

The SPCA of Monterey County

Information Packet

The Heart of Animal Rescue Since 1905

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Mission Statement and Enduring Goals

Our mission is to assure compassionate and humane treatment of all animals in our community.

Enduring Goals

- Provide exceptional service that exceeds expectations, earns loyalty and creates lifelong relationships.
- Develop management and staff leadership in ways that enable all employees to assure quality programs.
- Deliver quality animal protection programs with an emphasis on those that are proactive and provide the greatest good for the greatest number of animals.
- Assure a financially stable operating platform from which The SPCA can consistently deliver its programs.
- Assure that our land is utilized in a manner that maximizes its benefit to animals with special emphasis on restoration of native species, wildlife rehabilitation, beneficial collaborations and other uses consistent with the donor's intent.

General Information for Board Members

Governance

The governance responsibility of the Board of Directors falls into three broad categories.

1. Assurance of Integrity and Accountability: The Board assures that the activities of The SPCA conform to legal standards and ethical norms as they are defined in its articles of incorporation, by-laws, policies and applicable laws. In addition, the Board ensures that the Executive Director and Chief Financial Officer are accountable for adhering to these standards.
2. Planning and Evaluation of Programs and Services: The SPCA utilizes a governance model under which the Board of Directors determines the mission related ends to be achieved by The SPCA. The executive director and management team determine the methods used to achieve those ends. Programs and services are evaluated based on achievement of goals as they are described in the Board approved SPCA Strategic Plan.
3. Acquisition and Management of Resources: The Board assures that The SPCA has the resources and reserves it needs to operate and that those resources are managed properly. For additional information, refer to **Resource Development** on the following page.

Authority

The Board of Directors exercises its authority when acting collectively as a body at a duly convened meeting with a quorum present. The Board of Directors may delegate authority to act on certain matters or issues by adopting a resolution specifically delegating that authority. Such delegation is generally made to committees of the Board. Absent a specific delegation of authority, committees other than the Executive Committee are advisory.

When convened, the Executive Committee has the authority to bind The SPCA on any matter that would properly come before the Board of Directors. The SPCA Board of Directors is responsible for governance activities. The Executive Committee convenes for limited tasks specifically delegated to it by the Board of Directors or when Board action is required between scheduled Board meetings and it is unreasonable to call a special meeting of the Board of Directors.

Individual Officers or Board Members do not have authority to bind The SPCA or direct its activities.

Authority over the operational activities of The SPCA, including its personnel, is vested in the Executive Director/CEO of The SPCA who works for and is accountable to the Board of Directors.

The SPCA speaks to the community with one voice. The Executive Director/CEO is the spokesperson for The SPCA unless he or she delegates that duty to others. All media inquiries are directed to the Executive Director or the Director of Community Outreach.

Fiduciary Responsibility

Each Board Member has a fiduciary relationship with The SPCA. The law requires the highest level of good faith, loyalty and diligence of a fiduciary, higher than the common duty of care that we all owe one another. A Board Member is bound by law and duty to put aside personal interests and act in good faith when making decisions for the benefit of The SPCA and the animals it serves.

Resource Development

Board Members are expected to contribute financially to The SPCA and to actively participate in securing resources for The SPCA. The most productive area in which Board Members can contribute their time and effort in acquiring resources for The SPCA is in identifying, introducing The SPCA to, and cultivating relationships for The SPCA with major donors.

Opportunities for Board Members to contribute include: Annual Appeals, the Countess Kinnoull Giving Circle (\$5,000 per 12 month period), The SPCA Planned Giving Program and annual fundraising events such as The SPCA Telethon (March), Wag 'n Walk (May) and the Wild Celebration (October). In addition, Board Members are also encouraged to attend or host major donor receptions.

Finance

The SPCA fiscal year ends June 30.

In accordance with California law, an annual audit is conducted by an independent CPA firm.

Proposed operating and capital budgets are prepared by the management team and presented to the Finance Committee for its consideration in May. The Finance Committee will recommend the budget as presented by management or as modified per the Finance Committee's recommendations to the Board of Directors for adoption at its May meeting.

The SPCA maintains reserves in a Board Restricted account to assure the financial health of The SPCA. Funds may be added to reserves or transferred from reserves to support operations by action of the Finance Committee. Bequests received are transferred into The SPCA Operating account.

The SPCA maintains a Board Restricted Fund known as the Rosemary Benning Endowment Fund. A percent of the balance of this fund as determined from time to time by the Board of Directors is included in The SPCA annual operating budget. It is the intention of The SPCA that the balance in the Rosemary Benning Endowment Fund grow each year in pace with inflation.

The SPCA Investment Committee recommends to the Finance Committee how or by whom Board Reserve restricted funds should be managed. The authority to make decisions regarding the management of these funds is delegated by the Board of Directors to the Finance Committee.

The SPCA maintains an Endowment Fund at the Community Foundation for Monterey County. This fund is controlled by the Community Foundation and a portion of the income is distributed annually to The SPCA.

Election of Board Members

Potential Board Members are suggested to the Nominating Committee through its chairperson at any time during the year. To assure all relevant information is available to the committee, a standardized form obtainable from the Nominating Committee Chairperson or The SPCA Executive Assistant is used for the submission of candidate information. The Nominating Committee will review candidate qualification in the context of SPCA needs and may recommend election of suitable candidates to the full Board of Directors at any time there are vacancies or to fill positions being vacated by Board Members whose terms have expired. The Nominating Committee is also charged with recommending to the Board of Directors a slate of Officers to be elected at the Annual Board Meeting in November.

Board Members may be elected to serve two consecutive terms of three years each. Former Board Members may continue to serve on committees if appointed but may not chair committees. Former Board Members who have served two, three year terms are eligible for election to the Board after remaining off the Board of Directors for at least one year.

Officers serve one-year terms and may be reelected for additional one-year terms during their service on the Board of Directors.

Board Meetings

Board Meetings are held at 4:00 p.m. in the Education Center at The SPCA facilities on Highway 68. Regular Board Meetings are convened on the last Wednesday of January, February, April, May, July, August, and October. The annual Board Meeting at which officers and directors are elected is held on the third Wednesday of November. Board Meetings will last one to one and one-half hours. Board Members are expected to attend Board Meetings and may be removed if they miss four or more meetings in a 12 month period. Board Members who are unable to attend Board Meetings for any reason shall notify The SPCA Executive Assistant by telephone or mail by noon the day of the meeting.

SPCA Board Meetings are not open to the public. Issues discussed at Board Meetings or materials disseminated to Board Members are confidential.

Board Members receive an informational board packet during the week before scheduled Board Meetings. They are expected to read the information provided before the Board Meeting. Any questions arising between Board Meetings or prompted by information provided in the mailed board packet should be brought to the Executive Director's attention as much in advance of the Board Meeting as possible. Timely communication to the Executive Director of issues or questions that are of importance to Board Members allows responses to be properly researched and, if necessary, supplementary materials provided at the Board Meeting.

Committees

Board Members should expect to serve on at least one committee. Committee assignments, other than those directed by SPCA Bylaws, are made by the President of the Board of Directors. These assignments are reviewed annually in December. Every effort is made to assign Board Members to the committee they prefer but committee assignments will be made so that each Board Member's value to The SPCA is maximized. Committee Meetings are open to all Board Members. Board Members that are not members of a particular committee may attend and contribute to the discussion to the extent permitted by the committee chairperson. However, they may not vote at meetings of committees if they are not a member. The President and Executive Director of The SPCA are ex officio members of all committees, receive notice of all meetings, but may not vote on issues that come before committees.

SPCA Committees

Executive Committee
Finance Committee
Investment Committee
Audit Committee
Development Committee
Nominating Committee
Strategic Planning Committee

Meeting Schedule

As needed
4th Monday, 1st Month of each Qtr.
As needed
As needed
TBD
Monthly
As needed

Insurance

In addition to general liability, professional liability, auto and worker compensation insurance, The SPCA of Monterey County maintains Directors and Officers liability insurance on a claims-made basis.

Gift Acceptance Policy

General Policy

While all potential gifts are appreciated, The SPCA must carefully weigh the suitability or appropriateness of some gifts to ensure they are accepted in accord with The SPCA's mission; local, state or federal laws or other circumstances as described below.

1. Gifts cannot be accepted from individuals:

- who are not mentally competent or do not have the requisite donative's intent to make a gift,
- who do not have good title to the property to be donated, or
- whose financial position will be unduly compromised by making the gift.

If there are questions regarding a donor's competency, title, intent or capacity, the matter will be referred to the Development Director or the Executive Director for evaluation before a gift is accepted.

2. The SPCA cannot furnish an appraisal of any gift made to The SPCA to the donor. By law, appraisal for tax purposes of items gifted to The SPCA is the responsibility of the donor. The SPCA reserves the right to have property appraised for its own internal use in determining the best use of a gift, resale price or the advisability of accepting a gift.

3. The SPCA will cooperate with the Internal Revenue Service if information is requested regarding any gift or other transaction between The SPCA and a donor or client.

4. Restricted gifts of cash, or property that will be sold in accordance with the guidelines below, may be accepted if the restrictions are consistent with the mission and programs of The SPCA and if the restrictions are likely to be met at some point in the future. The SPCA must reserve the right to decline restricted gifts that are not consistent with its mission or programs.

5. The SPCA encourages planned gifts—gifts that are fulfilled after the donor is deceased. However, it is important that planned gifts are in conformance with The SPCA gift acceptance guidelines before they are fulfilled. Bequests, life insurance proceeds, retirement plans and other property that is to be sold by the estate or otherwise vests in The SPCA as cash or a cash equivalent are acceptable. Gifts that are contingent on an action to be taken or not taken by The SPCA should be discussed with the Development Director or the Executive Director before the planned gift is finalized. Conditional planned gifts may be rejected by The SPCA if the conditions are not consistent with its mission and must be rejected if they contravene the Internal Revenue Code, Regulations or other law.

Specific Types of Gifts

A. Cash

Unrestricted gifts of cash, checks or credit card donations will be accepted if the donor has title to the funds.

Checks must be made payable to The SPCA of Monterey County and may not be made payable to any employee, Board Member, volunteer or agent of The SPCA for credit to The SPCA.

B. Publicly Traded Securities

Securities traded on a recognized stock exchange will be accepted by The SPCA. Donated securities will be sold. The SPCA cannot commit to retaining any security without the approval of the Finance Committee.

C. Closely Held Securities

Closely held securities can only be accepted with the approval of the Finance Committee. If accepted, they will be held or disposed of at the direction of the Finance Committee.

D. Real Property

Gifts of unencumbered real property may be accepted if readily marketable. Where appropriate, acceptance can be made contingent upon a satisfactory EPA Phase 1 evaluation for possible contamination. Real property accepted as a gift will be sold at the direction of the Board of Directors unless retaining it for use in The SPCA programs is of significantly greater value in achieving The SPCA's mission than the cash realized from a sale of the property.

E. Tangible Personal Property

Personal property that can be readily resold is routinely accepted by The SPCA Benefit Shops. The SPCA cannot accept gifts of personal property with any requirement that the gift be held for a certain or in perpetuity.

Perishable property that cannot be immediately used for The SPCA mission (e.g., animal food) cannot be accepted.

Property requiring special care, handling or housing can be accepted only, if in The SPCA's sole judgment, it can be used or disposed of for the benefit of The SPCA within a reasonable time.

F. Other Property

Mortgages, notes, royalties, patents, easements or other gifts not covered by the above guidelines, will be evaluated for acceptance by the Finance Committee.

The SPCA Conflict of Interest Policy

ARTICLE I PURPOSE

The purpose of the conflicts of interest policy is to protect The SPCA of Monterey County's (The SPCA) interest when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an officer or director of the Corporation. This policy is intended to supplement but not replace any applicable state laws governing conflicts of interest applicable to nonprofit and charitable corporations.

ARTICLE II DEFINITIONS

1. Interested Person: Any director, principal officer, or member of a committee with board delegated powers, who has a direct or indirect interest, as defined below, is an interested person.
2. Financial Interest: A person has a financial interest if the person has, directly or indirectly, through business, investment or family:
 - a) an ownership or investment interest in any entity with which the Corporation has a transaction or arrangement, or
 - b) a compensation arrangement with The SPCA or with any entity or individual with which The SPCA has a transaction or arrangement, or
 - c) a potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which The SPCA is negotiating a transaction or arrangement.
 - d) Compensation includes direct and indirect remuneration as well as gifts or favors that are substantial in nature.

A financial interest is not necessarily a conflict of interest under ARTICLE III, Section 2; a person who has a financial interest may have a conflict of interest only if the appropriate Board or Committee decides that a conflict of interest exists.

ARTICLE III PROCEDURES

1. Duty to Disclose

In connection with any actual or possible conflicts of interest, an interested person must disclose the existence of his or her financial interest and all material facts to the Directors and Members of Committees with Board delegated powers considering the proposed transaction or arrangement.

2. Determining Whether a Conflict of Interest Exists

After disclosure of the financial interest and all material facts, and after discussion with the interested person, he or she shall leave the Board or Committee meeting while the determination of a conflict of interest is discussed and voted upon. The remaining Board or Committee members decide if a conflict of interest exists.

3. Procedures for Addressing the Conflict of Interest

- a. An interested person may make a presentation at the Board or Committee meeting, but after such presentation, he or she shall leave the meeting during the discussion of, and the vote on, the transaction or arrangement that result in the conflict of interest.
- b. The chairperson of the Board or Committee shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement.
- c. After exercising due diligence, the Board or Committee shall determine whether The SPCA can obtain a more advantageous transaction or arrangement with reasonable efforts from a person or entity that would not give rise to a conflict of interest.
- d. If a more advantageous transaction or arrangement is not reasonably attainable under circumstances that would not give rise to a conflict of interest, the Board or Committee shall determine by a majority vote of the disinterested Directors whether the transaction or arrangement is in The SPCA's best interest and for its own benefit and whether the transaction is fair and reasonable to The SPCA and shall make its decision as to whether to enter into the transaction or arrangement in conformity with such determination.

4. Violations of the Conflicts of Interest Policy

- a. If the Board or Committee has reasonable cause to believe that a member has failed to disclose actual or possible conflicts of interest, it shall inform the member of the basis for such belief and afford the member an opportunity to explain the alleged failure to disclose.
- b. If, after hearing the response of the member and making further investigation as may be warranted in the circumstances, the Board or Committee determines that the member has in fact failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action.

ARTICLE IV RECORDS OF PROCEEDINGS

The minutes of the Board and all Committees with Board-delegated powers shall contain:

1. The names of the persons who disclosed or otherwise were found to have a financial interest in connection with an actual or possible conflict of interest, the nature of the financial interest, any action taken to determine whether a conflict of interest was present, and the Board's or Committee's decision as to whether a conflict of interest in fact existed.

2. The names of the persons who were present for discussions and votes relating to the transaction or arrangement, the content of the discussion, including any alternatives to the proposed transaction or arrangement, and a record of any votes taken in connection therewith.

ARTICLE V COMPENSATION

1. A voting member of any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the Corporation for services is precluded from voting on matters pertaining to that member's compensation.

ARTICLE VI ANNUAL STATEMENTS

Each Director, principal Officer and member of a Committee with Board delegated powers shall annually sign a statement which affirms that such person:

- Has received a copy of the conflicts of interest policy,
- Has read and understands the policy,
- Has agreed to comply with the policy, and
- Understands that The SPCA is a charitable organization and that in order to maintain its federal tax exemption it must engage primarily in activities that accomplish one or more of its tax-exempt purposes.

ARTICLE VII PERIODIC REVIEWS

To ensure that the Corporation operates in a manner consistent with its charitable purposes and that it does not engage in activities that could jeopardize its status as an organization exempt from federal income tax, periodic reviews shall be conducted. The periodic reviews shall, at a minimum, include the following subjects:

- a. Whether compensation arrangements and benefits are reasonable and is the result of arm's-length bargaining.
- b. Whether partnership and joint venture arrangements conform to written policies, are properly recorded, reflect reasonable payments for goods and services, further The SPCA's charitable purposes and do not result in inurement of impermissible private benefit.

**ARTICLE VIII
USE OF OUTSIDE EXPERTS**

In conducting the periodic reviews provided for in ARTICLE VII, The SPCA may, but need not, use outside advisors. If outside experts are used their use shall not relieve the Board of its responsibility for ensuring that periodic reviews are conducted.

SPCA Conflict of Interest Statement

As a member of the board of directors of The SPCA of Monterey County (SPCA) I, _____, am committed to The SPCA's goal to establish and maintain the highest level of public confidence in its accountability. I have personally committed to follow the standards set forth below, which are a part of The SPCA's conflict of interest policies:

- I will conduct my activities with the Board of Directors of The SPCA so that I do not advance or protect my own interests, or the private interests of others with whom I have a relationship, in a way that is detrimental to the interests of, or to the fundamental mission of The SPCA.
- In every instance in which I am an ambassador for The SPCA, I will conduct my activities in a manner to best promote the interests of The SPCA.
- In all matters that come before the Board of Directors or one of its committees for a vote that may favorably impact my own financial interests, or the private interests of others with whom I have a financial relationship, I will reveal that relationship and abstain from a vote in the matter.
- When a conflict of interest arises, or when a potential conflict of interest emerges, I will disclose that conflict, or potential conflict, to the President of the Board of Directors or the Executive Director of The SPCA and seek a resolution of that issue.

Entered into on this the _____ day of _____, 2005.

Member, Board of Directors
SPCA of Monterey County

Board Member Agreement

I have read the Information for Board Members and will adhere to the provisions it contains. They include but are not limited to:

1. Actively supporting privately and publicly the Board of Directors and the Executive Director as they discharge their respective SPCA responsibilities.
2. Consistently bringing all issues relevant to The SPCA to the attention of the Executive Director and the President of the Board of Directors in a timely manner.
3. Supporting an ethic of transparency under which all issues of interest to the Board of Directors are brought to the attention of the Board of Directors at its next scheduled meeting and all issues of interest to the Management Team are brought to the attention of the Executive Director as soon as possible.
4. Immediately directing all complaints or concerns from the public, volunteers or staff members to the Executive Director for resolution.
5. Acknowledgement that the authority of the Board of Directors to bind The SPCA resides in the Board of Directors acting as a body. Individual Board Members cannot bind the organization or direct its activities.
6. The Board of Directors defines through the Mission, Enduring Goals and Functional Goals of The SPCA Strategic Plan the end results that The SPCA is to achieve. The Executive Director determines the means by which those ends are achieved and does so within the constraints of The SPCA's annual budget.
7. Authority over all SPCA operational activities, including all staff and volunteers, is vested exclusively in the Executive Director.
8. The Executive Director is the spokesperson for The SPCA.
9. Each Board Member has a fiduciary relationship with The SPCA and is bound by law to put aside personal interests and act in good faith when making decisions for the benefit of The SPCA.
10. It is a fiduciary duty of each Board Member to attend meetings of the Board of Directors and meetings of any Committees of which they are a member in compliance with The SPCA Bylaws. Board Members will notify The SPCA Executive Assistant no later than noon on the day of a scheduled meeting if they are unable to attend.

11. Board Members are expected to contribute financially to The SPCA and to actively participate to the best of their ability in securing resources for The SPCA. Fundraising is an operational activity of The SPCA and is led by the Executive Director and the Development Director.
12. Each Board Member is expected to serve on at least one Committee. Committee assignments will be made so that the interests of The SPCA are best served. Board Member preferences will be accommodated whenever possible.

Signature: _____
SPCA Board Member

Date: ____/____/____

Print Name: _____

Animal Welfare Policies

of The SPCA of Monterey County

Adoption Policy

The SPCA of Monterey County is committed to the adoption of all healthy, behaviorally sound companion animals

Euthanasia Policy

The SPCA of Monterey County is opposed to the euthanasia of adoptable, healthy and behaviorally sound animals. The SPCA accepts that in certain circumstances euthanasia may be necessary to relieve pain and suffering.

When Euthanasia is necessary, it should be performed with compassion by certified persons using approved methods.

Animals in Entertainment

The Board of Directors of The SPCA of Monterey County is opposed to the use of animals for any form of entertainment or promotional purpose where distress, intimidation, danger, or harm to the animal is likely to occur.

Non-domesticated species should not be used for entertainment or promotional purposes since, invariably, adverse circumstances for the animal likely to occur.

Horse Racing and Showing

The Board of Directors of The SPCA of Monterey County adopts the following policy on horse showing and racing: We oppose the use of any performance-enhancing drug or surgical manipulation that is not absolutely necessary for the medical well-being of the horse. Furthermore, we oppose any event or training method that carries a significant risk of potential physical harm to the horse.

Marine Mammals

The Board of Directors of The SPCA of Monterey County adopts the following policy on Marine Mammals:

1. We are opposed to the slaughter of marine mammals for any purpose and by any method, including commercial and sport purposed, clubbing, shooting, and drowning in fish nets or other gear.

2. For any marine mammals that are either endangered or in imminent danger of becoming so, steps must be taken to reverse the decline of those marine mammal populations.
3. We support the development of new fishing practices that will prevent injury to and/or death of marine mammals.

Feral Cats

The SPCA of Monterey County recognizes the societal issues and problems of feral/unowned cat populations within our jurisdiction. Our goal is to provide a humane approach to this issue that would provide a quality existence for these cats and ultimately eliminate feral/unowned cat populations through natural attrition and population control.

Any solution must have the continual cooperation of all concerned parties, including the property owner where the cats are living.

1. For property owners who do not want feral cats on their premises, these cats should be treated as stray animals. Humane trapping with subsequent adoption of those that are healthy and able to be socialized is recommended.
2. For property owners who do not object to feral cats on their premises, The SPCA supports a trap, vaccinate, occasionally test, alter, and release program, provided an established, trained and educated cat caretaker is in place.

Rodeo

We oppose the use of devices, such as electrical prods, sharpened sticks, sharpened spurs, flank straps, and other rodeo tack that cause animals to react violently.

We oppose certain activities at the Rodeo that may result in unnecessary fear, pain, injury, and in some cases, death. Included in these activities are wild horse racing, calf-roping, bronco-riding, and steer wrestling.

Production of Animals for Consumption

The Board of Directors of The SPCA of Monterey County adopts the following policy on the production of animals for human consumption:

The SPCA of Monterey County believes that the husbandry and killing animals for food, clothing, and other products should be based on the humane ethic.

While recognizing the need for efficient and economical means of raising livestock, we condemn practices that cause pain, suffering and stress to animals. Such practices include, but are not limited to, extended confinement in crates, isolation, crowding, negative

manipulation of diet, forced feeding, large quantities of antibiotics, hormones, etc., and mutilation required due to the stresses of any of the above procedures.

The SPCA of Monterey County should:

1. Be knowledgeable regarding the husbandry methods of livestock growers.
2. Encourage producers to follow humane practices.
3. Educate consumers about humane alternatives to raising animals for consumptions in “factory farms.”

Breeding of Companion Animals

The Board of Directors of The SPCA of Monterey County adopts the following policy on the breeding of companion animals.

For the purpose of this policy” breeder” is defined as follows: Any person or persons who choose to breed companion animals for pleasure or profit on a somewhat regular basis

1. We believe that all companion animals should be altered to help control the overpopulation problem. Casual breeding should not be permitted. This refers to people who have litters for the wrong reasons, e.g., to educate the children in the family about reproduction, to duplicate a beloved pet because it has been such a great companion, to make money, etc.
2. Breeders should have the highest ethical standards and provide appropriate housing, nutrition, medical care, nurturing, socialization, and exercise for the animals in their care.
3. Breeders should be dedicated professionals who breed only the highest-quality animals and routinely test animals for genetic defects and disease. A female should not be bred more than once per year. Puppies and kittens should not be shipped by commercial carrier until they are at least 12 weeks of age.
4. Breeders must be responsible for placement of animals in an environment that will provide the best care of their lifetime. In addition, all offspring of less than the very highest quality will be neutered before placement or the new owners will sign a binding contract to alter them any time after 8 weeks.
5. The mass production of puppies or kittens (as in puppy/kitten mills) is unacceptable.

Equine Adoption

The SPCA of Monterey County considers horses and other equine to be companion animals with needs that go beyond providing food, water, shelter, and exercise. This placement policy is designed to assist The SPCA in placing equine companions with owners who are prepared to meet their long-term needs for socialization and companionship.

1. The SPCA of Monterey County will adopt equines to individuals or programs willing to make a long-term commitment to keeping the animal as a companion and who, if circumstances require, will be responsible in placing that equine in another similar setting.
2. The SPCA of Monterey County makes every reasonable attempt to assess behavior and temperament of horses for adoption, but cannot guarantee soundness.
3. Equine are not adopted for slaughter, commercial gain, or use in events or exhibition inconsistent with The SPCA's policies

Retail Sale of Puppies and Kittens

The Board of Directors of The SPCA of Monterey County adopts the following policy on the retail sale of puppies and kittens:

The SPCA of Monterey County opposes the display and sale of puppies and kittens by retail outlets, such as flea markets, pet stores, and street-corner vendors when these animals are supplied by breeding farms with questionable practices and quality control. As an alternative, we support the display and adoption of puppies and kittens from animal shelters in a cooperative venture with local humane organizations.

Hunting and Fishing

The Board of Directors of The SPCA of Monterey County adopts the following policy on Hunting and Fishing:

The SPCA of Monterey County recognizes that the majority of members of our community consume animals for sustenance. We draw no distinction between animals domestically raised and slaughtered and wildlife hunted or fished.

Only humane, legal, and ethical methods of hunting and fishing should be used, and then only when there is consumption of the animal. All other methods are unacceptable, including, but not limited to, sport hunting, trophy hunting, bow hunting, "canned" hunts, etc.

With the exception of the use of dogs for the retrieval of birds, the training or use of dogs for hunting and/or direct killing of wildlife is not acceptable.

Wild Animals

The Board of Directors of The SPCA of Monterey County adopts the following policy on wild animals:

1. We are opposed to the trapping, raising, and hunting of animals for their fur and urge the public not to purchase or wear fur.
2. We oppose the sale of surplus zoo animals at auctions.
3. Captive endangered species that are bred must be provided humane care until released.
4. We oppose zoos that do not provide humane care for the animals, and we oppose roadside zoos in which animals are used to attract the public's attention for the sales of goods or services.
5. We oppose traveling zoos where animals are kept in cramped, unnatural environments and are subject to stress from traveling.
6. We oppose the keeping of wild animals as pets.
7. We shall work together on the passage of laws to prohibit cruel hunting practices and activities, and to promote programs to curb overpopulation of wildlife through means that do not involve killing.
8. We oppose the use of exotic animals in circuses.
9. We support laws and policies that protect wildlife and wildlife habitat.

Laboratory Animals

The Board of Directors of The SPCA of Monterey County adopts the following policy on laboratory animals:

1. We are opposed to the use of animals in household and cosmetic product testing to include the LD 50 Test and the Draize Test.
2. We support legislation to prohibit elementary and secondary school students from performing experiments on animals that cause or could tend to cause pain, suffering or death.
3. We oppose the inhumane use or treatment of animals for purposes of medical research.

4. We support legislation and regulatory action to promote alternatives to animal research and to facilitate and encourage the sharing of data and alternative methods in all forms of animal research.
5. We support legislation to require the United States Department of Agriculture to enforce the Federal Animal Welfare Act to include rats, mice, birds, and farm animals.
6. The SPCA shall not provide dead or live animals for the purposes of experimenting, dissecting, or research.

Animals in the Classroom

The Board of Directors of The SPCA of Monterey County adopts the following policy on the use of animals in the classroom:

The SPCA of Monterey County recognizes the potential benefits of having animals visit or reside in the classroom.

Teachers and students should use established guidelines for appropriate selection, care, and handling of classroom companion animals prior to bringing them into the classroom. Teachers are further encouraged to incorporate lessons on kindness, husbandry, respect, and responsible companion animal caretaking into their daily curriculum.

The animals that are chosen to live in the classroom should be appropriate to the classroom setting. Acceptable husbandry and care standards must be met. Classroom companion animals should not be allowed to breed. The school and the classroom teacher must take ultimate responsibility for the care and the feeding of their classroom companion animals.

Cosmetic/Elective Surgery for Animals

The Board of Directors of The SPCA of Monterey County adopts the following policy on cosmetic/elective surgery for animals:

We are opposed to surgery on animals that has no medical benefit. We are also opposed to surgery that neither prolongs nor improves the quality of an animal's life.

Unacceptable procedures include, but are not limited to, tail docking, ear-cropping, debarking dogs, declawing of cats, equine tail myotomy, and orthodontics for cosmetic purposes.

Steel-Jaw Leghold Traps

The Board of Directors of The SPCA of Monterey County adopts the following policy on the use of steel-jaw leghold traps:

We oppose the use of steel-jaw leghold traps as they are inhumane and illegal

Blood Sports

The Board of Directors of The SPCA of Monterey County adopts the following policy on blood sports.

The SPCA of Monterey County categorically opposes all blood sports including, but not limited to

- dog fighting
- cock fighting
- bullfighting
- bear baiting
- bear wrestling
- kangaroo boxing
- live luring
- hunts where animals are used to pursue, capture or kill other animals
- any other event that pit animals against one another, a mechanical device, or a human being in real, ritualized, or mock combat.

Bylaws of The SPCA of Monterey County

BYLAWS OF SOCIETY FOR THE PREVENTION OF CRUELTY TO ANIMALS OF MONTEREY COUNTY

ARTICLE I Name

The name of this society shall be The Society for the Prevention of Cruelty to Animals of Monterey County, abbreviated as The SPCA of Monterey County, hereinafter referred to as the "Society" or the "Corporation." The principal office of the Society is located at 1002 Monterey-Salinas Highway, Monterey, California.

ARTICLE II Object

The object of the Society is to prevent cruelty to animals and to educate the public about animal protection issues.

ARTICLE III Members

SECTION 1. Directors.

Directors shall be the only statutory members pursuant to California Corporations Code. They shall have the right to vote on matters pertaining to the corporation and its operation and management. Directors shall be those who vote whenever a vote of the members is required in these Bylaws or pursuant to law.

- a) Eligibility: Any person eighteen (18) years of age or older, of good character, and dedicated to the object and purposes of this corporation, as stated in these Bylaws and the Articles of Incorporation, shall be eligible for election as a director.
- b) Number: The Society shall have not less than eight (8), nor more than twenty-one (21) directors. The exact number of directors shall be set from time to time by a majority vote of the Board of Directors.
- c) Qualifications: Directors must also be associate members.

- d) Compensation: No director may be an employee of the Society and he or she must serve without compensation, other than reasonable reimbursement of expenses incurred in the performance of regular duties.
- e) Powers: Directors are collectively empowered to select and remove all of the officers, directors, agents and employees of the corporation, to conduct and control the affairs and business of the corporation, and to borrow money and incur indebtedness for the purposes of the corporation, and to select, hire and remove the executive director. They may also delegate, from time to time, certain of these powers to the executive director or to others.
- f) Terms of Office: The term of office for a director shall be three (3) years. Each director may be reelected to a second regular term provided that no director serves more than two (2) consecutive three (3) year terms. A director who is elected more than six (6) months prior to the beginning of the board calendar year shall be counted as having served that year.
- g) Removal: The Board may remove a director from office by a two-thirds vote if the director has failed to adhere to the object, purposes and goals of the Society, or has engaged in conduct materially prejudicial to the interest of the Society. The board may also remove any director from office by a two-thirds vote if the director misses 4 or more meetings in one 12-month period.

SECTION 2. Associate Members.

Associate Members are not statutory members but are persons associated with the corporation, as described in the California Corporations Code, who shall not have the right to vote. Persons designated as Associate Members may be consulted from time to time by the Board of Directors for advice and assistance in directing, operating and managing the corporation. Any person of good character and dedicated to the object and purposes of this corporation shall be eligible to be an Associate Member upon payment of such dues and fees as may from time to time be fixed by the Board of Directors.

A person's status as an Associate Member shall terminate upon any of the following events:

- a) Resignation or death.
- b) The failure to pay the membership dues or fees in the amount and within the times as set forth by the Board of Directors.
- c) The determination by the Board of Directors by majority vote, or a committee designated to make such determination, that the Associate Member has failed to adhere to the object, purposes and goals of the corporation, or has engaged in conduct materially prejudicial to the interests of the corporation.

ARTICLE IV

Officers

SECTION 1. Elected Officers.

The elected officers of the Society shall be a president, vice president, secretary and treasurer. Any voting director may serve as an officer. Officers shall perform the duties prescribed by these Bylaws and by the parliamentary authority adopted by the Society.

SECTION 2. Term of Office.

The Board of Directors shall elect its officers at the last regular meeting of the board calendar year, to serve for the next board calendar year. Each term shall be one year, commencing on the next board calendar year and continuing until a successor is elected. Each officer holds office at the pleasure of the Board of Directors and shall hold office until he or she resigns, is removed or is otherwise disqualified to serve, or until his or her successor shall be elected, whichever occurs first. The Board of Directors may remove any officer, with or without cause, by a majority vote at any time.

SECTION 3. President.

The president shall be the chair of the Board of Directors of the Society and shall, subject to the control of the Board of Directors, supervise and control the affairs of the Society and the activities of the officers. He or she shall perform all duties incident to his or her office and such other duties as may be required by law, by the Articles of Incorporation of this Society, or by these Bylaws, or which may be prescribed from time to time by the Board of Directors

SECTION 4. Vice President.

The vice president shall perform all the duties of the president and have all the powers of the president during the absence or disability of the president. The vice president shall have such other powers and perform such other duties as may be prescribed from time to time by the Board of Directors.

SECTION 5. Secretary.

The secretary shall keep, or cause to be kept, a full and complete record of the proceedings of the Board of Directors, shall cause the seal of the corporation to be kept in the business offices and to be affixed to such papers and instruments as may be required in the regular course of business, shall make, or cause to be made, service of such notices as may be necessary or proper, shall supervise the keeping of the records of the corporation, including the membership rolls, and shall discharge such other duties of the office as prescribed by the Board of Directors.

SECTION 6. Treasurer.

The treasurer shall receive and safely keep, or shall cause to be received and safely kept, all funds of the corporation and assure that they are deposited in the bank or banks that may be designated by the Board of Directors. He or she shall disburse, or cause to be disbursed, the funds of the Society as may be directed by the Board of Directors, through the budget process or otherwise, taking, or causing to be taken, proper vouchers for such disbursements. He or she shall keep and maintain, or cause to be kept and maintained, adequate and correct accounts of the Society's properties and business transactions. He or she shall cause an annual audit or review of the Society's books and records to be performed by a certified public accountant selected by the Board of Directors. In general, he or she shall perform all duties incident to the office of treasurer and such other duties as may be required by law, by the Articles of Incorporation of the Society, or by these Bylaws, or which may be assigned to him or her from time to time by the Board of Directors.

ARTICLE V
Meetings

SECTION 1. Regular Meetings.

Regular meetings of the Board of Directors shall be held monthly, on dates and times fixed by the Board of Directors, at the principal office of the Society unless otherwise ordered by the Board of Directors or the executive committee.

SECTION 2. Annual Meeting.

The Board of Directors shall hold an annual meeting prior to the end of each calendar year.

SECTION 3. Special Meetings.

Special meetings of the Board of Directors may be called by the president, the vice president or any three directors and previous notice shall be given 4 days in advance of the meeting by first-class mail or 48 hours in advance of the meeting by telephone, facsimile or electronic mail.

SECTION 4. Quorum.

A quorum shall be a majority of the directors then holding office.

SECTION 5. Indemnification and Insurance.

The Society shall indemnify and defend any person who is, or was, a director, officer, employee or other agent of this Society as provided under California Law. The Society shall purchase and maintain liability insurance on behalf of all directors, officers, employees, volunteers or other agents of the Society as authorized under California Law.

ARTICLE VI
Committees

SECTION 1. Executive Committee.

The executive committee shall be composed of the officers and executive director. The president may appoint two (2) additional Board Members with the approval of the Board of Directors. The executive director shall serve without voting rights. The executive committee shall have general supervision of the affairs of the Society between its business meetings, fix the hour and date of meetings, and perform such other duties as are specified in these Bylaws. It is subject to the orders of the Board of Directors and none of its acts shall conflict with action taken by them. Powers expressly reserved to the Board of Directors in these Bylaws or the California Corporations Code may not be delegated to the executive committee.

SECTION 2. Nominating Committee.

The nominating committee, composed of at least three (3) Board Members and the executive director, shall be responsible for nominating board and officer candidates. The executive director shall serve without voting rights.

Section 3. Other Committees.

The Society may have other standing or special committees as may from time to time be designated by the Board of Directors. The Board of Directors may not invite people other than directors to serve on committees that are empowered to exercise any of the authority of the Board of Directors. The president or Board of Directors may invite people other than directors to serve on committees that do not exercise board authority, except that a director must be the chairperson of any such committee.

SECTION 4. Advisory Board.

The Board of Directors may establish an advisory board, whose members shall perform advisory services for the Society as requested by the Board of Directors.

ARTICLE VII
Executive Director

SECTION 1. Executive Director.

The Board of Directors shall hire and set the salary of the executive director who shall be the chief executive officer of the Society. He or she shall be responsible only to the Board of Directors and the executive committee, and shall conduct the activities and business of the Society in accordance with the principles and policies prescribed by the Board of Directors. The executive director is a non-voting member of all standing committees.

SECTION 2. Staff.

The executive director shall employ and have full authority over other staff members and shall determine their duties, and within the limits of the budget approved by the Board of Directors, shall determine the compensation of all such staff members.

SECTION 3. Budget.

The executive director shall, at a reasonable time before the beginning of each fiscal year of the Society, submit to the board a written budget and program proposal for the ensuing year. The board shall approve or amend and adopt a budget for the ensuing year and the executive director shall operate within said adopted budget.

SECTION 4. Annual Report.

The executive director shall deliver to the annual meeting of the Board of Directors a comprehensive report of the work done in the preceding year and an outline of plans for the ensuing year. The report shall contain a complete financial report and a report of the Society's operations for the year.

ARTICLE VIII
Dedication, Dissolution and Termination

SECTION 1. Dedication.

The property of this Society is irrevocably dedicated to public and charitable purposes and no part of the net income or assets of the Society shall ever inure to the benefit of any director, officer or member, or to the benefit of any private person.

SECTION 2. Dissolution and Termination.

The Board of Directors may dissolve and terminate the Society by a two-thirds vote, provided the resolution to dissolve and terminate has been submitted, in writing, to the Board of Directors, at the previous regular business meeting.

SECTION 3. Distribution of Assets.

Upon a decision to dissolve the Society, all assets shall be liquidated and all debts shall be legally satisfied under the direction of the Board of Directors. The net assets of the Society and the important records shall be transferred to any organization with similar object, mission and purposes of the Society that the Board of Directors may designate.

ARTICLE IX
Parliamentary Authority

The rules contained in the current edition of *Robert's Rules of Order Newly Revised* shall govern the Society in all cases in which they are applicable and in which they are not inconsistent with these Bylaws and any special rules of order the Society may adopt.

ARTICLE X
Amendment

These By-Laws may be amended at any regular business meeting of the Society by a two-thirds vote, provided the amendment has been submitted, in writing, to the Board of Directors, at the previous regular business meeting.

By-Laws Adopted: 1950

Amended: 1967, 1971, 1976, 1977, 1978, 1979, 1982, 1985, 1986, 1987, 1988, 1990, 1991, 1995, 1997, 1999, 2000, 2002

Bylaws ratified by The SPCA Board of Directors and approved by Membership vote on August 28, 2002, and hereby certified by:

s/

Barbara Baldock, Board President

Dated: 9-25-02

s/

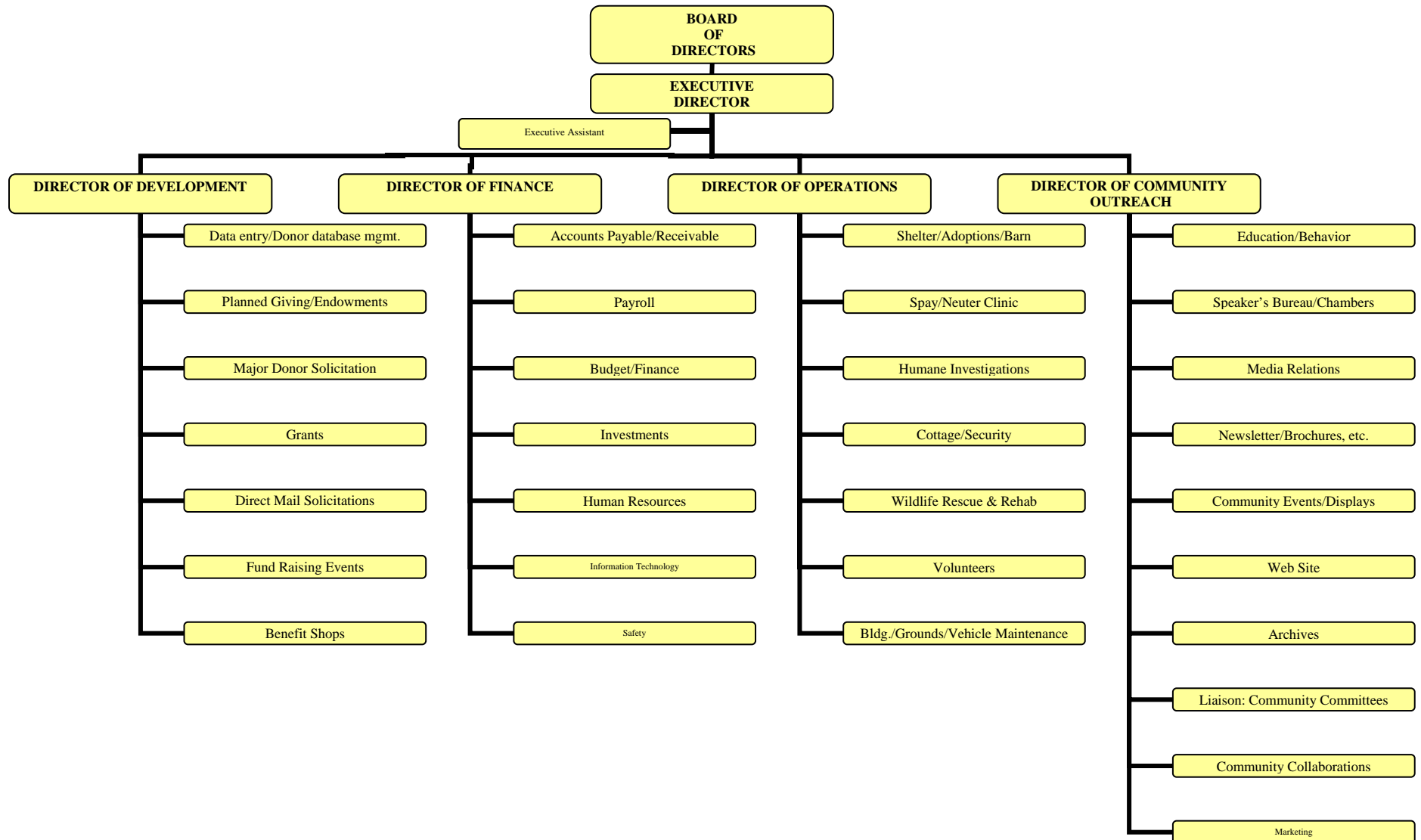
Paula Robinson, Board Secretary

Dated: 10-23-02

THE SPCA OF THE MONTEREY COUNTY

Organization Chart

December 2004



The SPCA of Monterey County
Board of Directors Listing
2005

Sherrie McCullough – President

Co-Owner and President, KBOQ Radio

Member, Board of Directors, Community Hospital of the Monterey Peninsula (CHOMP)

Member, Board of Directors, Monterey Institute of International Studies

Member, President's Council of CSUMB

Lee Cox – Vice President

Retired, President and CEO, AirTouch Cellular

Director, Community Foundation of Monterey County

Director, PG&E Corporation

Past Director, AirTouch Communications, Pacific Telesis, Cellular Communications, Inc., Netcom Services, Riverstone Networks and Pacific Repertory Theatre

Lisa Kincheloe – Treasurer

CPA and Partner, Ryan McDonald & Kincheloe LLP

Director Tax, Deloitte & Touche

Treasurer San Francisco Bay Scottish Terrier Club

Treasurer, San Francisco Bay Scottish Terrier Rescue

Member, United Way Planned Giving Committee

Emily Woudenberg – Secretary

Head Librarian, Stevenson School

Member, Board of Directors, Junior League of Monterey County

Member, Board of Directors, Monterey Commission on the Status of Women

Member, Board of Directors, Carmel Bach Festival

Member, Board of Directors, Campaign for Sunset Theater Renovation

Member, Board of Directors, Stevenson School Parents

Member, Board of Directors, Casa Abrego

Barbara Baldock

Retired, Marketing

Member, Natural Resources Committee, League of Women Voters

Docent, Pt. Lobos State Reserve

Monterey County AIDS Project Companion

Member, Volunteer, Big Sur Land Trust

Member, Reproductive Rights Coalition

Sarah Berling McCloud

Psychotherapist

Chairman, Board of Directors, Carmel Foundation

Member, Board of Directors, Monterey College of Law

Member, Carmel Heritage

Member, Big Sur Land Trust – Hike Leader

Maureen Brennan

Human Resources Manager, Kelly Staff Leasing

Robert Evans

Member, Board of Directors, Consolidated Freightways Corp

Member, Board of Directors, Swift Energy Corporation

Member, Board of Directors, Material Sciences Corporation

Member, Board of Directors, Monterey Symphony

Member, Board of Trustees, Wagner College

Ginny Hawes

Member, Board of Directors, Planned Parenthood, Mar Monte

Member, Board of Directors, Planned Parenthood Monterey Co.

Member, Board of Directors, Planned Parenthood San Mateo Co.

Member, Board of Directors, Planned Parenthood Pasadena

Member, Board of Directors, Pasadena S.W. Little League

Member, Board of 'Director, American Red Cross – Pasadena

Jeffrey Hogans, DVM

Chief Medical Officer, Harden Ranch Veterinary Hospital

Member, Board of Directors, Monterey Bay Area Veterinary Medical Association

Past Vice President, Monterey Bay Veterinary Medical Association

June K. Jaffee

Retired, Store Manager, Joseph Magnin in CA and NV

President, SPCA Auxiliary

Chairman, Emergency Room Volunteer Service – CHOMP

Member, CHOMP Emergency Room Volunteer for 26 years

President, Kappa Kappa Gamma Sorority

Konny Murray

Treasurer, Monterey County Wildlife

Past Treasurer, Friends of Carmel Valley Library

President, Magic Circle Theater

Member, Board of Directors, NORCAL Hunter Jumper Association

Chair, Leadership Planned Parenthood in Monterey County

Secretary, Reproductive Rights Coalition

Alyce Nunes

Member, Board of Directors, American Institute of Wine and Food

Member, Board of Directors, Steinbeck House

Member, Board of Directors, Cultural Council for Monterey County

President, Monterey Symphony

Laraine Sanford

VP, Human Resources, Ret.

Robert Sageman

Chairman, Natividad Medical Center Board of Trustees

Chairman, Monterey Bay Center for the Arts Committee

Member, Board of Visitors, Monterey Institute of International Studies

Member, Board of Directors, Natividad Medical Foundation

Member, Advisory Council, Monterey County Sheriff and Emergency Assistance Team

Member, Board of Directors, Chartwell School

Bill Urbach

Member, Board of Directors, Carmel Bach Festival

Member, Board of Directors, Carmel Foundation

For information on The SPCA's positions and policies that assist domestic animals, please refer to the following website:

http://www.spcamc.org/animal_behavior_tips.htm