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Board of Directors Application

Thank you for your interest in serving on the Board of Directors for Humane Society of Douglas County, Inc. (HSDC). We would like to get to know you and your skills better. The information you share here will help us select and maintain a Board with diverse skills and experiences. If you have a current resume, please attach a copy so we have an overview of your background.

Name: _____

Address: _____ City: _____ State: _____ Zip Code: _____

Phone: _____ Email: _____

1. Background: To extent not covered by your attached resume, please provide a brief overview of your education, employment, and any professional training.

2. Interest in HSDC: Please describe why you wish to join our Board of Directors and include any relevant past dealings or volunteer experiences you have had with HSDC.

3. **Relevant Professional Skills:** Please describe any special skills that you possess that would be an asset to our Board of Directors. For example: Do you have training or experience with law, accounting, fundraising, dog training, working at an animal shelter, previous board experience, etc?

4. **Fundraising:** As with many small non-profit organizations, HSDC depends heavily on its volunteers and fundraising. Our Board of Directors is considered a “working board” therefore you will be required to participate and volunteer for **required to volunteer 15 hours at HSDC related functions per year**. Please describe why you would be an asset to our Board in that regard.

5. **Conclusion:** To the extent not covered by your resume and/or responses above, is there anything else about your skills, energy, passion for animals, time availability, and/or involvement in the community that you think would help you make a positive contribution to the HSDC Board of Directors?

6. The HSDC Board of Directors meets once a month on the third Tuesday at 5PM at the shelter. You would be required to attend a majority of those meetings unless otherwise excused by the Board President. Do you see any scheduling problem that might affect your attendance?

For Board Use Only

Nominee was referred by _____

Nominee was mailed an application packet. Date _____

Nominee had a personal meeting with President, Vice President, or other Board Member.

Date _____

Nominee's application was reviewed by the nominating committee.

Date _____

Nominee was interviewed by the Board.

Date _____

Action taken by the Board _____

**HUMANE SOCIETY OF DOUGLAS COUNTY INC.
CONFLICT OF INTEREST POLICY**

CONFLICT OF INTEREST DEFINED –

A conflict of interest may exist when the personal or professional concerns of a member of the Board of Directors (hereinafter, "Director") of the Humane Society of Douglas County, Inc (hereafter, "HSDC") affects his or her ability to place the welfare of HSDC ahead of personal or professional benefit. Most often, concerns regarding conflicts arise whenever a Director is in the position to take action with respect to HSDC on an issue or in a transaction in which he or she has or may have a financial or other interest.

Conflicts of interest may also arise when another organization, nonprofit, or otherwise, in which a Director is involved, seeks to conduct business with HSDC.

Examples of potential conflicts of interest are:

1. A Director, or the partner of a Director, offers HSDC their services of any type for a charge, even if the charge of such service is at or below market value; and
2. A Director offers to sell or lease property owned by the Director to HSDC

Further, even the appearance of a conflict of interest may be problematic for HSDC.

THE IMPORTANCE OF AVOIDING CONFLICTS OF INTEREST -

HSDC recognizes that an effective Board cannot consist of individuals entirely free from at least perceived conflicts of interest. HSDC Directors are active, involved citizens who are likely to be affiliated with other organizations throughout the community, both on a personal and on a professional basis.

Two important principles come into play when dealing with conflict of interest issues. First, HSDC, like other nonprofit organizations, serves a broad public good. Second, all nonprofit board members owe a fiduciary duty to organizations they serve. Nothing can undermine the public confidence in a nonprofit organization more than a board member who has, or appears to have, a conflict of interest in a matter ending before the board. Accordingly, all decisions of the HSDC Directors must be made to assure the prudent management of the organization's resources and to promote the best interest of HSDC and the public good that this organization serves. In addition, conflicts of interest can create legal problems for both the affected Director and HSDC. For example, a contract involving a conflict of interest may be legally voided, leading to other complications as well, unless the affected Director and perhaps also the remainder of the Board satisfy certain statutory criteria. Also, any actual or perceived self-dealing by a Director or other conflict may serve as a basis for lawsuits against the Director and/or the HSDC.

DISCLOSURE REQUIRED, OTHER PROCEDURES

Although most potential conflicts are inconsequential, it is each Director's responsibility to ensure that fellow Directors and HSDC are made aware of situations that involve personal, familiar, or business relationships that could be troublesome for HSDC. All board members must annually disclose, on the form attached, those relations that he or she maintains, or members of his or her family maintain, with businesses or other organizations that do business with HSDC, as well as relationships which could otherwise be construed to potentially affect the Director's independent, unbiased judgement with respect to his or her decision-making for HSDC. Further, there must be no contract or other transaction of private business or personal services between any Director, or family member of a Director, and HSDC except as is allowed pursuant to Section 180.0831, Wis. Stats., entitled "Director Conflict of Interest," a copy of which is attached hereto.

PROCEDURE FOR ADDRESSING CONFLICT OF INTEREST SITUATIONS

HSDC will handle a conflict of interest situation in the following manner:

1. In addition to the annual disclosure statement required above, a Director shall disclose the potential conflict of interest when it arises, or in any event, no later than when the relevant matter is being considered by the Board.
2. The interested Director may be present for the discussion to answer questions, but may not advocate for or against the action being considered. The interested Director may not vote on the proposal and shall leave the room as the vote is being take.

Reprinted from Chapter 180, Wisconsin Statutes.

180.0831 Director Conflict of Interest.

(1) In this section, "conflict of interest transaction" means a transaction with the corporation in which a director of the corporation has a direct or indirect interest.

(2) A conflict of interest transaction is not voidable by the corporation solely because of the director's interest in the transaction if any of the following is true:

(a) The material facts of the transaction and the director's interest were disclosed or known to the board of directors or a committee of the board of directors and the board of directors or committee authorized, approved or specifically ratified the transaction under sub. (4).

(b) The material facts of the transaction and the director's interest were disclosed or known to the shareholders entitled to vote and they authorized, approved or specifically ratified the transaction under sub. (5).

(c) The transaction was fair to the corporation.

(3) For purposes of this section, the circumstances in which a director of the corporation has an indirect interest in a transaction include but are not limited to a transaction under any of the following circumstances:

(a) Another entity in which the director has a material financial interest or in which the director is a general partner is a party to the transaction.

(b) Another entity of which the director is a director, officer or trustee is a party to the transaction and the transaction is or, because of its significance to the corporation, should be considered by the board of directors of the corporation.

(4) For purposes of sub. (2) (a), a conflict of interest transaction is authorized, approved or specifically ratified if it receives the affirmative vote of a majority of the directors on the board of directors or on the committee acting on the transaction, who have no direct or indirect interest in the transaction. If a majority of the directors who have no direct or indirect interest in the transaction vote to authorize, approve or ratify the transaction, a quorum is present for the purpose of taking action under this section. The presence of, or a vote cast by, a director with a direct or indirect interest in the transaction does not affect the validity of any action taken under sub. (2) (a) if the transaction is otherwise authorized, approved or ratified as provided in this section.

(5) For purposes of sub. (2) (b), a conflict of interest transaction is authorized, approved or specifically ratified if it receives the vote of a majority of the shares entitled to be counted under this subsection. Shares owned by or voted under the control of a director who has a direct or indirect interest in the transaction, and shares owned by or voted under the control of an entity described in sub. (3) (a), may not be counted in a vote of shareholders to determine whether to authorize, approve or ratify a conflict of interest transaction under sub. (2) (b). The vote of those shares shall be counted in determining whether the transaction is approved under other sections of this chapter. A majority of the shares, whether or not present, that are entitled to be counted in a vote on the transaction under this subsection constitutes a quorum for the purpose of taking action under this section.

History: 1989 a. 303.

NOTE: Article IV, Section 7 of the By-Laws of HSDC, Inc. specifies that: "At any meeting of the society, those members present shall have authority to transact all business that may come before the meeting. **VOTING BY PROXY SHALL NOT BE PERMITTED.**" This by-law does not present a conflict with the state statute, as the statute simply affords the availability of a proxy process for corporations wishing to utilize one. Statutes do not mandate a proxy process for corporations not wishing to employ one.

**HUMANE SOCIETY OF DOUGLAS COUNTY, INC.
ANNUAL STATEMENT DISCLOSING POTENTIAL CONFLICTS OF INTEREST**

This is to disclose, that I, the undersigned Director of the Humane Society of Douglas County, Inc., hereafter referred to as "HSDC," do participate in the following organizations or activities, which could be construed as creating a conflict of interest between my responsibilities and myself as HSDC Director. These relations were described as followed:

Organization/Activity and affiliations:

Organization/Activity and affiliations:

Organization/Activity and affiliations:

Organization/Activity and affiliations:

Furthermore, this is to disclose, that the following member(s) of my family participate in the following organizations or activities, which could be construed as creating a conflict of interest between my responsibilities and myself as HSDC Director. These Relations are described as follows:

Name of Family Member; Organization/Activity and affiliations:

Name of Family Member; Organization/Activity and affiliations:

Signed by: _____ this _____ day of _____, 20__

(Attach additional sheets if necessary)