption and annual information returns for the past three years including all schedules and attachments filed with the IRS except for parts of the return that identify names and addresses of contributors. These documents will be available for public inspection at Panhandle Animal Shelter's principal office during normal business hours. Written requests will be honored within thirty days from the receipt of the request.





**Privacy Policy  
Of the  
Auburn Valley Humane Society  
Adopted March 2013**

Auburn Valley Humane Society and its website is committed to preserving your privacy and safeguarding your sensitive information. The following policy outlines the general practices of our privacy policy, website privacy policy and online donation function. We do not collect personal information about you when you visit our website unless you choose to provide that information to us. We do not sell, trade, or rent your personal information to others.

**PRIVACY POLICY**

Auburn Valley Humane Society has created this Privacy Policy to explain how we will protect your personal privacy. The following discloses how we collect and manage private information provided to us by you in mailings, donations, or other off-line data collection. It also discloses our information gathering and dissemination practices for the web site located at the URL [www.auburnvalleyhs.org](http://www.auburnvalleyhs.org).

In order to fully understand your right's, we encourage you to read this Privacy Policy. Auburn Valley Humane Society reserves the right at any time and without notice to change this Privacy Policy simply by posting such changes on our website. Any such change will be effective immediately upon posting.

Because we want to demonstrate our commitment to your privacy, this Privacy Policy notifies you of:

- What personally identifiable information of yours is collected through our mailings and our website
- Who collects such information
- How such information is used
- With whom your information may be shared
- What choices you have regarding collection, use and distribution of your information
- What kind of security procedures are in place to protect the loss, misuse or alteration of information under our control
- How you can correct any inaccuracies in your information.

Questions regarding this statement should be directed to Auburn Valley Humane Society by sending an e-mail to [info@auburnvalleyhs.org](mailto:info@auburnvalleyhs.org). Please reference this Privacy Policy in your subject line.

### **If You Send Us Personal Information**

If you choose to provide us with personal information -- as in an e-mail to a staff member, written letter, donation receipt, subscribing to our electronic newsletter, or by filling out a form with your personal information and submitting it to us either on paper or through our website -- we use that information to respond to your message, and to help us get you the information you have requested or record a donation.

We treat emails the same way we treat letters sent to AVHS. We are required to maintain many documents for accounting purposes (if a donation was given), but we do not collect personal information for any purpose other than to respond to you. Moreover, we do not create individual profiles with the information you provide or give it to any other organizations. AVHS does not collect information for commercial marketing and does not share its donor list. We reserve the right to publish a list of contributors of time and money in our annual report and other publications. If you do not want your name listed in such publications, please notify the President/CEO at (253) 249-7849.

If you do not feel comfortable submitting personal information over the internet, we suggest you print a copy of the document you wish to submit and fill it in by hand. You may then send it via fax to 253-929-8612 or mail it to:

Auburn Valley Humane Society  
4910 A Street  
Auburn, WA 98002

### **Off-line Collection of Personally Identifiable Information**

AVHS collects personally identifiable information from our customers, donors, and participants in our programs via a variety of off-line forms. For example, forms containing personally identifiable information might be filled out if you:

- Choose to adopt an animal from us.
- Choose to surrender an animal to us.
- Lost or find an animal.
- Make a donation.
- Become a member.
- Make a credit card or check purchase at our adoption center or retail store.
- Choose to participate in one of our many events/programs.
- Volunteer at the shelter or at an AVHS event.
- Seek employment at AVHS.
- Interact with us in other ways normal to conducting everyday business and shelter operations.

In all cases, information collected from you off-line is managed and stored in a manner consistent with accepted business practices in the United States. We make every effort to ensure that your information is secure and is seen only by those employees and/or volunteers who require access to provide services to you.

### **WEBSITE:**

By visiting our website, you are accepting the practices described in this privacy policy.

We handle information about your visit to our website as follows:

#### **Information Collected and Stored Automatically**

If you do nothing during your visit but browse through the website, read pages, or download information, we will gather and store certain information about your visit automatically. This information does not identify you personally, but enables us to better understand how visitors use our site so we can continue to make improvements. We do not track or record information about individuals and their visits.

#### **Internet Protocol Address:**

We collect an IP address from all visitors to our Site. An IP address is a number that is automatically assigned to your computer when you use the Internet. We use IP addresses to help diagnose problems with our server, administer our site, analyze trends, track users' movements, gather broad demographic information for aggregate use in order for us to improve the site, and deliver customized, personalized content. IP addresses are not linked to personally identifiable information.

#### **Use of "Cookies":**

Our Site may use cookies to enhance your experience while using our site. Cookies are pieces of information that some Web sites transfer to the computer that is browsing that Web site and are used for record-keeping purposes at many Web sites. Use of cookies makes Web-surfing easier by performing certain functions such as saving your AVHS passwords, your personal preferences regarding your use of the particular Web site and to make sure you don't see the same ad repeatedly. Many consider the use of cookies to be an industry standard.

Your browser is probably set to accept cookies. However, if you would prefer not to receive cookies, you can alter the configuration of your browser to refuse cookies. If you choose to have your browser refuse cookies, it is possible that some areas of our Site will not function properly when you view them.

### **If You Donate Online**

Users who choose to click the "Donate Now" button on [www.auburnvalleyhs.org](http://www.auburnvalleyhs.org) are taken to a partner site, operated by Pay Pal, where they can choose to make a credit card donation. Data entered on Pay Pal forms is covered by Pay Pal's Privacy Policy, which can be reviewed at [www.paypal.com](http://www.paypal.com).

### **Links to Other Sites**

Our Site contains links to other Web sites. Please note that when you click on one of these links, you are entering another Web site for which Auburn Valley Humane Society has no responsibility. We encourage you to read the privacy statements on all such sites as their policies may be different than ours.

### **Complying with the Judicial or Legal System**

Auburn Valley Humane Society and its web site is committed to preserving your privacy and safeguarding your sensitive information. The following policy outlines the general practices of our privacy policy, website privacy policy and online donation function. We do not collect personal information about you when you visit our website unless you choose to provide that information to us. We do not sell, trade, or rent your personal information to others. Though AVHS makes every effort to preserve donor privacy, we may need to disclose personal information when required by law wherein we have a good-faith belief that such action is necessary to comply with a current judicial proceeding, a court order, or legal process served on our organization

### **Protection of Children's Online Privacy.**

Protecting children's identities and information online is important. AVHS understands the importance of protecting children's privacy, especially in an online environment. Like you, AVHS is concerned about the safety of children when they use the Internet. Consistent with the Children's Online Privacy Protection Act of 1998, we will never knowingly request personally identifiable information from anyone under the age of 13 without prior verifiable parental consent. While AVHS's web site can be used by individuals of all ages, AVHS does not knowingly solicit data from children online. No one under the age of 13 is allowed to register or subscribe on this site, nor will AVHS knowingly accept personal data from anyone under 13 on [www.auburnvalleyhs.org](http://www.auburnvalleyhs.org).

*How do I remove my information from email, phone, and postal mailing lists?*

AVHS wants to communicate with you only if you want to hear from us. If you prefer not to receive information from us, either through email, postal mail or by phone, please let us know by sending us an email to [info@ auburnvalleyhs.org](mailto:info@auburnvalleyhs.org) or by calling us at (253) 249-7849.



**Discrimination Policy  
Of the  
Auburn Valley Humane Society  
Adopted March 2013**

Auburn Valley Humane Society believes that equal opportunity is important for the continuing success of our organization and that organizational performance is greatly enhanced when people with different backgrounds and perspectives are engaged in the organization's activities and decision-making. Auburn Valley Humane Society intends to comply fully with all state, federal, county and municipal laws as interpreted and applied by the courts which preclude negative discrimination because of race, disability, color, creed, religion, gender, age, sexual orientation, national origin, ancestry, citizenship, military status, or any other protected classification. Auburn Valley Humane Society defines "negative discrimination" to include, though not necessarily limited to, the denial of services, employment or volunteer opportunities to any class of individuals in a manner that negatively restricts opportunities to that class of individuals. This policy applies to all activities of the organization including, but not limited to, employment, selection of volunteers, grant making, purchasing and selection of vendors or consultants.

Capital Assets Policy  
Of  
Auburn Valley Humane Society

Adopted September 2018



OUR VISION

*To be a model of excellence in the advancement of animal welfare.*

Our Mission

*Auburn Valley Humane Society enriches the lives of companion animals and people through animal sheltering, programs, services and community engagement.*

It is the policy of Auburn Valley Humane Society to capitalize any furniture, computers, equipment, and leasehold improvements costing over \$3,000.

At times a capital project is made up of many items that individually cost less than \$1000 but in volume are greater than the threshold. These are reviewed by the Executive Director who determines whether or not to capitalize.

The depreciation policy, using the straight-line method of depreciation, determines the estimated life of assets by category.

Furniture	5 years
Medical/Veterinary Equipment	5 years
Technology equipment (computers, printers, cameras etc.)	3 years
Software	3 years
Automobiles	5 years
Leasehold Improvements	Life of the lease

Record Retention Policy  
Of  
Auburn Valley Humane Society

Adopted September 2018



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Auburn Valley Humane Society will abide by the following conditions in regards to record retention (includes electronic records):

Audit reports of accountants: Permanently  
Audit supporting schedules: 10 years  
Bank statements (including images of cancelled checks): 10 years  
Contracts and leases (expired): 10 years  
Contracts and leases still in effect: Permanently  
Correspondence, general: 4 year  
Correspondence (legal and important matters): Permanently  
Depreciation schedules: 10 years  
Donation records of significant restricted funds: Permanently  
Donation records, other: 10 years  
Employee personnel records (after termination): Permanently  
Employment applications: Permanently  
Financial statements (end-of-year): Permanently  
Insurance policies (expired): Permanently  
Insurance records, current accident reports, claims, policies, etc.: Permanently  
Invoices from vendors: 10 years  
Minutes of Board of Directors, including Bylaws and Articles of Incorporation: Permanently  
Payroll records and summaries, including payments to pensioners: Permanently  
Tax returns and worksheets and other documents relating to determination of tax liability: Permanently  
Volunteer records: 3 years

**Warning:** All permitted document destruction shall be halted if the organization is being investigated by a governmental law enforcement agency, and routine destruction shall not be resumed without the written approval of legal counsel.

Whistle Blower Policy  
Of  
Auburn Valley Humane Society

Adopted September 2018



OUR VISION

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Our Mission

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The Sarbanes-Oxley Act provides protection for whistle blowers and criminal penalties for actions taken in retaliation against whistle blowers. The Act protects whistle blowers who risk their careers by reporting suspected illegal activities in their organization. It is illegal for a corporate nonprofit to punish the whistle blower in any manner.

Of course Auburn Valley Humane Society intends to follow this act and therefore wants to give you the opportunity to have your concerns addressed. If you cannot address issues with Auburn Valley Humane Society management and you think possible fraudulent or illegal activities may be occurring, we encourage you to contact the Board President.

**RESTATED BYLAWS  
OF  
AUBURN VALLEY HUMANE SOCIETY**

**ARTICLE 1. OFFICES**

The principal office of the corporation shall be located at its principal place of business or such other place as the Board of Directors ("**Board**") may designate. The corporation may have such other offices, either within or without the State of Washington, as the Board may designate or as the business of the corporation may require from time to time.

**ARTICLE 2. MEMBERSHIP**

**2.1 No Members**

The corporation shall initially have no members.

**2.2 Membership**

Membership classes, the manner of election or appointment of members, the qualifications and rights of each class of members, and dues for members may be established by amendment to the Articles of Incorporation or these Bylaws.

**ARTICLE 3. BOARD OF DIRECTORS**

**3.1 General Powers**

The affairs of the corporation shall be managed by a Board of Directors.

**3.2 Number**

The Board shall consist of not less than five (5) nor more than seventeen (17) Directors, the specific number to be set by resolution of the Board. The number of Directors may be changed from time to time by amendment to these Bylaws, provided that no decrease in the number shall have the effect of shortening the term of any incumbent Director.

**3.3 Qualifications**

Directors may have such qualifications as the Board may prescribe by amendment to these Bylaws.

**3.4 Election of Directors**

Directors shall be elected each year at the annual meeting of the Board by the affirmative vote of a majority of the Directors then in office.

### **3.5 Term of Office**

Unless a Director dies, resigns or is removed, he or she shall hold office for a term of three (3) years following his or her election. The Board of Directors shall be divided into three classes as nearly equal in number as possible, being Class I, Class II and Class III. Each Director shall serve for a term ending on the third annual meeting following the annual meeting at which such director was elected. The foregoing notwithstanding, each Director shall serve until his or her successor shall have been duly elected and qualified, or until he or she becomes disabled or is otherwise removed. Directors may serve successive three-year terms.

### **3.6 Annual Meeting**

The annual meeting of the Board shall be held during the month of February on a date chosen by the Board Chairperson or the Board for the purposes of electing Directors and officers and transacting such business as may properly come before the meeting. If the annual meeting is not held on the date designated therefor, the Board shall cause the meeting to be held as soon thereafter as may be convenient.

### **3.7 Regular Meetings**

The Board of Directors shall also meet monthly, or otherwise, at a time and place as determined by the Board of Directors. Every other month the Board of Directors shall conduct a regular board meeting; in the alternating months the Board of Directors shall conduct board strategic meetings. The agenda for regular board meetings shall include reports of financial and funding matters (including budgeting with an accounting for deviations from projections), committee and program reports, other matters not otherwise addressed by committee reports, and discussion of topics of interest to the Board. Regular board business may also be conducted at a strategic board meeting.

### **3.8 Special Meetings**

Special meetings of the Board or any committee designated and appointed by the Board may be called by or at the written request of the President or the Board Chairperson, or, in the case of a committee meeting, by the chairman of the committee. The person or persons authorized to call special meetings may fix any place either within or without the State of Washington as the place for holding any special Board or committee meeting called by them.

### **3.9 Meetings by Telephone or Video Conference**

Members of the Board or any committee designated by the Board may participate in a meeting of such Board or committee by means of a conference telephone, video conference, or similar communications equipment by means of which all persons participating in the

meeting can hear each other at the same time. Participation by such means shall constitute presence in person at a meeting.

### **3.10 Place of Meetings**

All meetings shall be held at the principal office of the corporation or at such other place within or without the State of Washington designated by the Board, by any persons entitled to call a meeting or by a waiver of notice signed by all Directors.

### **3.11 Notice of Special Meetings**

#### **3.11.1 In Writing**

Notices in writing may be delivered or mailed to the Director at his or her address shown on the records of the corporation not less than five (5) days before the meeting. If notice is delivered via regular mail, the notice shall be deemed effective when deposited in the official government mail properly addressed with postage thereon prepaid. Neither the business to be transacted at nor the purpose of any special meeting need be specified in the notice of a special meeting.

#### **3.11.2 Personal Communication**

Notice may be by personal communication with the Director not less than five (5) days before the meeting.

#### **3.11.3 Electronic Transmission**

Notices may be provided in an electronic transmission and be electronically transmitted not less than five (5) days before the meeting. Notice in an electronic transmission is effective only with respect to those Directors that have consented, in the form of a record (which may be made by recording a Director's consent as conveyed during a meeting of the Board), to receive electronically transmitted notices and designated in such consent the address, location or system to which these notices may be electronically transmitted. This consent is automatically revoked if the corporation is unable to electronically transmit two consecutive notices given by the corporation, and this inability becomes known to the person responsible for giving notice. Notice provided in an electronic transmission is effective when it is electronically transmitted to an address, location or system designated by the recipient for that purpose.

#### **3.11.4 Posting Electronic Notice**

Notice may be provided to Directors who have consented to receipt of electronically transmitted notices by posting the notice on an electronic network and delivering to such Directors a separate record of the posting, together with comprehensible instructions regarding how to obtain access to the posting on the electronic network not less than 10 days

before the meeting. Notice is effective when it has been posted to an electronic network and a separate record of the posting has been delivered to the recipient as provided by this Section 3.11.4.

### **3.12 Waiver of Notice**

#### **3.12.1 Record**

Whenever any notice is required to be given to any Director under the provisions of these Bylaws, the Articles of Incorporation or applicable Washington law, a waiver thereof in the form of a record, including, without limitation, an electronic transmission from the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice. Neither the business to be transacted at nor the purpose of any regular or special meeting of the Board need be specified in the waiver of notice of such meeting.

#### **3.12.2 By Attendance**

The attendance of a Director at a meeting shall constitute a waiver of notice of such meeting, except where a Director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened.

### **3.13 Quorum**

A majority of the number of Directors fixed by or in the manner provided by these Bylaws shall constitute a quorum for the transaction of business at any Board meeting. If a quorum is not present at a meeting, a majority of the Directors present may adjourn the meeting from time to time without further notice.

### **3.14 Manner of Acting**

The act of the majority of the Directors present at a meeting at which there is a quorum shall be the act of the Board, unless the vote of a greater number is required by these Bylaws, the Articles of Incorporation or applicable Washington law.

### **3.15 Presumption of Assent**

A Director of the corporation present at a Board meeting at which action on any corporate matter is taken shall be presumed to have assented to the action taken unless his or her dissent or abstention is entered in the minutes of the meeting, or unless such Director files a written dissent or abstention to such action with the person acting as secretary of the meeting before the adjournment thereof, or forwards such dissent or abstention by registered mail to the Secretary of the corporation immediately after the adjournment of the meeting. Such right to dissent or abstain shall not apply to a Director who voted in favor of such action.

### **3.16 Action by Board Without a Meeting**

Any action which could be taken at a meeting of the Board may be taken without a meeting if a consent in the form of a record, which consent clearly sets forth the action to be taken, is executed by all the Directors. Any such record shall be inserted in the minute book as if it were the minutes of a Board meeting. For purposes of this Section 3.16, record means information inscribed on a tangible medium, contained in an electronic transmission, or executed by electronic signature.

### **3.17 Resignation**

Any Director may resign at any time by delivering written notice to the Board Chairperson, the Vice Chairperson, or the Secretary of the corporation, or by giving oral or written notice at any meeting of the Directors. Any such resignation shall take effect at the time specified therein, or if the time is not specified, upon delivery thereof and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

### **3.18 Removal**

One or more Directors (including the entire Board) may be removed from office, with Cause, by the affirmative vote of a majority of the Directors fixed by or in the manner provided by these Bylaws. For the purposes of this provision, "Cause", can include, but is not limited to, failure to regularly attend board meetings or committee meetings; violating the corporation's conflicts of interest policy; disclosing confidential or sensitive information about the corporation to unauthorized persons; disparagement of the corporation in public; inability to perform the duties of a director; disruptive behavior in board or committee meetings; conviction of a crime of moral turpitude; embezzlement or misuse of the corporation's funds or assets; violating the corporation's culture agreement; or negative publicity that could (in the Board's sole determination) reflect poorly on the corporation.

### **3.19 Vacancies**

A vacancy in the position of Director may be filled by the affirmative vote of a majority of the remaining Directors though less than a quorum of the Board. A Director who fills a vacancy shall serve for the unexpired term of his or her predecessor in office.

### **3.20 Board Committees**

#### **3.20.1 Standing or Temporary Committees**

The Board, by resolution adopted by a majority of the Directors in office, may designate and appoint one or more standing or temporary committees, each of which shall consist of two or more Directors. Such committees shall have and exercise the authority of the Directors in the management of the corporation, subject to such limitations as may be



prescribed by the Board except that no committee shall have the authority to: (a) amend, alter or repeal these Bylaws; (b) elect, appoint or remove any member of any other committee or any Director or officer of the corporation; (c) amend the Articles of Incorporation; (d) adopt a plan of merger or consolidation with another corporation; (e) authorize the sale, lease, or exchange of all or substantially all of the property and assets of the corporation not in the ordinary course of business; (f) authorize the voluntary dissolution of the corporation or revoke proceedings therefor; (g) adopt a plan for the distribution of the assets of the corporation; or (h) amend, alter or repeal any resolution of the Board which by its terms provides that it shall not be amended, altered or repealed by a committee. The designation and appointment of any such committee and the delegation thereto of authority shall not operate to relieve the Board or any individual Director of any responsibility imposed upon it, him or her by law.

### **3.20.2 Quorum; Manner of Acting**

A majority of the number of Directors composing any committee shall constitute a quorum, and the act of a majority of the members of a committee present at a meeting at which a quorum is present shall be the act of the committee.

### **3.20.3 Resignation**

Any member of any committee may resign at any time by delivering written notice thereof to the Board Chairperson, the Vice Chairperson, or, the Secretary or the chairman of such committee, or by giving oral or written notice at any meeting of such committee. Any such resignation shall take effect at the time specified therein or, if the time is not specified, upon delivery thereof and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

### **3.20.4 Removal of Committee Member**

The Board, by resolution adopted by a majority of the Directors in office, may remove from office any member of any committee elected or appointed by it.

## **3.21 Compensation**

The Directors shall receive no compensation for their service as Directors but may receive reimbursement for reasonable expenditures incurred on behalf of the corporation and may be compensated for services provided to the corporation, so long as such compensation is fair market value that would be paid to a non-Director performing the same or similar services.

## **ARTICLE 4. OFFICERS**

### **4.1 Number and Qualifications**

The officers of the corporation shall be a Board Chairperson, a Vice Chairperson, a President, one or more Vice Presidents, a Secretary, and a Treasurer, each of whom shall be elected by the Board. Other officers and assistant officers may be elected or appointed by the Board, such officers and assistant officers to hold office for such period, have such authority and perform such duties as are provided in these Bylaws or as may be provided by resolution of the Board. Any officer may be assigned by the Board any additional title that the Board deems appropriate. Any two or more offices may be held by the same person, except the offices of President and Secretary. Except for the President and any Vice Presidents, all officers are required to be directors of the corporation.

### **4.2 Election and Term of Office**

The officers of the corporation shall be elected each year by the Board at the annual meeting of the Board. Unless an officer dies, resigns, or is removed from office, he or she shall hold office until the next annual meeting of the Board or until his or her successor is elected.

### **4.3 Resignation**

Any officer may resign at any time by delivering written notice to the Chairperson, Vice Chairperson, or the Secretary, or by giving oral or written notice at any meeting of the Board. Any such resignation shall take effect at the time specified therein or, if the time is not specified, upon delivery thereof and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

### **4.4 Removal**

Any officer or agent elected or appointed by the Board may be removed by the affirmative vote of at least a majority of the Board whenever in its judgment the best interests of the corporation would be served thereby, but such removal shall be without prejudice to the contract rights, if any, of the person so removed.

### **4.5 Vacancies**

A vacancy in any office created by the death, resignation, removal, disqualification, creation of a new office or any other cause may be filled by the Board for the unexpired portion of the term or for a new term established by the Board.

#### **4.6 Board Chairperson**

The Board of Directors shall elect from among its members an officer designated as the Board Chairperson. The Board Chairperson shall have such duties and authority as may be prescribed by the Board of Directors from time to time. In general the Board Chairperson shall perform all duties incident to the position of chairperson of the board or as may be prescribed by the Board of Directors or these Restated Bylaws from time to time. The Board Chairperson shall preside at all meetings of the Board of Directors.

#### **4.7 Vice Chairperson**

The Vice Chairperson shall assist the Board Chairperson in the performance of his or her duties. In the absence or disability of the Board Chairperson, the duties of the Board Chairperson (including presiding at all meetings of the Board of Directors) shall be performed and the authority of the Board Chairperson shall be exercised by the Vice Chairperson.

#### **4.8 President**

The President shall be the chief executive officer of the corporation, and, subject to the Board's control, shall supervise and control all of the assets, business and affairs of the corporation. In the absence of the Board Chairperson or the Vice Chairperson, the President shall preside over meetings of the Board. The President may sign deeds, mortgages, bonds, contracts, or other instruments, except when the signing and execution thereof have been expressly delegated by the Board or by these Bylaws to some other officer or agent of the corporation or are required by law to be otherwise signed or executed by some other officer or in some other manner. In general, the President shall perform all duties incident to the office of President and such other duties as are assigned to him or her by the Board Chairperson or the Board from time to time.

#### **4.9 Vice President**

In the event of the death of the President or his or her inability to act, the Vice President(s) shall perform the duties of the President, except as may be limited by resolution of the Board, with all the powers of and subject to all the restrictions upon the President. The Vice President(s) shall have, to the extent authorized by the President or the Board, the same powers as the President to sign deeds, mortgages, bonds, contracts or other instruments. The Vice President(s) shall perform such other duties as from time to time may be assigned to him or her by the President or by the Board.

#### **4.10 Secretary**

The Secretary shall: (a) keep the minutes of meetings of the Board and any minutes which may be maintained by committees of the Board; (b) see that all notices are duly given in accordance with the provisions of these Bylaws or as required by law; (c) be custodian of

the corporate records of the corporation; (d) keep records of the post office address of each Director and officer; and (e) in general perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned to him or her by the Board Chairperson or the Board.

#### **4.11 Treasurer**

If requested by the Board, the Treasurer shall give a bond for the faithful discharge of his or her duties in an amount and with such surety or sureties as the Board may determine. The Treasurer shall have charge and custody of and be responsible for all funds and securities of the corporation; receive and give receipts for moneys due and payable to the corporation from any source whatsoever, and deposit all such moneys in the name of the corporation in banks, trust companies or other depositories selected in accordance with the provisions of these Bylaws; and in general perform all of the duties incident to the office of Treasurer and such other duties as from time to time may be assigned to him or her by the Board Chairperson or the Board.

#### **4.12 Salaries**

The salaries of the officers and agents shall be as fixed from time to time by the Board or by any person or persons to whom the Board has delegated such authority. No officer shall be prevented from receiving a salary by reason of the fact that he or she is also a Director of the corporation; provided, however that the Board Chairperson, Board Vice Chairperson, Secretary, and Treasurer shall not be entitled to receive a salary.

### **ARTICLE 5. INTERESTS OF DIRECTORS AND OFFICERS**

#### **5.1 Compensation**

Directors who receive any compensation for services in any capacity, directly or indirectly, from the corporation may not vote on matters pertaining to that Director's compensation.

#### **5.2 Conflict of Interest**

Directors and officers shall disclose to the Board any financial interest which the Director or officer directly or indirectly has in any person or entity which is a party to a transaction under consideration by the Board. The interested Director or officer shall abstain from voting on the transaction.

#### **5.3 Review of Certain Transactions**

Prior to entering into any compensation agreement, contract for goods or services, or any other transaction with any person who is in a position to exercise influence over the

affairs of the corporation, the Board shall establish that the proposed transaction is reasonable when compared with a similarly-situated organization for functionally comparable positions, goods or services rendered.

## **ARTICLE 6. ADMINISTRATIVE AND FINANCIAL PROVISIONS**

### **6.1 Loans**

No loans shall be contracted on behalf of the corporation and no evidences of indebtedness shall be issued in its name unless authorized by a resolution of the Board. Such authority may be general or confined to specific instances.

### **6.2 Loans or Extensions of Credit to Officers and Directors**

No loans shall be made and no credit shall be extended by the corporation to its officers or Directors.

### **6.3 Checks, Drafts, Etc.**

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 such officer or officers, or agent or agents, of the corporation and in such manner as is from time to time determined by resolution of the Board.

### **6.4 Deposits**

All funds of the corporation not otherwise employed shall be deposited from time to time to the credit of the corporation in such banks, trust companies or other depositories as the Board may select.

### **6.5 Books and Records**

The corporation shall keep at its principal or registered office copies of its current Articles of Incorporation and Bylaws; correct and adequate records of accounts and finances, minutes of the proceedings of its Boards and any minutes which may be maintained by committees of the Board; records of the names and post office addresses of its officers and Directors, and such other records as may be necessary or advisable.

### **6.6 Corporate Seal**

If the Board determines that it is advisable, the corporation shall have a corporate seal consisting of the name of the corporation, the state of its incorporation and the year of its incorporation.

**6.7 Accounting Year**

Unless a different accounting year is at any time selected by the Board, the accounting year of the corporation shall be the twelve months ending December 31.

**6.8 Rules of Procedure**

The rules of procedure at meetings of the Board and committees of the Board shall be rules contained in Roberts' Rules of Order on Parliamentary Procedure, Newly Revised, so far as applicable and when not inconsistent with these Bylaws, the Articles of Incorporation or any resolution of the Board.

**ARTICLE 7. AMENDMENTS**

These Bylaws may be altered, amended or repealed and new Bylaws may be adopted by the vote of a majority of the number of Directors fixed by or in the manner provided by these Bylaws, or by the written consent of each of the Directors.

ADOPTED AND APPROVED by the Board of Directors on this 21st day of January, 2021.

By:  \_\_\_\_\_

Name: Phil Morgan

Title: President/CEO

**RESTATED ARTICLES OF INCORPORATION  
OF  
AUBURN VALLEY HUMANE SOCIETY**

I, the undersigned, acting as the incorporator of a corporation under the provisions of the Washington Nonprofit Corporation Act (Chapter 24.03 of the Revised Code of Washington), hereby sign and verify the following Restated Articles of Incorporation for such corporation.

**Article I: Name**

The name of the corporation is Auburn Valley Humane Society (hereinafter referred to as the "Corporation").

**Article II: Duration**

The Corporation shall have perpetual existence.

**Article III: Registered Office and Agent**

The address of the registered office of the Corporation is 4910 A St. SE, Auburn, WA 98092. The name of the registered agent of the Corporation at such address is Phil Morgan.

**Article IV: Purposes and Powers**

Section 1. Purposes. The Corporation is organized exclusively for charitable, scientific, literary and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, including but not limited to the following:

A. To aid, support, and assist by gifts, contributions or otherwise, other corporations, community chests, funds and foundations organized and operated exclusively for charitable, scientific, or educational purposes, no part of the net earnings of which inures to the benefit of any private shareholder or individual, and no substantial part of the activities of which is carrying on propaganda, or otherwise attempting to influence legislation.

B. To do any and all lawful activities which may be necessary, useful or desirable for the furtherance, accomplishment, fostering or attainment of the foregoing purposes, either directly or indirectly and either alone or in conjunction or cooperation with others, whether such others be persons or organizations of any kind or nature, such as corporations, firms, associations, trusts, institutions, foundations, or governmental bureaus, departments, or agencies.

Section 2. Powers. In general, and subject to such limitations and conditions as are or may be prescribed by law, or in the Corporation's Articles of Incorporation or Bylaws, the Corporation shall have all powers which now or hereafter are conferred by law upon a corporation organized for the purposes set forth above, or are necessary or incidental to the powers so conferred, or are conducive to the attainment of the Corporation's purposes.

## **Article V: Limitations**

All of the purposes and powers of the Corporation shall be exercised exclusively for charitable, scientific, and educational purposes in such manner that the Corporation shall qualify as an exempt organization under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Code") or any successor provision, and that contributions to the Corporation shall be deductible under Section 170(c)(2) of the Code or any successor provision.

No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, except as otherwise permitted to an organization described in Section 501(c)(3) of the Code or any successor provision. The Corporation shall not participate in, or intervene in any political campaign on behalf of (or in opposition to) any candidate for public office.

Notwithstanding any other provisions of these Articles, the Corporation shall not carry on any activities not permitted to be carried on (a) by a corporation exempt from federal and state income taxes under Section 501(c)(3) of the Code or any successor provision, or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Code or any successor provision.

No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable, to its members (if any), directors, officers, or other private persons, except that the Corporation is authorized or empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of its purposes.

Upon the winding up and dissolution of the Corporation, the assets of the Corporation remaining after payment of, or provision for payment of, all debts and liabilities of the Corporation, shall be distributed to an organization or organizations, as determined by the Board of Directors, that recognized as exempt under Section 501(c)(3) of the Code or any successor provision, and used exclusively to accomplish the purposes for which this Corporation is organized.

## **Article VI: Directors**

The number of directors constituting the initial Board of Directors of the Corporation shall be no less than five (5) and no more than seventeen (17) directors, the exact number to be set from time to time by resolution of the Board of Directors.

The powers and duties, number, qualifications, terms of office, manner of election, time and criteria for removal of directors shall be as set forth in the Bylaws of the Corporation.

## **Article VII: Director Liability Limitations**

A director shall have no liability to the Corporation for monetary damages for conduct as a director, except for acts or omissions that involve intentional misconduct by the director, or a knowing violation of law by a director, where the director votes or assents to a distribution which is unlawful or violates the requirements of these articles of incorporation, or for any transaction from which the director will personally receive a benefit in money, property, or services to which the director is not legally entitled. If the Washington Nonprofit Corporation Act is hereafter



amended to authorize corporate action further eliminating or limiting the personal liability of directors, then the liability of a director shall be eliminated or limited to the full extent permitted by the Washington Nonprofit Corporation Act, as so amended. Any repeal or modification of this Article shall not adversely affect any right or protection of a director of the Corporation existing at the time of such repeal or modification for or with respect to an act or omission of such director occurring prior to such repeal or modification.

### **Article VIII: Indemnification**

**Section 1. Right to Indemnification.** Each person who was, or is threatened to be made a party to or is otherwise involved (including, without limitation, as a witness) in any actual or threatened action, suit or proceeding, whether civil, criminal, administrative or investigative, by reason of the fact that he or she is or was a director or officer of the Corporation or, while a director or officer, he or she is or was serving at the request of the Corporation as a director, trustee, officer, employee or agent of another corporation or of a partnership, joint venture, trust or other enterprise, including service with respect to employee benefit plans, whether the basis of such proceeding is alleged action in an official capacity as a director, trustee, officer, employee or agent or in any other capacity while serving as a director, trustee, officer, employee or agent, shall be indemnified and held harmless by the Corporation, to the full extent permitted by applicable law as then in effect, against all expense, liability and loss (including attorney's fees, judgments, fines, ERISA excise taxes or penalties and amounts to be paid in settlement) actually and reasonably incurred or suffered by such person in connection therewith, and such indemnification shall continue as to a person who has ceased to be a director, trustee, officer, employee or agent and shall inure to the benefit of his or her heirs, executors and administrators; provided, however, that except as provided in Section 2 of this Article with respect to proceedings seeking solely to enforce rights to indemnification, the Corporation shall indemnify any such person seeking indemnification in connection with a proceeding (or part thereof) initiated by such person only if such proceeding (or part thereof) was authorized by the board of directors of the Corporation. The right to indemnification conferred in this Section 1 shall be a contract right and shall include the right to be paid by the Corporation the expenses incurred in defending any such proceeding in advance of its final disposition; provided, however, that the payment of such expenses in advance of the final disposition of a proceeding shall be made only upon delivery to the Corporation of an undertaking, by or on behalf of such director or officer, to repay all amounts so advanced if it shall ultimately be determined that such director or officer is not entitled to be indemnified under this Section 1 or otherwise.

**Section 2. Right of Claimant to Bring Suit.** If a claim for which indemnification is required under Section 1 of this Article is not paid in full by the Corporation within sixty (60) days after a written claim has been received by the Corporation, except in the case of a claim for expenses incurred in defending a proceeding in advance of its final disposition, in which case the applicable period shall be twenty (20) days, the claimant may at any time thereafter bring suit against the Corporation to recover the unpaid amount of the claim and, to the extent successful in whole or in part, the claimant shall be entitled to be paid also the expense of prosecuting such claim. The claimant shall be presumed to be entitled to indemnification under this Article upon submission of a written claim (and, in an action brought to enforce a claim for expenses incurred in defending any proceeding in advance of its final disposition, where the required undertaking has been tendered to the Corporation), and thereafter the Corporation shall have the burden of proof to overcome the presumption that the claimant is not so entitled. Neither the failure of the Corporation (including its board of directors, independent legal counsel or its members, if any) to

have made a determination prior to the commencement of such action that indemnification of or reimbursement or advancement of expenses of the claimant is proper in the circumstances nor an actual determination by the Corporation (including its board of directors, independent legal counsel or its members, if any) that the claimant is not entitled to indemnification or to the reimbursement or advancement of expenses shall be a defense to the action or create a presumption that the claimant is not so entitled.

Section 3. Nonexclusivity of Rights. The right to indemnification and the payment of expenses incurred in defending a proceeding in advance of its final disposition conferred in this Article shall not be exclusive of any other right which any person may have or hereafter acquire under any statute, provision of the Articles of Incorporation, Bylaws, agreement, vote of members, if any, or disinterested directors or otherwise.


Section 4. Insurance, Contracts and Funding. The Corporation may maintain insurance at its expense to protect itself and any director, trustee, officer, employee or agent of the Corporation or another corporation, partnership, joint venture, trust or other enterprise against any expense, liability or loss, whether or not the Corporation would have the power to indemnify such persons against such expense, liability or loss under the Washington Business Corporation Act, as applied to nonprofit corporations. The Corporation may, without further membership action, enter into contracts with any director or officer of the Corporation in furtherance of the provisions of this Article and may create a trust fund, grant a security interest or use other means (including, without limitation, a letter of credit) to ensure the payment of such amounts as may be necessary to effect indemnification as provided in this Article.

Section 5. Indemnification of Employees and Agents of the Corporation. The Corporation may, by action of its Board of Directors from time to time, provide indemnification and pay expenses in advance of the final disposition of a proceeding to employees and agents of the Corporation with the same scope and effect as the provisions of this Article with respect to the indemnification and advancement of expenses of directors and officers of the Corporation or pursuant to rights granted pursuant to, or provided by, the Washington Business Corporation Act, as applied to nonprofit corporations, or otherwise.

## **Article IX: Bylaws**

Bylaws of the Corporation may be adopted by the Board of Directors at any regular meeting or any special meeting called for that purpose, so long as they are not inconsistent with the provisions of these Articles. The authority to make, alter, amend or repeal bylaws is vested in the board of directors and may be exercised at any regular or special meeting of the board of directors.

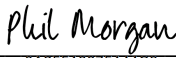
IN WITNESS WHEREOF, the undersigned has signed these Articles of Incorporation  
this 30th day of January, 2021.

DocuSigned by:  
By:   
Name: Phil Morgan  
Title: President

**CONSENT TO APPOINTMENT AS REGISTERED AGENT**

I, Phil Morgan, hereby consent to serve as registered agent, in the State of Washington, for the following Corporation: Auburn Valley Humane Society. I understand that as agent for the Corporation, it will be my responsibility to accept Service of Process in the name of the Corporation; to forward all mail and license renewals to the appropriate officer(s) of the Corporation; and to immediately notify the Office of the Secretary of State of my resignation or of any changes in the address of the registered office of the Corporation for which I am agent.

Date: January 30, 2021.

DocuSigned by:  
  
0A25516675144C3...  
Phil Morgan  
4910 A St. SE  
Auburn, WA 98092

INTERNAL REVENUE SERVICE  
P. O. BOX 2508  
CINCINNATI, OH 45201

DEPARTMENT OF THE TREASURY

Date: **MAY 16 2011**

AUBURN VALLEY HUMANE SOCIETY  
C/O GIBSON & JARVEY INC PS  
901 E MAIN ST  
AUBURN, WA 98002

Employer Identification Number:  
45-0638467  
DLN:  
17053098311041  
Contact Person:  
GARY MUTHERT ID# 31518  
Contact Telephone Number:  
(877) 829-5500  
Accounting Period Ending:  
December 31  
Public Charity Status:  
170(b)(1)(A)(vi)  
Form 990 Required:  
Yes  
Effective Date of Exemption:  
March 11, 2011  
Contribution Deductibility:  
Yes  
Addendum Applies:  
No

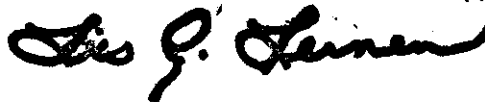
Dear Applicant:

We are pleased to inform you that upon review of your application for tax exempt status we have determined that you are exempt from Federal income tax under section 501(c)(3) of the Internal Revenue Code. Contributions to you are deductible under section 170 of the Code. You are also qualified to receive tax deductible bequests, devises, transfers or gifts under section 2055, 2106 or 2522 of the Code. Because this letter could help resolve any questions regarding your exempt status, you should keep it in your permanent records.

Organizations exempt under section 501(c)(3) of the Code are further classified as either public charities or private foundations. We determined that you are a public charity under the Code section(s) listed in the heading of this letter.

Please see enclosed Publication 4221-PC, Compliance Guide for 501(c)(3) Public Charities, for some helpful information about your responsibilities as an exempt organization.

Sincerely,



Lois G. Lerner  
Director, Exempt Organizations

Enclosure: Publication 4221-PC

Letter 947 (DO/CG)



**Board of Directors  
Auburn Valley Humane Society  
As of February 2022**

Rick Oliveira, CPA

Chairperson & Chairperson of the Executive Committee

1<sup>st</sup> Term: (5/12) - February 2013 to February 2016

2<sup>nd</sup> Term February 2016 to February 2019

3<sup>rd</sup> Term February 2019 to February 2022

4<sup>th</sup> Term February 2022 to February 2025

Alexis R. Singletary, Esq.

Vice Chairperson & Chairperson of the Governance Committee

1<sup>st</sup> Term: (8/13) - February 2014 to February 2017

2<sup>nd</sup> Term February 2017 to February 2020

3<sup>rd</sup> Term February 2020 to February 2023

Robert Briggs

Secretary & Chairperson of the Animal Welfare Committee

1<sup>st</sup> Term: (8/19) - February 2020 to February 2023

Chris Kim

Treasure & Chairperson of the Finance Committee

1<sup>st</sup> Term: February 2021 to February 2024

Dr. Don Edwards

Director, Past President & Chairperson of the Personnel/Volunteer Committee

1<sup>st</sup> Term: February 2010 to February 2013

2<sup>nd</sup> Term: February 2013 to February 2016

3<sup>rd</sup> Term: February 2017 to February 2020

4<sup>th</sup> Term: February 2020 to February 2023

Miles Haney, Chairperson of the Building Committee

Director

1<sup>st</sup> Term: (5/18) - February 2019 to February 2022

2<sup>nd</sup> Term: February 2022 to February 2025

Khristina Swanson

Director & Chairperson of the Programs Committee

1<sup>st</sup> Term: (9/19) - February 2020 to February 2023

Maryellen Elcock

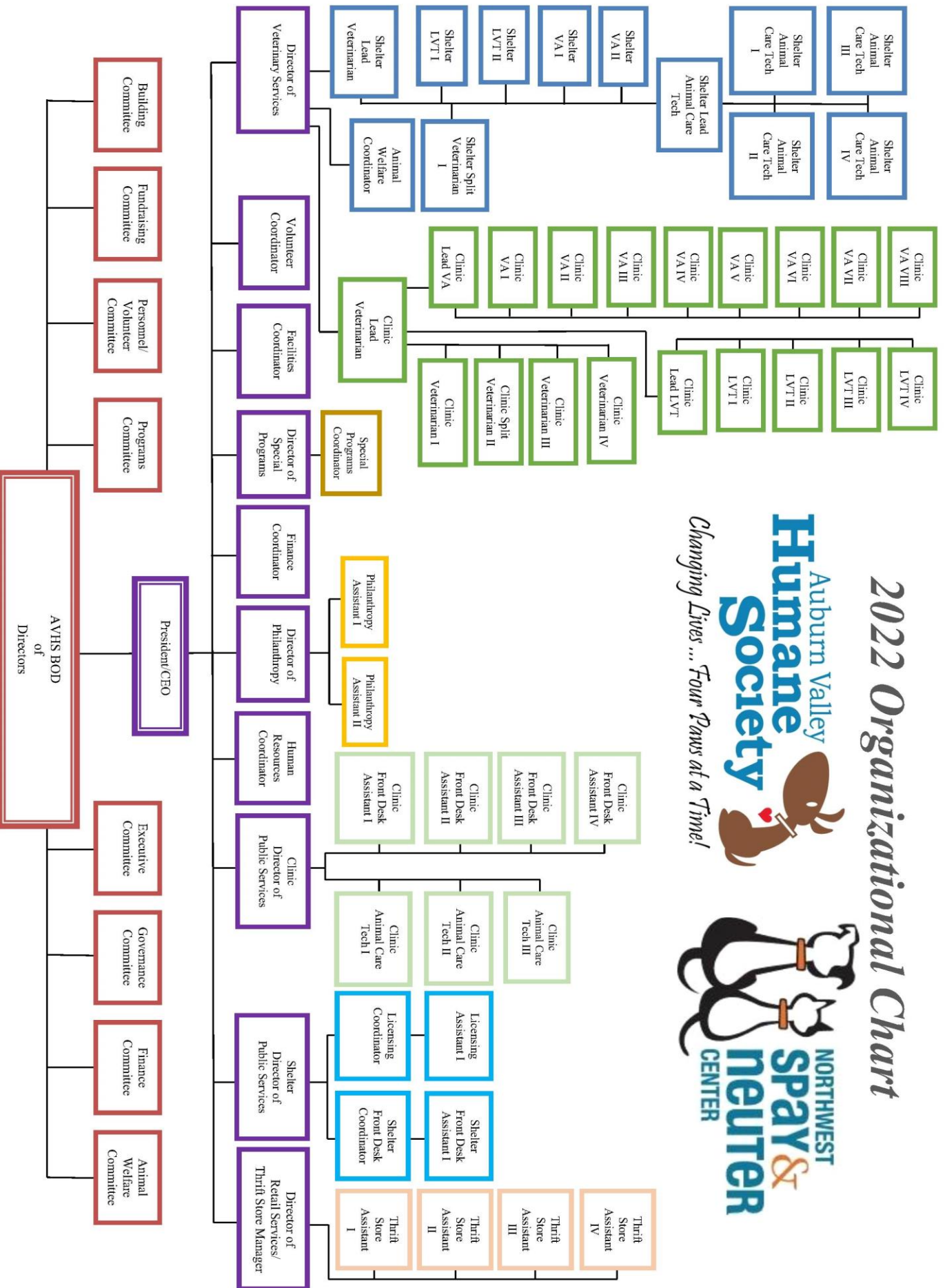
Director & Chairperson of the Fundraising Committee

1<sup>st</sup> Term: (8/21) - February 2022 to February 2025

# 2022 Organizational Chart



*Changing Lives... Four Paws at a Time!*



2022 AVHS Revenue Budget

Fundraising Revenue	Budget January 22	Budget February 22	Budget March 22	Budget April 22	Budget May 22	Budget June 22	Budget July 22	Budget August 22	Budget September 22	Budget October 22	Budget November 22	Budget December 22	Double Check	BOD Approved Budget 2021	Dec 2021	Jan Budget 2022
	\$99,787.61	\$47,951.31	\$93,944.00	\$72,242.55	\$49,748.54	\$38,876.89	\$24,430.67	\$23,488.06	\$30,135.30	\$58,519.17	\$112,126.79	\$209,894.13	\$851,140.00	\$626,235.09	\$776,519.00	\$851,140.00
<b>Total Fundraising Revenue</b>																
City of Auburn Licensing Revenue	Budget January 22	Budget February 22	Budget March 22	Budget April 22	Budget May 22	Budget June 22	Budget July 22	Budget August 22	Budget September 22	Budget October 22	Budget November 22	Budget December 22	Double Check	BOD Approved Budget 2021	Dec 2021	Jan Budget 2022
	\$57,117.23	\$10,589.17	\$10,589.17	\$57,117.23	\$10,589.17	\$10,649.17	\$57,117.73	\$10,589.17	\$10,589.17	\$57,117.73	\$10,589.17	\$10,649.17	\$313,304.27	\$309,175.31	\$308,200.00	\$313,304.27
<b>Total City of Auburn Licensing Revenue</b>																
Shelter Revenue	Budget January 22	Budget February 22	Budget March 22	Budget April 22	Budget May 22	Budget June 22	Budget July 22	Budget August 22	Budget September 22	Budget October 22	Budget November 22	Budget December 22	Double Check	BOD Approved Budget 2021	Dec 2021	Jan Budget 2022
	\$92,391.95	\$19,007.92	\$19,007.92	\$92,391.95	\$19,007.92	\$19,007.92	\$92,391.95	\$19,007.92	\$19,007.92	\$92,391.95	\$19,007.92	\$19,007.92	\$321,631.15	\$383,345.42	\$305,249.67	\$321,631.15
<b>Total Shelter Revenue</b>																
S/N Clinic Revenue	Budget January 22	Budget February 22	Budget March 22	Budget April 22	Budget May 22	Budget June 22	Budget July 22	Budget August 22	Budget September 22	Budget October 22	Budget November 22	Budget December 22	Double Check	BOD Approved Budget 2021	Dec 2021	Jan Budget 2022
Thrift Store Revenue	Budget January 22	Budget February 22	Budget March 22	Budget April 22	Budget May 22	Budget June 22	Budget July 22	Budget August 22	Budget September 22	Budget October 22	Budget November 22	Budget December 22	Double Check	BOD Approved Budget 2021	Dec 2021	Jan Budget 2022
	\$14,166.67	\$14,166.67	\$14,166.67	\$14,166.67	\$14,166.67	\$14,166.67	\$14,166.67	\$14,166.67	\$14,166.67	\$14,166.67	\$14,166.67	\$14,166.67	\$170,000.00	\$154,456.47	\$157,708.00	\$170,000.00
4-300 - Thrift Store Sales																
<b>Total Operational Income</b>	\$499,244.70	\$326,495.80	\$382,488.49	\$472,699.64	\$322,288.03	\$317,481.32	\$432,887.76	\$377,032.55	\$308,679.79	\$456,976.26	\$400,671.28	\$488,498.62	\$4,778,444.22	\$3,081,331.58	\$3,676,666.68	\$4,778,444.22
Other Revenue	Budget January 22	Budget February 22	Budget March 22	Budget April 22	Budget May 22	Budget June 22	Budget July 22	Budget August 22	Budget September 22	Budget October 22	Budget November 22	Budget December 22	Double Check	BOD Approved Budget 2021	Dec 2021	Jan Budget 2022
	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00	\$17,653.00	\$17,653.00	\$17,653.00	\$17,653.00	\$17,653.00
5-100 Gala Inkind																
<b>Total Operational Income</b>	\$502,244.80	\$334,495.80	\$382,488.49	\$472,699.64	\$322,288.03	\$325,481.32	\$440,887.86	\$386,032.60	\$318,679.88	\$466,976.36	\$408,671.28	\$822,824.08	\$5,200,270.26	\$3,593,985.58	\$4,129,462.21	\$5,200,270.26







**CONFIRMATION OF COVERAGE # 999851**

**PRODUCER:** AssuredPartners of WA, LLC  
15809 Bear Creek Parkway #300

**INSURED:** Auburn Valley Humane Society  
4910 A Street Southeast Auburn,  
WA 98092

**TERM:** 06/30/2021 - 06/30/2022

**COMPANY:** Atlantic Specialty Insurance Company

**POLICY #:** MML-19673-21

**Confirmation of Coverage expires on 08/29/2021 unless cancelled or replaced by the policy.**

**COVERAGE(S):** Not-For-Profit Organization Management Liability - D&O/EPL  
Claims Made  
Prior and Pending Litigation Date:  
D&O - 02/17/2014  
EPL - 06/30/2021  
Admitted  
A.M. Best Rating: A+ (Superior)

**LIMIT(S):** \$1,000,000 D&O and Organization Liability ("D&O") shared with Employment Practices Liability (including Third Party) ("EPL")  
**Policy Aggregate Limit \$1,000,000 (for all purchased Liability Coverage Sections combined)**

**Additional Limit of Liability Dedicated for Executives: \$1,000,000**

**Additional Aggregate Limit For Defense Expenses: \$1,000,000 applicable to D&O, EPL**

**SUBLIMIT(S):** **D&O Sublimits:**  
Excess Benefit Transaction Excise Tax Sublimit \$100,000  
Internal Revenue Code Violation Sublimit \$100,000  
Stakeholder Derivative Demand Sublimit \$250,000  
D&O Crisis Management Expenses Limit \$25,000  
Antitrust Claim \$1,000,000  
Privacy Breach Reimbursement Coverage Sublimit: \$50,000

**EPL Sublimits:**

Illegal Hiring or Harboring Sublimit \$50,000  
Employment Crisis Management Expenses Limit \$50,000  
Workplace Violence Reimbursement Coverage Sublimit: \$250,000  
MPE-04020E-05-19 Wage and Hour Claims Sublimit \$150,000

**Policy Aggregate Sublimit For All E-Discovery Consultant Services: \$10,000 applicable to D&O and EPL**

**RETENTION(S):**

**D&O Retention**

Clause A: \$0  
Clause B: \$5,000  
Clause C: \$5,000

**EPL Retention**

Clause A: \$5,000  
Clause B: \$5,000

**CONDITION(S):**

Type of Claim Defense: Duty to Defend

**Forms and Endorsements:**

MPF-20001-06-18 Not-For-Profit Organization Management Liability General Terms and Conditions  
MPF-20001-DO-06-18 Not-For-Profit Organization Management Liability Directors, Officers and Organization Liability Coverage Section  
MPF-20001-EPL-06-18 Not-For-Profit Organization Management Liability Employment Practices Liability Coverage Section  
MPE-000WA-06-18 Washington Amendatory  
MPE-00024-09-10 State Amendatory Inconsistency  
MPE-030WA-06-18 Washington Amendatory  
MPE-03030A-06-18 Cap on Losses from Certified Acts of Terrorism  
MPE-03057-06-18 Privacy Breach Reimbursement Coverage  
**Sublimit: \$50,000**  
MPE-03REPSEVWA-06-18 Amend Representations and Severability with Fully Non-Rescindable Coverage - Washington  
MPE-040WA-06-18 Washington Amendatory  
MPE-04019-09-10 Workplace Violence Reimbursement Coverage  
**Sublimit: \$250,000**  
MPE-04020E-05-19 Wage and Hour Claims Sublimit  
**\$150,000**  
MPE-02013-03-09 Specific Claim/Matter Exclusion

**Daniele Inkenbrandt EEOC Notice**

**ERP Options: ERP Option(s) are as follows:**

- 12 months at 100% of Full Annual Premium
- 24 months at 175% of Full Annual Premium
- 36 months at 225% of Full Annual Premium

Annual Premium	\$	7,390.00	
Broker fee	\$	300.00	Fully retained at inception
<b>Total Gross Amount</b>	<b>\$</b>	<b>7,690.00</b>	

**Payment due in 20 days.**

**0.0% MINIMUM RETAINED PREMIUM IN THE EVENT OF CANCELLATION. NO FLAT CANCELLATIONS.**

Please review carefully. Coverages provided may differ from those requested.

This Confirmation is intended for use as evidence that insurance as described has been effected, against which a Policy or Policies will be issued. This Confirmation and the insurance effected by it are subject to all terms, conditions and provisions of the Policy or Policies to be issued and in the event of any inconsistency therewith, the terms, conditions and provisions of the Policy or Policies shall prevail.

Brown & Riding has the right to cancel any binder or policy in accordance with the cancellation provisions of such binder or policy. When coverage is bound by Brown & Riding, a charge will be made in accordance with the policy terms and upon binding, all fees for the full policy term will be fully earned. Producer guarantees payment of premium for risks placed through Brown & Riding. If Producer does not make timely payment of any sums due Brown & Riding, then Brown & Riding may, without limitation of other remedies, cancel the policy for non-payment of premium.

Brown & Riding assumes no legal obligation as to the insurance applicant, insured, or known or unknown third parties regarding the suitability, adequacy, or appropriateness of limits, terms, conditions, exclusions, and other policy features. Producer shall be responsible for disclosing to Producer's customer all Brown & Riding broker fees, other fees, and charges disclosed by Brown & Riding to Producer.

Producer shall hold harmless Brown & Riding, and Brown & Riding shall hold harmless Producer, from any and all of the respective negligent or wrongful acts, omissions, or conduct that result in a financial or other obligation to the other.

In the event of a dispute between Brown & Riding and Producer, the prevailing party shall be entitled to recover its attorneys' fees, costs, and related litigation expenses in addition to any other recovery.

While we do encourage policyholders to submit all claim notices directly, Brown & Riding remains happy to assist throughout the reporting and adjustment process. Please feel free to contact us at [claimdesk@brcins.com](mailto:claimdesk@brcins.com) with any claim-related questions, requests, or concerns.

The responsibility for the accuracy of the information set forth in any certificate of insurance is the sole responsibility of the person or entity which issues the certificate. Although Brown & Riding may retain copies of certificates of insurance forwarded to us, Brown & Riding does so strictly without prejudice as to their accuracy. Neither the insurers, their representatives, nor Brown & Riding will be responsible for any liability resulting from your issuance any certificate of insurance. We also draw your attention to the fact that unless the policy is physically endorsed, the issuance of a certificate does not amend, extend, or alter the coverage afforded by the policy or change the person(s) or entities to whom such coverage is afforded under the policy.

Moreover, neither the underwriters, their representatives, nor Brown & Riding will be responsible for any liability resulting from the issuance of any unauthorized endorsement or the issuance of an endorsement which has been authorized by the insurers but where the authorized wording has been amended or revised in any way, without the prior written approval of the insurers.

By binding this coverage, the Retailer confirms that the prospective insured has (1) been advised of the right to receive policy documents in paper format; and (2) has consented to receive all such documents electronically.